

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

Department of the Treasury  
 Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.  See Specific Instructions.	<b>C Name of organization</b> NEW ENGLAND AQUARIUM CORPORATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite CENTRAL WHARF City or town, state or country, and ZIP + 4 BOSTON, MA 02110-3399		<b>D Employer identification number</b> 04-2297514
		<b>F Name and address of principal officer:</b> WALTER J. FLAHERTY SAME AS C ABOVE		<b>E Telephone number</b> 617-973-5200
		<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>G Gross receipts \$</b> 42,937,268.
		<b>J Website:</b> ▶ WWW.NEAQ.ORG		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶
<b>K Type of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L Year of formation:</b> 1957	<b>M State of legal domicile:</b> MA

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>THE MISSION OF THE ORGANIZATION IS TO INCREASE UNDERSTANDING OF AQUATIC LIFE AND ENVIRONMENTS, TO</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	20
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5 Total number of employees (Part V, line 2a)	5	492
	6 Total number of volunteers (estimate if necessary)	6	600
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	2,317,344.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	13,729,923.	11,822,453.
	9 Program service revenue (Part VIII, line 2g)	19,531,925.	19,795,782.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	918,694.	298,605.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,745,111.	6,753,873.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	41,925,653.	38,670,713.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		88,516.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	12,508,167.	13,460,475.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	25,890.	110,292.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,561,580.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	22,130,349.	20,655,317.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	34,664,406.	34,314,600.	
19 Revenue less expenses. Subtract line 18 from line 12	7,261,247.	4,356,113.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 71,716,167.	End of Year 75,854,365.
	21 Total liabilities (Part X, line 26)	29,649,221.	31,869,819.
	22 Net assets or fund balances. Subtract line 21 from line 20	42,066,946.	43,984,546.

**Part II Signature Block**

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

Sign Here	Signature of officer	Date		
	WALTER J. FLAHERTY, EXECUTIVE VICE PRESIDENT Type or print name and title			
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4		EIN ▶	Phone no. ▶ 617-761-0600

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION THE MISSION OF THE ORGANIZATION IS TO INCREASE UNDERSTANDING OF AQUATIC LIFE AND ENVIRONMENTS, TO ENABLE PEOPLE TO ACT TO CONSERVE THE WORLD OF WATER, AND TO PROVIDE LEADERSHIP FOR THE PRESERVATION AND SUSTAINABLE USE OF AQUATIC RESOURCES. OUR MISSION IS FULFILLED THROUGH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] 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? [X] Yes [ ] No If "Yes", describe these changes on Schedule O.

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

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code: ) (Expenses \$ 10,544,713. including grants of \$ 13,409. ) (Revenue \$ 19,716,030. ) EXHIBITION - THE ORGANIZATION OPERATES A PUBLIC AQUARIUM IN THE CITY OF BOSTON AND CHARGES ADMISSION TO GUESTS VISITING CENTRAL WHARF AND ITS OTHER FACILITIES TO GAIN GENERAL KNOWLEDGE IN ALL FORMS OF AQUATIC LIFE AND ITS IMPORTANCE TO A HEALTHY AND VIBRANT ENVIRONMENT. OUR EXHIBITS INSTILL A SENSE OF WONDER AT THE BEAUTY OF THE OCEAN AND PROVIDE A GLIMPSE OF LIFE BELOW ITS SURFACE. WHEN OPENED IN 1969, THE AQUARIUM PROVIDED A REVOLUTIONARY WAY TO VIEW AQUATIC ANIMALS, AND WE REMAIN A LEADER TODAY IN EXHIBITS, ANIMAL HUSBANDRY AND VISITOR ENGAGEMENT. WE WERE AMONG THE FIRST TO DISPLAY HABITATS AND ECOSYSTEMS RATHER THAN ISOLATED SPECIES. WE WERE THE FIRST AQUARIUM TO INVITE VISITORS TO HANDLE LIVE ANIMALS IN THE EDGE OF THE SEA TIDEPPOOL TOUCH TANK AND WE CONTINUE TO ADD MORE TOUCH EXPERIENCES TO ENHANCE THE VISITORS'

4b (Code: ) (Expenses \$ 4,071,309. including grants of \$ 2,441,362. ) (Revenue \$ 3,509,226. ) CONSERVATION AND RESEARCH - AS THE FIRST AQUARIUM IN THE COUNTRY TO ESTABLISH CONSERVATION AND RESEARCH DEPARTMENTS, WE HAVE LONG BELIEVED THAT SOLUTIONS TO ENVIRONMENTAL THREATS CAN BE ACHIEVED THROUGH COLLABORATIVE EFFORTS. SCIENTISTS AT THE AQUARIUM PRODUCE MORE PEER-REVIEWED ARTICLES ON MARINE CONSERVATION AND RESEARCH THAN ANY OTHER U.S. AQUARIUM. DURING 2008, 19 SUCH PUBLICATIONS WERE PRODUCED. THIS RESEARCH HAS INFORMED EFFORTS TO UNDERSTAND AND PROTECT SPECIES AND THEIR HABITATS AROUND THE GLOBE.

SINCE 1980, AND CONTINUING IN 2008, WE HAVE BEEN WORKING TO PREVENT NORTH ATLANTIC RIGHT WHALE EXTINCTION. WE ADVOCATED FOR THE RECENTLY ENACTED REGULATION OF SHIP SPEEDS IN U.S. WATERS TO REDUCE THE

4c (Code: ) (Expenses \$ 2,709,655. including grants of \$ 534,350. ) (Revenue \$ 1,917,636. ) EDUCATION - FOR 40 YEARS, THE AQUARIUM HAS PROVIDED LIFE-CHANGING EDUCATIONAL EXPERIENCES FOR PEOPLE OF ALL AGES, FROM A CHILD TOUCHING A SEA STAR TO AN ADULT LEARNING HOW HIS DAILY ACTIONS CAN AFFECT THE OCEAN. THE AQUARIUM'S EDUCATIONAL IMPACT IS BROAD AND EVER-EXPANDING. FROM TODDLERS TO RETIREES, FROM THE HEART OF BOSTON, ACROSS NEW ENGLAND AND AROUND THE WORLD, OUR DIVERSE AUDIENCES HAVE EXPERIENCES THEY WILL NEVER FORGET.

PROGRAMS SUCH AS HARBOR DISCOVERIES CAMP EXPOSE YOUNG PEOPLE TO MARINE ANIMALS AND HABITATS, ENCOURAGING A LIFETIME COMMITMENT TO PROTECTING THE BLUE PLANET - ONE FORMER CAMPER IS NOW A PH. D. CANDIDATE STUDYING MARINE BIOLOGY. THROUGH OUR YOUTH PROGRAMS, MORE THAN 700 INNER-CITY

4d Other program services. (Describe in Schedule O.) (Expenses \$ 12,695,934. including grants of \$ 122,950. ) (Revenue \$ 13,527,821. )

4e Total program service expenses \$ 30,021,611. (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> .....	X	
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i> .....	N/A	
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i> .....	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> .....	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.? .....		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i> .....	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i> .....	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i> .....		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i> .....	X	
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> .....		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i> .....	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i> .....	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		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? .....		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		X
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> .....		X

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> .....	X	
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....	X	
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....	X	
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X

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**Part V** Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 492		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	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		
	<b>2a</b> 492		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
<b>4a</b>	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)?		X
<b>b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <b>N/A</b>	<b>12b</b>	

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body .....		
<b>1b</b>	Enter the number of voting members that are independent .....		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .....		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets? .....		X
<b>6</b>	Does the organization have members or stockholders? .....	X	
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? .....		X
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? .....		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8a</b>	The governing body? .....	X	
<b>8b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates? .....		X
<b>9b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? .....		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 .....	X	
<b>11</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		X

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>12b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>12c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done .....	X	
<b>13</b>	Does the organization have a written whistleblower policy? .....	X	
<b>14</b>	Does the organization have a written document retention and destruction policy? .....	X	
<b>15</b>	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:		
<b>15a</b>	The organization's CEO, Executive Director, or top management official? .....	X	
<b>15b</b>	Other officers or key employees of the organization? .....	X	
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....		X
<b>16b</b>	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MA, CT, NH, ME, VT**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**  
**JOSEPH A. ZANI, CONTROLLER, ASSOCIATE VP FINANCE & OPERATIONS - 617-973-177 MILK STREET, BOSTON, MA 02110**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

• 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 the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
HOWARD RIS PRESIDENT & CEO	40.00			X			275,157.	0.	6,750.	
WALTER J. FLAHERTY EVP, COO & TREASURER	40.00			X			247,489.	0.	28,093.	
JANE WOLFSON VP MARKETING	40.00			X			164,597.	0.	1,141.	
GREGORY STONE VP CONSERVATION	40.00			X			154,310.	0.	19,086.	
WILLIAM SPITZER VP PROGRAMS/EXHIBITS	40.00			X			164,597.	0.	20,423.	
SCOTT D. KRAUS VP RESEARCH	40.00			X			124,293.	0.	9,944.	
JOSEPH A. ZANI ASSOC VP- CONTROLLER	40.00			X			140,978.	0.	17,027.	
NANCY PERKINS VP DEVELOPMENT	40.00			X			105,000.	0.	0.	
JOHN DAYTON DIRECTOR ANIMAL HUSBANDR	40.00					X	104,647.	0.	8,372.	
BARBARA WALLER DIRECTOR INFORMATION SYS	40.00					X	100,934.	0.	12,147.	
REBECCA CRAWFORD DIRECTOR ANNUAL GIVING	40.00					X	100,397.	0.	3,012.	
PATRICIA WONG DIRECTOR ACCOUNTING	40.00					X	96,820.	0.	8,413.	
JENNIFER FARNSWORTH DIRECTOR CORPORATE RELAT	40.00					X	92,576.	0.	7,960.	
R. WILLIAM BURGESS, JR TRUSTEE	1.00	X					0.	0.	0.	
DAVID ALTSHULER TRUSTEE	1.00	X					0.	0.	0.	
ROBERT BEAL TRUSTEE	1.00	X					0.	0.	0.	
GREGORY CLARK TRUSTEE	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	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN M. COHEN, M.D. TRUSTEE	1.00	X					0.	0.	0.	
ALAN R. DYNNER TRUSTEE	1.00	X					0.	0.	0.	
DANIEL S. EVANS TRUSTEE	1.00	X					0.	0.	0.	
JAMIE C. FAGAN TRUSTEE	1.00	X					0.	0.	0.	
JOSEPH F. FALLON TRUSTEE	1.00	X					0.	0.	0.	
DOUGLAS FOY TRUSTEE	1.00	X					0.	0.	0.	
BARBARA W. HOSTETTER TRUSTEE	1.00	X					0.	0.	0.	
PAMELA PETRI-HUMPHREY TRUSTEE	1.00	X					0.	0.	0.	
OGDEN HUNNEWELL TRUSTEE	1.00	X					0.	0.	0.	
P. ERIC KRAUSS TRUSTEE	1.00	X					0.	0.	0.	
<b>1b Total</b>							1,871,795.	0.	142,368.	

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **11**

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

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
IMAX CORPORATION, 2525 SPEAKMAN DRIVE, MISSISSAUGA, ONTARIO, CANADA L5K151	FILM PRESENTATION MANAGEMENT	676,866.
MCMANUS ARCHITECTS, INC 1100 MASS AVE, CAMBRIDGE, MA 02138	ARCHITECTS	434,475.
SKANSKA USA 253 SUMMER ST, BOSTON, MA 02210	BUILDERS	280,000.
THE VIA GROUP, LLC 34 DANFORTH ST, PORTLAND, ME 04101	MARKETING CONSULTANTS	154,819.
TELECOMP, 3375 BRIGHTON HERIETTA TOWNLINE ROAD, ROCHESTER, NY 14623	FUNDRAISING SERVICES	128,169.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization **5**

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION



Part VIII		Statement of Revenue		(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b	257,454.2				
	c	Fundraising events	1c	267,925.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	897,998.6				
	g	Noncash contributions included in lines 1a-1f: \$		537,939.				
	h	<b>Total.</b> Add lines 1a-1f		1,182,245.3				
	Program Service Revenue	2 a	<b>ADMISSIONS</b>	Business Code	900099	161,226.84	161,226.84	
		b	<b>RESEARCH</b>	900099	3,673,098.	3,673,098.		
c								
d								
e								
f		All other program service revenue						
g		<b>Total.</b> Add lines 2a-2f		1,979,578.2				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		360,444.			360,444.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
			b	Less: rental expenses				
			c	Rental income or (loss)				
			d	Net rental income or (loss)				
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			b	Less: cost or other basis and sales expenses				
			c	Gain or (loss)				
			d	Net gain or (loss)		-61,839.		-61,839.
	8 a	Gross income from fundraising events (not including \$ 267,925. of contributions reported on line 1c). See Part IV, line 18	a					
			b	Less: direct expenses				
			c	Net income or (loss) from fundraising events				
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
			b	Less: direct expenses				
			c	Net income or (loss) from gaming activities				
	10 a	Gross sales of inventory, less returns and allowances	a	936,162.4				
			b	Less: cost of goods sold	334,917.0			
			c	Net income or (loss) from sales of inventory		6,012,454.3	3,808,448.	220,400.6
Miscellaneous Revenue		Business Code						
11 a	<b>FEES</b>	900099	646,295.	532,957.	113,338.			
b	<b>CORPORATE SPONSORSHIP</b>	900099	173,500.	173,500.				
c	<b>MISCELLANEOUS INCOME</b>	900099	-78,376.	-78,376.				
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d		741,419.					
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		3,867,071.3	2,423,231.1	231,734.4	298,605.		

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 .....				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....	88,516.	88,516.		
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	1,478,882.	622,349.	540,103.	316,430.
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 .....	9,396,741.	8,285,669.	684,083.	426,989.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....	624,888.	527,981.	68,512.	28,395.
9 Other employee benefits .....	1,110,885.	856,192.	121,797.	132,896.
10 Payroll taxes .....	849,079.	717,404.	93,093.	38,582.
11 Fees for services (non-employees):				
a Management .....				
b Legal .....	55,130.	46,581.	6,044.	2,505.
c Accounting .....	98,550.	83,267.	10,805.	4,478.
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17	110,292.			110,292.
f Investment management fees .....				
g Other .....				
12 Advertising and promotion .....	17,283.	14,864.	1,634.	785.
13 Office expenses .....	829,233.	700,636.	90,917.	37,680.
14 Information technology .....				
15 Royalties .....				
16 Occupancy .....	2,854,162.	2,854,162.		
17 Travel .....	200,428.	169,346.	21,975.	9,107.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....	422,850.	357,275.	46,361.	19,214.
20 Interest .....	679,113.	679,113.		
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	3,432,161.	3,432,161.		
23 Insurance .....	283,626.	239,641.	31,097.	12,888.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>OUTSIDE SERVICES</b> .....	4,943,323.	4,176,714.	541,984.	224,625.
b <b>COST OF GRANTS AND CONT</b> .....	2,510,388.	2,510,388.	0.	0.
c <b>ADVERTISING</b> .....	1,938,525.	1,637,899.	212,539.	88,087.
d <b>EQUIPMENT RENTAL AND MA</b> .....	880,656.	744,084.	96,555.	40,017.
e <b>MISCELLANEOUS</b> .....	690,971.	583,815.	75,758.	31,398.
f All other expenses .....	818,918.	693,554.	88,152.	37,212.
25 <b>Total functional expenses.</b> Add lines 1 through 24f	34,314,600.	30,021,611.	2,731,409.	1,561,580.
26 <b>Joint Costs.</b> Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....		<b>1</b>	
	<b>2</b> Savings and temporary cash investments .....	4,392,973.	<b>2</b>	7,276,783.
	<b>3</b> Pledges and grants receivable, net .....	6,008,547.	<b>3</b>	5,896,092.
	<b>4</b> Accounts receivable, net .....	1,691,973.	<b>4</b>	1,593,630.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....	427,670.	<b>8</b>	155,392.
	<b>9</b> Prepaid expenses and deferred charges .....	328,688.	<b>9</b>	443,868.
	<b>10a</b> Land, buildings, and equipment: cost basis ...	<b>10a</b> 86,899,746.		
	<b>b</b> Less: accumulated depreciation. Complete Part VI of Schedule D .....	<b>10b</b> 38,402,069.	<b>46,878,866.</b>	<b>10c</b> 48,497,677.
	<b>11</b> Investments - publicly traded securities .....	8,707,200.	<b>11</b>	9,540,919.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	3,280,250.	<b>15</b>	2,450,004.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	71,716,167.	<b>16</b>	75,854,365.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	3,698,724.	<b>17</b>	6,500,524.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....	3,865,587.	<b>19</b>	4,154,295.
	<b>20</b> Tax-exempt bond liabilities .....	21,630,000.	<b>20</b>	21,215,000.
	<b>21</b> Escrow account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable .....		<b>24</b>	
	<b>25</b> Other liabilities. Complete Part X of Schedule D .....	454,910.	<b>25</b>	0.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	29,649,221.	<b>26</b>	31,869,819.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	24,366,910.	<b>27</b>	25,358,542.
	<b>28</b> Temporarily restricted net assets .....	11,345,816.	<b>28</b>	12,451,700.
	<b>29</b> Permanently restricted net assets .....	6,354,220.	<b>29</b>	6,174,304.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	42,066,946.	<b>33</b>	43,984,546.	
<b>34</b> Total liabilities and net assets/fund balances .....	71,716,167.	<b>34</b>	75,854,365.	

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
<b>b</b>	Were the organization's financial statements audited by an independent accountant? .....	X	
<b>c</b>	If "Yes" to lines 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? .....	X	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....	X	
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? .....	X	

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

Name of the organization **NEW ENGLAND AQUARIUM CORPORATION** Employer identification number **04-2297514**

**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: (Please check only **one** organization.)

- 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)**. (Attach Schedule H.)
- 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 the Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.  
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule A (Form 990 or 990-EZ) 2008

**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.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 - 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public Support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>		%
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f .....	<b>15</b>		%
<b>16a 33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>b 33 1/3% support test - 2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	6504679.	5608746.	5268513.	13729923.	11822453.	42934314.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....	17137505.	18329995.	18028314.	19531925.	19795782.	92823521.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 - 5 .....	23642184.	23938741.	23296827.	33261848.	31618235.	135757835
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....	2641521.	1058386.	1861951.	919,355.	3548399.	10029612.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 .....						
<b>c</b> Add lines 7a and 7b .....	2641521.	1058386.	1861951.	919,355.	3548399.	10029612.
<b>8 Public support</b> (Subtract line 7c from line 6.) .....						125728223

**Section B. Total Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....	23642184.	23938741.	23296827.	33261848.	31618235.	135757835
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	376,650.	456,090.	533,542.	726,284.	360,444.	2453010.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	376,650.	456,090.	533,542.	726,284.	360,444.	2453010.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....	37,679.	710,734.	332,508.	192,410.		1273331.
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	815,588.	682,636.	888,522.	1170178.	706,457.	4263381.
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.) .....						143747557

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

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

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	87.46 %
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g .....	<b>16</b>	86.48 %

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

<b>17</b> Investment income percentage for <b>2008</b> (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	1.71 %
<b>18</b> Investment income percentage from <b>2007</b> Schedule A, Part IV-A, line 27h .....	<b>18</b>	1.51 %

**19a 33 1/3% support tests - 2008.** 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 - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

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

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

**Political Campaign and Lobbying Activities**  
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

▶ **To be completed by organizations described below.**  
▶ **Attach to Form 990 or Form 990-EZ.**

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then**

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

Name of organization <b>NEW ENGLAND AQUARIUM CORPORATION</b>	Employer identification number <b>04-2297514</b>
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**Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.**

See the instructions for Schedule C for details.

- 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 To be completed by all organizations exempt under section 501(c)(3).**

See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).**

See the instructions for Schedule C for details.

- 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 of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? .....  Yes  No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

**Part II-A** To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A** Check  if the filing organization belongs to an affiliated group.  
**B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) .....		0.													
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....		96,000.													
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....		96,000.													
<b>d</b> Other exempt purpose expenditures .....		32,657,020.													
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....		32,753,020.													
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....		250,000.													
<b>h</b> Subtract line 1g from line 1a. Enter -0- if line g is more than line a .....		0.													
<b>i</b> Subtract line 1f from line 1c. Enter -0- if line f is more than line c .....		0.													
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
<b>2a</b> Lobbying non-taxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
<b>c</b> Total lobbying expenditures	99,314.	96,000.	96,000.	96,000.	387,314.
<b>d</b> Grassroots non-taxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2008



**Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)).** See the instructions for Schedule C for details.

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

**Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).** See the instructions for Schedule C for details.

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

**Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes."** See Schedule C instructions for details.

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

**Part IV Supplemental Information**

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

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**Schedule D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization** NEW ENGLAND AQUARIUM CORPORATION **Employer identification number** 04-2297514

**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
<b>1</b> Total number at end of year .....		<u>1</u>
<b>2</b> Aggregate contributions to (during year) .....		<u>137,500.</u>
<b>3</b> Aggregate grants from (during year) .....		<u>0.</u>
<b>4</b> Aggregate value at end of year .....		<u>110,409.</u>

- 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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 pleasure)       Preservation of an historically important land area  
 Protection of natural habitat       Preservation of certified historic structure  
 Preservation of open space
- 2** Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
<b>a</b> Total number of conservation easements .....	<b>2a</b> _____
<b>b</b> Total acreage restricted by conservation easements .....	<b>2b</b> _____
<b>c</b> Number of conservation easements on a certified historic structure included in (a) .....	<b>2c</b> _____
<b>d</b> Number of conservation easements included in (c) acquired after 8/17/06 .....	<b>2d</b> _____

- 3** Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ \_\_\_\_\_
- 4** Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_
- 5** Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? .....  Yes  No
- 6** Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ \_\_\_\_\_
- 7** Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ \_\_\_\_\_
- 8** Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....  Yes  No
- 9** In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1a** If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
- b** If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_
- (ii) Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_
- 2** If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
- a** Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ \_\_\_\_\_
- b** Assets included in Form 990, Part X ..... ▶ \$ \_\_\_\_\_

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

- 3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a**  Public exhibition
  - b**  Scholarly research
  - c**  Preservation for future generations
  - d**  Loan or exchange programs
  - e**  Other \_\_\_\_\_
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- |  | Amount    |
|--|-----------|
| <b>c</b> Beginning balance             | <b>1c</b> |
| <b>d</b> Additions during the year     | <b>1d</b> |
| <b>e</b> Distributions during the year | <b>1e</b> |
| <b>f</b> Ending balance                | <b>1f</b> |
- 2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV.

**Part V Endowment Funds.** Complete if 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
<b>1a</b> Beginning of year balance	6,354,221.				
<b>b</b> Contributions	1,000.				
<b>c</b> Investment earnings or losses	-57,017.				
<b>d</b> Grants or scholarships	123,899.				
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance	6,174,305.				

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment  .00 %
  - b** Permanent endowment  100.00 %
  - c** Term endowment  .00 %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                                    | Yes                                 | No                                  |
|------------------------------------|-------------------------------------|-------------------------------------|
| <b>(i)</b> unrelated organizations | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| <b>(ii)</b> related organizations  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  Yes  No
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
<b>1a</b> Land		50,235.		50,235.
<b>b</b> Buildings		57,029,604.	20,913,946.	36,115,658.
<b>c</b> Leasehold improvements		2,107,147.	1,562,649.	544,498.
<b>d</b> Equipment		17,251,553.	11,985,819.	5,265,734.
<b>e</b> Other		10,461,207.	3,939,655.	6,521,552.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				48,497,677.

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives and other financial products, Closely-held equity interests, Other, and Total.

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows include Total.

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

Table with 2 columns: (a) Description, (b) Book value. Rows include Total.

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

Table with 2 columns: (a) Description of liability, (b) Amount. Rows include Federal income taxes and Total.

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	38,670,713.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	34,314,600.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	4,356,113.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-2,438,513.
9	Total adjustments (net). Add lines 4-8	9	-2,438,513.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	1,917,600.

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

1	Total revenue, gains, and other support per audited financial statements	1	41,801,200.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-240,268.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	3,370,755.
e	Add lines 2a through 2d	2e	3,130,487.
3	Subtract line 2e from line 1	3	38,670,713.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	38,670,713.

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

1	Total expenses and losses per audited financial statements	1	39,878,700.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	5,564,100.
e	Add lines 2a through 2d	2e	5,564,100.
3	Subtract line 2e from line 1	3	34,314,600.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	34,314,600.

**Part XIV Supplemental Information**

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

**PART V, LINE 4: PT V LINE 4 TO GENERATE EARNINGS TO SUPPORT VARIOUS**

**MISSION RELATED PROGRAMS (PER INTENT OF NAMED ENDOWMENT FUND) AND GENERAL ADMINISTRATION.**

**PART XI, LINE 8 - OTHER ADJUSTMENTS:**

**LOSS ON INTEREST RATE SWAP AGREEMENT**

**(\$437,909)**

**NET PENSION LOSS**

**Part XIV** Supplemental Information (continued)

(\$1,673,478)

LOSS NON-QUALIFIED PENSION

(\$86,900)

UNREALIZED LOSSES

(\$240,268)

OTHER MISC

\$42

TOTAL

(\$2,438,513)

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD

\$3,349,170

MARINE LIFE CENTER, INC. REVENUE INCLUDED IN AUDITED FINANCIALS

\$21,585

TOTAL \$3,370,755

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD

\$3,349,170

MARINE LIFE CENTER, INC. EXPENSES INCLUDED IN AUDITED FINANCIALS

\$16,644

LOSS ON INTEREST RATE SWAP AGREEMENT

\$437,909

NET PENSION LOSS

\$1,673,478

LOSS NON-QUALIFIED PENSION

\$86,899

TOTAL \$5,564,100

**Schedule F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2008**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, line 15, or line 16.**

**Open to Public Inspection**

<b>Name of the organization</b>	<b>Employer identification number</b>
NEW ENGLAND AQUARIUM CORPORATION	04-2297514

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  **Yes**  **No**

**2 For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

**3 Activities per Region.** (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
EAST ASIA AND PACIFIC	0	0	PROGRAM SERVICES	FACILITATION, FINANCIAL, AND ADVISORY SERVICES FOR PHOENIX ISLANDS CONSERVAITON PROGRAM.	88,516.
<b>Totals</b> .....					88,516.

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000  Use Schedule F-1 (Form 990) if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH ASIA	PROGRAM SERVICES	62,870.	WIRE TRANSFER	0.		
		SOUTH ASIA	PROGRAM SERVICES	25,646.	WIRE TRANSFER	0.		

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ 1

3 Enter total number of other organizations or entities ▶



**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Use Schedule F-1 (Form 990) if additional space is needed.

<b>(a)</b> Type of grant or assistance	<b>(b)</b> Region	<b>(c)</b> Number of recipients	<b>(d)</b> Amount of cash grant	<b>(e)</b> Manner of cash disbursement	<b>(f)</b> Amount of non-cash assistance	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Method of valuation (book, FMV, appraisal, other)

**Part IV** Supplemental Information

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

SCHEDULE F, PART I, LINE 2: THE ORGANIZATION REQUIRES PERIODIC FINANCIAL AND PROGRAMMATIC REPORTS, ALONG WITH SUPPORTING DOCUMENTS (BANK STATEMENT AND RECEIPTS) AND THE IDENTIFICATION OF PROGRAM ACHIEVEMENTS.

SCHEDULE F, PART I, LINE 3: THE ORGANIZATION REQUIRES PERIODIC FINANCIAL AND PROGRAMMATIC REPORTS, ALONG WITH SUPPORTING DOCUMENTS (BANK STATEMENT AND RECEIPTS) AND THE IDENTIFICATION OF PROGRAM ACHIEVEMENTS.



**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		<b>GALA</b> (event type)	(event type)	<b>NONE</b> (total number)	
Revenue	<b>1</b> Gross receipts .....	267,925.			267,925.
	<b>2</b> Less: Charitable contributions .....	0.			
	<b>3</b> Gross revenue (line 1 minus line 2) .....	267,925.			267,925.
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Non-cash prizes .....				
	<b>6</b> Rent/facility costs .....				
	<b>7</b> Other direct expenses .....	136,000.			136,000.
	<b>8</b> Direct expense summary. Add lines 4 through 7 in column (d) .....				( 136,000.)
	<b>9</b> Net income summary. Combine lines 3 and 8 in column (d) .....				131,925.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
Revenue	<b>1</b> Gross revenue .....				
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Non-cash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
	<b>6</b> Volunteer labor .....	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....				( )
	<b>8</b> Net gaming income summary. Combine lines 1 and 7 in column (d) .....				

	Yes	No
<b>9</b> Enter the state(s) in which the organization operates gaming activities: _____		
<b>a</b> Is the organization licensed to operate gaming activities in each of these states? .....	<b>9a</b>	
<b>b</b> If "No," Explain: _____		
<b>10a</b> Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? .....	<b>10a</b>	
<b>b</b> If "Yes," Explain: _____		
<b>11</b> Does the organization operate gaming activities with nonmembers? .....	<b>11</b>	
<b>12</b> Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? .....	<b>12</b>	

**13** Indicate the percentage of gaming activity operated in:

<b>a</b> The organization's facility .....	<b>13a</b>	%
<b>b</b> An outside facility .....	<b>13b</b>	%

**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? .....

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

**c** If "Yes," enter name and address:

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

**16** Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

Director/officer       Employee       Independent contractor

**17** Mandatory distributions:

**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? .....

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

	Yes	No
<b>13a</b>		
<b>13b</b>		
<b>14</b>		
<b>15a</b>		
<b>15b</b>		
<b>15c</b>		
<b>16</b>		
<b>17a</b>		
<b>17b</b>		

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization <b>NEW ENGLAND AQUARIUM CORPORATION</b>	Employer identification number <b>04-2297514</b>
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**Part I Questions Regarding Compensation**

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

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

Schedule J (Form 990) 2008

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

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

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
HOWARD RIS	(i)	275,157.	0.	0.	0.	6,750.	281,907.	267,250.
	(ii)	0.	0.	0.	0.	0.	0.	0.
WALTER J. FLAHERTY	(i)	247,489.	0.	0.	0.	28,093.	275,582.	216,072.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JANE WOLFSON	(i)	164,597.	0.	0.	0.	1,141.	165,738.	76,923.
	(ii)	0.	0.	0.	0.	0.	0.	0.
GREGORY STONE	(i)	154,310.	0.	0.	0.	19,086.	173,396.	146,365.
	(ii)	0.	0.	0.	0.	0.	0.	0.
WILLIAM SPITZER	(i)	164,597.	0.	0.	0.	20,423.	185,020.	156,346.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JOSEPH A. ZANI	(i)	140,978.	0.	0.	0.	17,027.	158,005.	136,656.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 7: DURING 2008, THE ORGANIZATION MADE A NON-RECURRING PAYMENT TO THE EXECUTIVE VICE PRESIDENT, CHIEF OPERATING OFFICER AND TREASURER (ONE INDIVIDUAL). THIS PAYMENT WAS INCLUDED AS REPORTABLE COMPENSATION IN COLUMN (D) OF PAGE 7, PART VII OF FORM 990. THE AMOUNT AND PURPOSE OF THE PAYMENT WERE DETERMINED BY THE BOARD OF TRUSTEES IN 2007 TO RECOGNIZE THE INDIVIDUAL FOR HIS EXTRAORDINARY CONTRIBUTIONS TO THE ORGANIZATION.



**Continuation Sheet for Form 990**

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

**NEW ENGLAND AQUARIUM CORPORATION**

Employer Identification number

**04-2297514**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES J. MCCARTHY, PH.D. TRUSTEE	1.00	X					0.	0.	0.	
JEFFREY PIERCE TRUSTEE	1.00	X					0.	0.	0.	
MARY T. RENNER TRUSTEE	1.00	X					0.	0.	0.	
NEIL S. SHIFRIN, PH.D. TRUSTEE	1.00	X					0.	0.	0.	
SUSAN LEWIS SOLOMONT IMMEDIATE PAST CHAIR	1.00			X			0.	0.	0.	
TIMOTHY L. VAILL TRUSTEE	1.00	X					0.	0.	0.	
LOUIS J. VOLPE TRUSTEE	1.00	X					0.	0.	0.	
DIANNE HOBBS SECRETARY, BOARD OF TRUS	1.00			X			0.	0.	0.	

**Supplemental Information on Tax-Exempt Bonds**

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.  
Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

Name of the organization **NEW ENGLAND AQUARIUM CORPORATION** Employer identification number **04-2297514**

Part I	Bond Issues (Required for 2008)									
	(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	
							Yes	No	Yes	No
	<b>NEW ENGLAND AQUARIUM A ISSUE SERIES 2007</b>	<b>04-2297514</b>	<b>57586CL45</b>	<b>11/07/08</b>	<b>21630000.</b>	<b>SEE SCHEDULE O</b>		<b>X</b>	<b>X</b>	
	<b>B</b>									
	<b>C</b>									
	<b>D</b>									
	<b>E</b>									

Part II	Proceeds (Optional for 2008)									
	A		B		C		D		E	
<b>1</b>	Total proceeds of issue .....									
<b>2</b>	Gross proceeds in reserve funds .....									
<b>3</b>	Proceeds in refunding or defeasance escrows .....									
<b>4</b>	Other unspent proceeds .....									
<b>5</b>	Issuance costs from proceeds .....									
<b>6</b>	Working capital expenditures from proceeds .....									
<b>7</b>	Capital expenditures from proceeds .....									
<b>8</b>	Year of substantial completion .....									
<b>9</b>	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
Were the bonds issued as part of a current refunding issue? ...										
Were the bonds issued as part of an advance refunding issue? .....										
Has the final allocation of proceeds been made? .....										
Does the organization maintain adequate books and records to support the final allocation of proceeds? .....										

Part III	Private Business Use (Optional for 2008)									
	A		B		C		D		E	
<b>1</b>	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? .....										
<b>2</b>	Are there any lease arrangements with respect to the financed property which may result in private business use? .....									



**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No. 1545-0047

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization **NEW ENGLAND AQUARIUM CORPORATION** Employer identification number **04-2297514**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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 .....				
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>ADVERTISING S</u> )	X	1	479,145.	DONOR VALUATION
26 Other ▶ ( <u>JEWELRY</u> )	X	1	7,100.	DONOR VALUATION
27 Other ▶ ( <u>CELTICS TICKE</u> )	X	1	5,000.	DONOR VALUATION
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 Acknowledgment ..... **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 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? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....	X	
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2008

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: THE ORGANIZATION USES A THIRD PARTY TO PROCESS AND SELL GIFTS OF MARKETABLE SECURITIES. WHEN A DONOR OR THEIR AGENT CONTACTS THE ORGANIZATION INDICATING THEIR INTENT TO CONTRIBUTE SHARES THAT ARE READILY MARKETABLE, THEY ARE DIRECTED TO TRANSFER THOSE SHARES TO AN INVESTMENT BANKING FIRM WHO HAVE A STANDING ORDER TO SELL UPON RECEIPT. THE FIRM RECORDS THE GIFT DATE AND IDENTIFIES THE MEAN TRADING VALUE OF THE SHARES GIFTED AND PROVIDES THAT INFORMATION, ALONG WITH THE PROCEEDS AND TRADING INFORMATION FROM THE SALE OF THOSE SHARES, TO THE ORGANIZATION.

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

NEW ENGLAND AQUARIUM CORPORATION

Employer identification number

04-2297514

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ENABLE PEOPLE TO ACT TO CONSERVE THE WORLD OF WATER, AND TO PROVIDE LEADERSHIP FOR THE PRESERVATION AND SUSTAINABLE USE OF AQUATIC RESOURCES. OUR MISSION IS FULFILLED THROUGH EXHIBITS, EDUCATION, AND CONSERVATION AND RESEARCH PROGRAMS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

EXHIBITS, EDUCATION, AND CONSERVATION AND RESEARCH PROGRAMS.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

NOT PREVIOUSLY DESCRIBED, THE ORGANIZATION INITIATED A SUSTAINABLE FISHERIES PROGRAM TWO YEARS AGO WHERE OUR PRIMARY GOAL IS TO PROVIDE PRACTICAL OPTIONS TO FISHERMEN AND THE SEAFOOD INDUSTRY TO HELP THEM CHANGE HOW AND WHERE THEY EXPLOIT MARINE SPECIES AND ECOSYSTEMS SO THAT THEIR OPERATIONS NO LONGER RESULT IN ENVIRONMENTAL CONSEQUENCES MEASURABLE AS DEPLETION OF SPECIES OR POPULATIONS AND DISRUPTION OF ECOLOGICAL BALNCES, A KEY ASSUMPTION UNDERLYING THIS GOAL IS THAT THERE ARE METHODS OF FISHING THAT ARE ENVIRONMENTALLY SUSTAINABLE AND THAT OUR ROLE IS TO MOVE THE KEY PLAYERS WITH GLOBAL REACH TOWARDS ADOPTION OF THESE METHODS.

GROWING FROM A SOLID RELATIONSHIP WITH A SINGLE GROCERY CHAIN TO 4 CORPORATE PARTNERS INCLUDING A RESTAURANT CHAIN, A WHOLESALER AND A SEAFOOD SUPPLIER IN 2008, THE AQUARIUM UNDERTOOK A STRATEGIC EVALUATION OF THE PROGRAM AND OPPORTUNITIES FOR GROWTH. INCREASES IN STAFF CAPACITY ARE BEING MATCHED BY FINANCIAL COMMITMENTS FROM THE SEAFOOD

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Employer identification number

04-2297514

INDUSTRY PARTNERS AND KEY FOUNDATIONS. STAFF EXPERTISE IN SEAFOOD

SUSTAINABILITY ISSUES IS BEING UTILIZED ON VARIOUS OTHER FRONTS TO

DRIVE OCEAN CONSERVATION BENEFITS, INCLUDING;

\* EDUCATIONAL EVENTS INCLUDING CAFE OFFERINGS AND DINNER SERIES

INITIATIVES, INTEGRATING EVENTS, FOOD SERVICE, COMMUNICATIONS,

CONSERVATION AND RESEARCH DEPARTMENTS;

\*INDUSTRY IMPROVEMENT OPPORTUNITIES INCLUDING INVOLVEMENT IN

DIALOGUES TO DRIVE IMPROVEMENTS IN THE AQUACULTURE INDUSTRY

(WWF-FACILITATED AQUACULTURE DIALOGUES AND GLOBAL AQUACULTURE ALLIANCE)

AND ENGAGEMENT WITH ORGANIZATIONS TO FURTHER WILD FISHERIES RESOURCE

MANAGEMENT AND POLICY MARINE STEWARDSHIP COUNCIL, FISHSOURCE, ETC.).

\*ENGAGEMENT WITH CONSERVATION COMMUNITY TO ADVANCE SEAFOOD

SUSTAINABILITY UTILIZING MARKET LEVERS (PUBLIC POSITIONING

WITH/ADVANCING THE COMMON VISSION; CREATION OF COLLABORATIVE DOCUMENT

"ROADMAP TO SUSTAINABLE FARMED SHRIMP: A GUIDE FOR RETAILERS").

\*PUBLIC OUTREACH INCLUDING SEVERAL PRINT, ONLINE, AND TRADE MEDIA

FEATURES RELATED TO SUSTAINABLE SEAFOOD INCLUDING THE BOSTON GLOBE AND

INTRAFISH. ALL OF THIS GROWTH IS ALSO FACILITATING ADDITIONAL

OPPORTUNITIES TO ADVANCE SEAFOOD SUSTAINABILITY, INCLUDING INCREASED

INTERACTION WITH THE SUPPLIER AND METRO-BOSTON RESTAURANT COMMUNITIES

AS WELL AS EXTERNAL SCIENTISTS AND OTHER CONSERVATION

ORGANIZATIONS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS

EXPERIENCE. IN 2008 WE LAUNCHED VIRTUAL TOURS THROUGH OUR WEBSITE

(WWW.NEAQ.ORG) SO NOW PEOPLE FROM AROUND THE WORLD ARE ABLE TO EXPLORE

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OUR EXHIBITS VIA THEIR COMPUTERS, MOBILE PHONES AND MP3 PLAYERS.

DURING 2008, WE REORGANIZED OURSELVES FOR THE PURPOSE OF ENHANCING THE

VISITOR EXPERIENCE BY PLACING AN EMPHASIS ON INTERPRETATION THROUGH

HUMAN INTERVENTION. INTERPRETATION IS A MISSION-BASED COMMUNICATION

PROCESS THAT FORGES EMOTIONAL AND INTELLECTUAL CONNECTIONS BETWEEN THE

INTERESTS OF THE AUDIENCE AND THE MEANINGS INHERENT IN THE RESOURCE.

INTERPRETATION CAN HELP VISITORS HAVE AN ENHANCED, POSSIBLY

LIFE-ALTERING EXPERIENCE THROUGH QUESTIONING, EXPLORING AND DISCOVERING

WITH A KNOWLEDGEABLE GUIDE. IT MOLDS INFORMATION, DRAMA, PROPS,

EXHIBITS AND THE AUDIENCE INTO AN EDUCATIONAL MOMENT THAT ENTERTAINS

AND EMPOWERS THE AUDIENCE WITH A NEW UNDERSTANDING. THESE ARE NEW

TECHNIQUES BEING EMPLOYED IN THE EXHIBIT HALLS AT THE NEW ENGLAND

AQUARIUM.

DURING 2008, THE ORGANIZATION WELCOMED 1.3 MILLION VISITORS TO ITS

CENTRAL WHARF LOCATION.

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

OCCURRENCE OF SHIP STRIKES, ONE OF THE GREATEST THREATS TO THESE

ENDANGERED CREATURES. SIMILAR WORK IN CANADA'S BAY OF FUNDY REDUCED

STRIKES BY 90 PERCENT.

BEGINNING IN 2000, OUR SCIENTISTS LED EFFORTS TO EXPLORE AND PROTECT

THE PRISTINE CORAL REEFS AND BIODIVERSITY OF THE CENTRAL PACIFIC'S

PHOENIX ISLANDS. DIRECTLY RELATED TO THAT WORK AND OUR ONGOING

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ENGAGEMENT OF THE GOVERNMENT OF KIRIBATI, IN 2008 THE GOVERNMENT ANNOUNCED THE DECISION TO FORM THE WORLD'S LARGEST CONTIGUOUS MARINE PROTECTED AREA, AN UNPRECEDENTED ACCOMPLISHMENT FOR AN INSTITUTION SUCH AS THE AQUARIUM.

TAKING A COMPREHENSIVE, MULTI-TIERED APPROACH TO THE ISSUE, THE AQUARIUM IS A NATIONAL LEADER IN ADVANCING SEAFOOD SUSTAINABILITY. AQUARIUM RESEARCHERS WORK WITH THE FISHING INDUSTRY TO HELP THEM IMPROVE PRACTICES AND REDUCE ACCIDENTAL BYCATCH. OUR CONSERVATION STAFF ADVISES SOME OF THE WORLD'S LARGEST SEAFOOD RETAILERS AND SUPPLIERS TO ENCOURAGE RESPONSIBLE MANAGEMENT OF THE WORLD'S FISHERIES AND INFORMED PURCHASING DECISIONS. THROUGH PROGRAMS, EDUCATIONAL MATERIALS AND EVENTS, WE WORK WITH CONSUMERS TO HELP THEM MAKE OCEAN-FRIENDLY CHOICES.

IN 2008, THE AQUARIUM CONVENED A CORE GROUP OF MAJOR AQUARIA TO FORM A COLLABORATIVE EFFORT CENTERED ON CLIMATE CHANGE, INCLUDING MONTEREY BAY AQUARIUM, NATIONAL AQUARIUM IN BALTIMORE, VANCOUVER AQUARIUM, BIRCH AQUARIUM AT SCRIPPS, AND LONG BEACH AQUARIUM OF THE PACIFIC. COLLECTIVELY, THESE INSTITUTIONS ARE VISITED BY MORE THAN 7 MILLION PEOPLE PER YEAR, PROVIDING THE OPPORTUNITY TO REACH A VERY LARGE AUDIENCE WITH IMPORTANT CONSERVATION MESSAGES, AND TO PROVIDE LEADERSHIP FOR THE FIELD.

THE FOCUS OF THE COLLABORATIVE IS TO DEVELOP AND TEST STRATEGIES AND RESOURCES THAT ARE EASILY ADAPTABLE TO DIFFERENT INSTITUTIONS, AND THEN

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TO SHARE EXPERTISE AND PRODUCTS WITH EACH OTHER, AND ULTIMATELY WITH THE OCEAN SCIENCE EDUCATION FIELD AS A WHOLE (USING OTHER NETWORKS SUCH AS THE ASSOCIATION OF ZOOS AND AQUARIUMS, THE NATIONAL NETWORK OF COASTAL ECOSYSTEM LEARNING CENTERS, AND THE CENTER FOR OCEAN SCIENCE EDUCATION EXCELLENCE, AMONG OTHERS).

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

TEENS HAVE WORKED ALONGSIDE AQUARIUM STAFF MEMBERS, GAINING VALUABLE EXPERIENCE AND DISCOVERING THEIR POTENTIAL. MOST OF THESE TEENS HAVE GONE ON TO COLLEGE - OFTEN THE FIRST IN THEIR FAMILIES TO DO SO. OUR LECTURE SERIES HOST WORLD-RENOWNED SCIENTISTS AND CONSERVATIONISTS, WHO ENTHRALL AND INSPIRE MORE THAN 500 ADULTS EACH YEAR WITH THEIR PRESENTATIONS.

AS AN EDUCATIONAL RESOURCE, WE HAVE HELPED THOUSANDS OF TEACHERS CAPTIVATE THEIR STUDENTS WITH MARINE AND ENVIRONMENTAL TOPICS WHILE IMPROVING ACADEMIC PERFORMANCE. MORE THAN 140,000 SCHOOLCHILDREN EXPERIENCE THE AQUARIUM EVERY YEAR, EITHER THROUGH FIELD TRIPS OR SPECIAL PROGRAMS AT THEIR SCHOOLS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER PROGRAM SERVICES - THE AQUARIUM WAS A PIONEER IN RESCUE AND REHABILITATION OF MARINE MAMMALS AND OTHER SPECIES. OUR MARINE ANIMAL RESCUE TEAM RESPONDS TO CALLS TO PROVIDE MEDICAL TREATMENT FOR WHALES, DOLPHINS, PORPOISES, SEALS AND SEA TURTLES. OVER TIME, OUR EFFORTS HAVE SHIFTED FROM REHABILITATING SEALS TOWARDS MORE ENDANGERED SPECIES

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SUCH AS SEA TURTLES. OUR PROGRAM INCLUDES STRANDING RESPONSE, NECROPSY AND TISSUE SAMPLING OF DECEASED ANIMALS AND THE REHABILITATION OF ENDANGERED SEA TURTLES AT OUR MEDICAL FACILITIES.

EVERY SUMMER WE HIRE UP TO 100 TEENS (AGES 15-17) FROM BOSTON AND CAMBRIDGE TO 6 WEEK INTERNSHIPS. TEENS EARN A STIPEND AND MAKE IMPORTANT CONTRIBUTIONS WHILE LEARNING NEW SKILLS AND DEVELOPING THEIR INDIVIDUAL INTERESTS AND TALENTS. THESE INTERNS ATTEND CAREER SKILLS DEVELOPMENT CLASSES AND ENVIRONMENTAL LEADERSHIP WORKSHOPS AS WELL AS FIELD TRIPS.

WE INVITE EMINENT SCIENTISTS FROM AROUND THE COUNTRY TO CONDUCT LECTURES AND PRESENT FILMS TO PUBLIC AUDIENCES. WE COLLABORATE WITH THE WGBH FORUM NETWORK TO RECORD MOST LECTURES AND MAKE THEM AVAILABLE VIA STREAMING VIDEO OVER THE INTERNET. WE REACHED 3,500 PEOPLE THROUGH THIS EFFORT IN 2008.

AT OUR IMAX THEATER, WE PRESENT VARIOUS MISSION-ORIENTED FILMS WITH MESSAGING ABOUT THE PRESERVATION OF AQUATIC ENVIRONMENTS AND THE CONSERVATION OF NATURAL RESOURCES.

FINALLY, OUR EXHIBITION PROGRAM DESCRIBED IN ITEM 4A IS SUPPORTED BY OUR CAFETERIA AND GIFT SHOP WHICH ARE LOCATED IN THE MAIN EXHIBITION BUILDING. THESE ANCILLARY ACTIVITIES ARE PROVIDED FOR THE CONVENIENCE OF VISITORS (THE AVERAGE VISITATION IS IN EXCESS OF 1 1/2 HOURS) AS WELL AS PROVIDING THE AQUARIUM WITH AN IMPORTANT SOURCE OF REVENUE THAT

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IS USED TO SUPPORT OTHER MISSION ORIENTED PROGRAMMING THAT IS NOT SELF SUSTAINING. THE GIFT SHOP ALSO PROVIDES SOME OPPORTUNITY FOR VISITORS TO PURCHASE ITEMS THAT EXTEND THE EDUCATIONAL EXPERIENCE, AND THAT HAVE CONSERVATION MESSAGING, TO THEIR HOMES.

EXPENSES \$ 12695934. INCLUDING GRANTS OF \$ 122950. REVENUE \$ 13527821.

FORM 990, PART VI, SECTION A, LINE 6: THE ORGANIZATION HAS MEMBERS BUT DOES NOT HAVE STOCKHOLDERS. MEMBERSHIP AT THE AQUARIUM PROVIDES LIMITED BENEFITS SUCH AS UNLIMITED VISITATION TO OUR EXHIBITS AND DISCOUNTS AT THE CAFE, GIFT SHOP AND IMAX THEATER FOR A PERIOD OF 1 YEAR. MEMBERSHIP IS A MEANS OF PROVIDING MUCH NEEDED FINANCIAL SUPPORT TO THE ORGANIZATION. HOWEVER, MEMBERSHIP DOES NOT PROVIDE ENTITLEMENTS OR RIGHTS SUCH AS ELECTING INDIVIDUALS TO THE GOVERNING BODY OR ANY INFLUENCE IN ESTABLISHING POLICIES, PROCEDURES OR MANAGERIAL ACTIONS.

FORM 990, PART VI, SECTION A, LINE 10: THE FORM 990 IS PREPARED BY MANAGEMENT AND REVIEWED BY ITS INDEPENDENT PUBLIC ACCOUNTANTS. ONCE FINAL CHANGES HAVE BEEN MADE TO THE DOCUMENT, COPIES ARE DISTRIBUTED TO THE MEMBERS OF THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES AND A SPECIAL MEETING CONVENED TO REVIEW THE DOCUMENT. IN ADDITION TO THE FORM 990, MANAGEMENT PREPARES A SUMMARY OF KEY ELEMENTS CONTAINED IN THE FORM 990 THAT IT BELIEVES ARE IMPORTANT AREAS OF FOCUS FOR THE COMMITTEE MEMBERS. THE SUMMARY IS REVIEWED IN DETAIL AND THEN INDIVIDUAL MEMBERS HAVE THE OPPORTUNITY TO QUERY MANAGEMENT AND A TAX PROFESSIONAL FROM THE ORGANIZATION'S PUBLIC ACCOUNTING FIRM ON ANY ELEMENT OF THE FORM 990 THEY WISH. MINUTES OF THE MEETING ARE PREPARED AND RETAINED AS A RECORD. ANY

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CHANGES RESULTING FROM THE REVIEW ARE INCORPORATED IN THE FORM 990 BEFORE IT IS FILED AND THE FINAL VERSION IS MADE AVAILABLE TO THE FULL GOVERNING BOARD.

FORM 990, PART VI, SECTION B, LINE 12C: ANNUALLY, THE ORGANIZATION DISTRIBUTES ITS CONFLICT OF INTEREST POLICY, ALONG WITH A CERTIFICATION AND DESCRIPTION PAGE, TO OFFICERS, TRUSTEES AND MIDDLE MANAGEMENT EMPLOYEES. THEY ARE TO COMPLETE AND RETURN THE CERTIFICATION THAT THEY DO NOT HAVE ANY CONFLICT OF INTEREST OR DISCLOSE WHAT CONFLICT(S) THEY MAY HAVE. MANAGEMENT MONITORS THE RECEIPT OF THESE CERTIFICATIONS TO ENSURE THAT ALL ARE RETURNED AND MAINTAINED ON FILE. CONFLICT OF INTEREST DISCLOSURES ARE REVIEWED AND A DETERMINATION IS MADE ON WHAT ACTION, IF ANY, MUST BE TAKEN TO PRESERVE GENERALLY ACCEPTED GOVERNING PRINCIPLES AND AVOID REAL AND/OR PERCEIVED CONFLICTS WHEN THE INDIVIDUAL IS EXPECTED TO VOTE OR MAKE A BUSINESS DECISION.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMMITTEE (THE "COMMITTEE") REVIEWS AND APPROVES THE CASH AND NON-CASH COMPENSATION POLICIES AND PROGRAMS AND MAJOR CHANGES IN THE NEW ENGLAND AQUARIUM'S (THE "CORPORATION") BENEFIT PLANS THAT ARE APPLICABLE TO THE CHIEF EXECUTIVE OFFICER AS WELL AS ANY OTHER INDIVIDUAL WHO MEETS THE DEFINITION OF ("DISQUALIFIED PERSON") IN THE INTERNAL REVENUE CODE.

THE POLICY OF THE CORPORATION IS TO PROVIDE DIRECT COMPENSATION PROGRAMS AND POTENTIAL EARNING OPPORTUNITY WHICH REFLECT THE RELATIVE SIZE AND PERFORMANCE OF THE CORPORATION IN THE INDUSTRY SEGMENT OF WHICH IT IS A

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PART AND WHICH ACCOMPLISH THE CORPORATION'S MISSION AND TAX-EXEMPT PURPOSE WITHOUT CAUSING ANY PART OF THE CORPORATION'S NET EARNINGS TO INURE TO THE PRIVATE BENEFIT OF AN INDIVIDUAL. SIMULTANEOUSLY, THE POLICY SUPPORTS THE CHALLENGES FACED BY THE CORPORATION BY PROVIDING INCREASED PAY-FOR-PERFORMANCE OPPORTUNITIES TO THE INDIVIDUALS WHO ARE MANAGING THE ORGANIZATION.

THE COMMITTEE WILL CARRY OUT THIS POLICY IN THE FOLLOWING MANNER:

\*DETERMINE THE RELEVANT MARKET DATA FOR THE CORPORATION'S POSITIONS IT REVIEWS BY OBTAINING RELIABLE AND COMPARABLE DATA FROM PUBLISHED SURVEYS OF BOTH TAX-EXEMPT AND FOR-PROFIT ORGANIZATIONS

\*SET BASE SALARY IN LIGHT OF BOTH THE MARKET DATA AND THE INDIVIDUALS BACKGROUND, EXPERIENCES AND PERSONAL SKILLS

\*CONSIDER ANNUAL BONUS AWARDS IN THE SPECIAL CASE OF MERITORIOUS PERFORMANCE

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS INCLUDING ITS CONFLICT OF INTEREST POLICY, AND ITS FINANCIAL STATEMENTS, AVAILABLE TO THE PUBLIC BY REQUESTING THEM IN WRITING OR IN PERSON TO NEW ENGLAND AQUARIUM, CENTRAL WHARF, BOSTON, MA 02110

THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

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

(A) NAME OF PERSON: ROBERT L. BEAL

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

TRUSTEE OF ORGANIZATION

(C) AMOUNT OF TRANSACTION \$ 460475.

(D) DESCRIPTION OF TRANSACTION: RENTAL/LEASE OF OFFICE SPACE AT FAIR

MARKET VALUE.

(E) SHARING OF ORGANIZATION REVENUES? = NO

FORM 990, SCHEDULE D, PART I, LINE 6, ORGANIZATION MAINTAINING

DONOR ADVISED FUNDS OR OTHER SIMILAR FUNDS OR ACCOUNTS

THE ORGANIZATION HOLDS A FUND WHERE THE PRINCIPAL DONOR PROVIDES ADVICE

AND APPROVAL ON THE PROGRAMS SUPPORTED BY THE FUND. THE ORGANIZATION

DIRECTLY CONTROLS THE INVESTMENT AND DISTRIBUTION OF FUNDS AND REVIEWS

THE STATUS OF THE FUND REGULARLY. THERE WERE NO GRANTS AWARDED FROM THE

FUND. AMOUNTS WERE DISBURSED BY THE ORGANIZATION FROM THE FUND DURING

2008 TO FINANCE AN OCEAN EXPEDITION OF SEAMOUNTS IN THE SEA OF CORTEZ

AND TO ENGAGE A CONSULTANT TO ADVISE THE ORGANIZATION ON THE VIABILITY

OF DEVELOPING AN OCEAN HEALTH INDEX. THE DONOR-ADVISOR AND THE

ORGANIZATION HAVE A WRITTEN AGREEMENT THAT ACKNOWLEDGES THAT THE FUND'S

ASSETS ARE THE ORGANIZATION'S PROPERTY AND, ACCORDINGLY, ARE SUBJECT TO

ITS EXCLUSIVE LEGAL CONTROL, MANAGEMENT AND REVIEW. OTHER DONORS TO

THE FUND DURING 2008 WERE ONLY ORALLY INFORMED OF THE DONOR-ADVISOR

STATUS. THE INSTITUTION WILL INITIATE PROCEDURES IN 2009 TO INSURE THAT

ALL DONORS TO THE FUND ARE NOTIFIED IN WRITING OF THE DONOR-ADVISOR

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STATUS AND THAT THE FUND'S ASSETS ARE USED ONLY FOR CHARITABLE PURPOSES. DURING 2008, DISTRIBUTIONS WERE MADE DIRECTLY TO INDEPENDENT VENDORS AND SUPPLIERS FOR THE SOLE PURPOSE OF CONDUCTING THE PROJECTS REFERRED TO ABOVE THEREBY ENSURING THAT THE FUNDS WERE USED ONLY FOR CHARITABLE PURPOSES WITHOUT BENEFIT TO THE DONOR/ADVISOR OR OTHER IMPERMISSIBLE PRIVATE BENEFIT.

FORM 990, SCHEDULE K, PART I (F), DESCRIPTION OF PURPOSE

TAX EXEMPT PURPOSE

THE PURPOSE OF THIS BOND ISSUE WAS TO REFINANCE THE OUTSTANDING PRINCIPAL AMOUNT OF A LOAN MADE BY THE MASSACHUSETTS HEALTH AND EDUCATIONAL FACILITIES AUTHORITY (THE AUTHORITY) TO THE ORGANIZATION FROM A PORTION OF THE PROCEEDS OF THE AUTHORITY'S REVENUE BONDS, CAPITAL ASSET PROGRAM ISSUE, SERIES J-3 ISSUED IN 1998. A PORTION OF THE PROCEEDS OF THIS BOND ISSUE WAS ALSO USED TO PAY COSTS OF ISSUING THE BOND.

FORM 990, SCHEDULE J-2, CONTINUATION SHEET FOR FORM 990

CHANGE CLASSIFICATION OF TRUSTEE

SUSAN LEWIS SOLOMONT WAS ORGINALLY LISTED AS A VOTING TRUSTEE (THE COLUMN "INDIVIDUAL TRUSTEE OR DIRECTOR" WAS CHECKED OFF). IN 2008 SHE WAS CONSIDERED IMMEDIATE PAST CHAIR, AND A NON-VOTING MEMBER OF THE BOARD. SHE IS NOW LISTED AS AN "OFFICER". THE CHANGE WILL REFLECT THAT THERE ARE 20 VOTING MEMBERS OF THE BOARD AND BE REFLECTIVE OF TOTAL NOTED ON PAGES ONE AND SIX OF FORM 990.



**Related Organizations and Unrelated Partnerships**

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.**  
▶ **See separate instructions.**

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**Part I Identification of Disregarded Entities**

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

**Part II Identification of Related Tax-Exempt Organizations**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
NEW ENGLAND AQUARIUM MARINE LIFE CENTER, INC. - 22-3334951, 17 MILK STREET, BOSTON, MA 02110-3399	ESTABLISH & MAINTAIN A CTR FOR THE RESCUE, TREATMENT & REHAB. OF MARINE ANIM	MASSACHUSETTS	501(C)(3)		

**Part III Identification of Related Organizations Taxable as a Partnership**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportion- ate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

**Part V Transactions With Related Organizations**

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

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

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

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

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

**Part VI Unrelated Organizations Taxable as a Partnership**

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

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of- year assets	(F) Dispropor- tionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No