

**Exempt Organization Declaration and Signature for Electronic Filing**

For calendar year 2009, or tax year beginning \_\_\_\_\_, 2009, and ending \_\_\_\_\_, 20\_\_\_\_\_

**2009**

Department of the Treasury  
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

▶ See instructions on back.

Name of exempt organization

Employer identification number

Tennessee Aquarium

58-1837154

**Part I Type of Return and Return Information (Whole Dollars Only)**

Check the box for the return for which you are using this Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line for the return for which you are filing this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

<b>1a</b> Form 990 check here ▶ <input checked="" type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . . . .	<b>1b</b>	17,354,892
<b>2a</b> Form 990-EZ check here ▶ <input type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990-EZ, line 9) . . . . .	<b>2b</b>	0
<b>3a</b> Form 1120-POL check here ▶ <input type="checkbox"/>	<b>b</b> Total tax (Form 1120-POL, line 22) . . . . .	<b>3b</b>	0
<b>4a</b> Form 990-PF check here ▶ <input type="checkbox"/>	<b>b</b> Tax based on investment income (Form 990-PF, Part VI, line 5) . . . . .	<b>4b</b>	0
<b>5a</b> Form 8868 check here ▶ <input type="checkbox"/>	<b>b</b> Balance due (Form 8868, line 3c) . . . . .	<b>5b</b>	0

**Part II Declaration of Officer**

6  I authorize the U.S. Treasury and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owe on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of organization's 2009 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund.

<b>Sign Here</b> ▶		11/15/2010	
	Signature of officer	Date	Title

**Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)**

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of the forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

<b>ERO's Use Only</b>		Date	Check if also paid preparer <input type="checkbox"/>	Check if self-employed <input type="checkbox"/>	
	ERO's signature				ERO's SSN or PTIN
		EIN		Phone no.	
	Firm's name (or yours if self-employed), address, and ZIP code				

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

<b>Paid Preparer's Use Only</b>		Date	Check if self-employed <input type="checkbox"/>	
	Preparer's signature			Preparer's SSN or PTIN
		EIN		Phone no.
	Firm's name (or yours if self-employed), address, and ZIP code			

**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 2009 calendar year, or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	<b>C</b> Name of organization <b>Tennessee Aquarium</b>		<b>D</b> Employer identification number 58-1837154	
		Doing Business As		<b>E</b> Telephone number (423) 265-0695	
		Number and street (or P.O. box if mail is not delivered to street address)	Room/suite		
		P. O. Box 11048			
		City or town, state or country, and ZIP + 4 Chattanooga TN 37401		<b>G</b> Gross receipts \$ 25,781,811	
<b>F</b> Name and address of principal officer: Charles L Arant 201 Broad Street, Chattanooga, TN 37402				<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c) ( 3 ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				<b>H(c)</b> Group exemption number ▶	
<b>J Website:</b> ▶ www.tnaquarium.org					
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 1989	<b>M</b> State of legal domicile: TN	

Part I Summary		Prior Year	Current Year
Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: <u>The Tennessee Aquarium is a vital link connecting people to freshwater and the ocean beyond. Our excellent exhibits and dynamic living collection entertain and inform. We celebrate and seek to protect the rich biodiversity of the Southeast. We lead and partner to make a meaningful difference in the economic and environmental well-being of our community.</u>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	14
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	14
	<b>5</b> Total number of employees (Part V, line 2a)	<b>5</b>	306
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	600
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	555,552
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	-6,671	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)		2,082,251
	<b>9</b> Program service revenue (Part VIII, line 2g)		12,138,618
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)		673,278
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		2,460,745
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	17,354,892
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)		0
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		7,916,561
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 775,643		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)		11,041,763
<b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	0	18,958,324	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	0	-1,603,432	
Net Assets or Fund Balances	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year 89,184,397	End of Year 87,723,239
	<b>21</b> Total liabilities (Part X, line 26)	39,389,290	39,236,793
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	49,795,107	48,486,446

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer _____ Gordon A. Stalans Type or print name and title	Date _____ 11/15/2010 Director of Finance
	Preparer's signature _____ Firm's name (or yours if self-employed), address, and ZIP + 4 _____	Date _____

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: The Tennessee Aquarium's mission is to inspire wonder, appreciation and protection of water and all life that it sustains. The Aquarium is a vital link connecting people to freshwater and the ocean beyond. Our excellent exhibits and dynamic living collection entertain and inform. We celebrate and seek to protect the rich biodiversity of the Southeast. We lead and partner to make a meaningful difference in the economic and environmental well-being of our community.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] 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.

4a (Code: ) (Expenses \$ 14,480,018 including grants of \$ 0 ) (Revenue \$ 0 ) Over 680,000 people from all walks of life visited the Aquarium, where conservation and education concepts were brought to life by observing & interacting with a dynamic living collection. Included in those numbers are over 77,000 school children on class trips, home school trips and summer camps. In addition to the normal Aquarium experience, many of these groups learned more about the environment through gallery programs and innovative education presentations. The Aquarium's staff continued to provide a high level of care for and expand its collection of animals including many threatened and endangered species. Through its exhibitry and education programs the Aquarium continued to empower current and future generations to conserve our natural world focusing on the biologically diverse and unique southeastern United States. The Aquarium's education staff also continued to take its conservation message outside the walls of the Aquarium through its outreach program. Over \$1,000,000 worth of free education programs and services were provided in schools and communities with a 150 mile radius of Chattanooga. Over 18,000 students were served through the Aquarium's outreach program.

4b (Code: ) (Expenses \$ 1,497,136 including grants of \$ 0 ) (Revenue \$ 0 ) Throughout the year, the Tennessee Aquarium IMAX Theater provided further enrichment of our conservation and education programs to nearly 250,000 people. In 2009, the theater presented the following conservation and natural science themed films: Deep Sea, Under the Sea, Dolphins and Whales, Sea Monsters, Grand Canyon Adventure and African Adventure. Almost 2,900 shows were presented in the theater in 2009.

4c (Code: ) (Expenses \$ 776,288 including grants of \$ 0 ) (Revenue \$ 0 ) During 2009, the River Gorge Explorer, a 70-passenger high-speed catamaran enabled the Aquarium to transport 32,000 guests into the Tennessee River Gorge. While guest are on board for this trip our naturalists provide information about the protected habitat of the Gorge while recounting some of the area's rich history and pointing out wildlife along the way.

4d Other program services. (Describe in Schedule O.) (Expenses \$ 0 including grants of \$ 0 ) (Revenue \$ 0 )

4e Total program service expenses ▶ 16,753,442

**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>		
6	Did the organization maintain any donor advised funds or any similar funds or 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, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V . . . . .</i>		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable . . . . .</i>	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional . . . . .</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E . . . . .</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States? . . . . .		X
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <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 a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I . . . . .</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II . . . . .</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III . . . . .</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H . . . . .</i>		X

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

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

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

		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> 12		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .		
	<b>1b</b>		
<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>1c</b>		
<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> 306		
<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 <i>e-file</i> this return. (see instructions)	X	
	<b>2b</b>		
<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>3a</b>		
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O.</i> . . . . .	X	
	<b>3b</b>		
<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>4a</b>		
<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>4b</b>		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .		X
	<b>5a</b>		
<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>5b</b>		
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .		
	<b>5c</b>		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .		X
	<b>6a</b>		
<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>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .	X	
	<b>7a</b>		
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	X	
	<b>7b</b>		
<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>7c</b>		
<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>7e</b>		
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		X
	<b>7f</b>		
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	X	
	<b>7g</b>		
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .	X	
	<b>7h</b>		
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b>	Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .		
	<b>8</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b>	Did the organization make any taxable distributions under section 4966? . . . . .		
	<b>9a</b>		
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .		
	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<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 Section 501(c)(12) organizations.</b> Enter:			
<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 Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .			
	<b>12a</b>		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .		
	<b>12b</b>		

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

**Section A. Governing Body and Management**

		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>	a The governing body? . . . . .	X	
<b>8b</b>	b Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? <i>If "Yes," provide the names and addresses in Schedule O . . . . .</i>		X

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

		Yes	No
<b>10a</b>	Does the organization have local chapters, branches, or affiliates? . . . . .		X
<b>10b</b>	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>11</b>	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	X	
<b>11A</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990. . . . .		
<b>12a</b>	Does the organization have a written conflict of interest policy? <i>If "No," go to line 13 . . . . .</i>	X	
<b>12b</b>	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>12c</b>	c Does the organization regularly and consistently monitor and enforce compliance with the policy? <i>If "Yes," describe in Schedule O how this is done . . . . .</i>	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>	a The organization's CEO, Executive Director, or top management official. . . . .	X	
<b>15b</b>	b Other officers or key employees of the organization . . . . .	X	
	<i>If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.) . . . . .</i>		
<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>	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**

<b>17</b>	List the states with which a copy of this Form 990 is required to be filed <b>► TN</b>
<b>18</b>	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. <input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
<b>19</b>	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.
<b>20</b>	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: <b>►</b> <u>Gordon Stalans</u> (423) 785-2054 <u>201 Chestnut Street, Chattanooga, TN 37402</u>

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

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

Check this box if the organization did not compensate any current officer, director, or trustee.

(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 C. Berry Trustee	1.	X					0	0	0	
Richard L. Brown, Jr. Trustee	1.	X					0	0	0	
Joseph F. Decosimo Trustee	1.	X					0	0	0	
Patsy Hazlewood Trustee	1.	X					0	0	0	
William R. McCollum, Jr. Trustee	1.	X					0	0	0	
Jeff Parker Trustee	1.	X					0	0	0	
Frank Schriener Trustee	1.	X					0	0	0	
Mary Tanner Trustee	1.	X					0	0	0	
Kim White Trustee	1.	X					0	0	0	
Frank Williamson Trustee	1.	X					0	0	0	
Walter F. Williams Trustee	1.	X					0	0	0	
Paul K. Brock, Jr. Trustee, Chairman	4.	X					0	0	0	
Bob LYons Trustee, Treasurer	2.	X					0	0	0	
Alison Lebovitz Trustee, Secretary	2.	X					0	0	0	
Charles L. Arant President	40.			X	X		236,319	0	0	
Jackson Andrews Dir of Husbandry/Ops	40.					X	125,653	0	0	



<b>Part VIII Statement of Revenue</b>			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>	0				
	<b>b</b> Membership dues . . . . .	<b>1b</b>	1,456,525				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	0				
	<b>d</b> Related organizations . . . . .	<b>1d</b>	0				
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>	406,318				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>	219,408				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ . . . . .		0				
	<b>h Total.</b> Add lines 1a-1f . . . . .		2,082,251				
	<b>Program Service Revenue</b>		<b>Business Code</b>				
<b>2a</b> Admissions revenue . . . . .		713990	11,007,425	11,007,425			
<b>b</b> Education program fees . . . . .		611710	340,842	340,842			
<b>c</b> Parking fees . . . . .		812930	489,620	489,620			
<b>d</b> Photography fees . . . . .		713990	300,731	300,731			
<b>e</b> . . . . .			0				
<b>f</b> All other program service revenue . . . . .			0				
<b>g Total.</b> Add lines 2a-2f . . . . .			12,138,618				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		608,441			608,441	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0				
	<b>5</b> Royalties . . . . .		0				
	<b>6a</b> Gross Rents . . . . .	(i) Real	284,117				
		(ii) Personal					
	<b>b</b> Less: rental expenses . . . . .		56,045				
	<b>c</b> Rental income or (loss) . . . . .		228,072	0			
	<b>d</b> Net rental income or (loss) . . . . .		228,072	228,072			
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . .	(i) Securities	7,293,725				
		(ii) Other		0			
	<b>b</b> Less: cost or other basis and sales expenses . . . . .		7,228,888	0			
	<b>c</b> Gain or (loss) . . . . .		64,837	0			
	<b>d</b> Net gain or (loss) . . . . .		64,837				
<b>8a</b> Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>	0					
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>	0				
	<b>c</b> Net income or (loss) from fundraising events . . . . .		0				
<b>9a</b> Gross income from gaming activities. See Part IV, line 19. . . . .	<b>a</b>	0					
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>	0				
	<b>c</b> Net income or (loss) from gaming activities . . . . .		0				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>	2,856,616					
	<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>	1,141,986				
	<b>c</b> Net income or (loss) from sales of inventory . . . . .		1,714,630	1,322,178	392,452		
Miscellaneous Revenue		<b>Business Code</b>					
<b>11a</b> Sponsorship income . . . . .	713990	251,712	251,712				
<b>b</b> Contract administrative services revenue . . . . .	541610	163,100		163,100			
<b>c</b> Ticketing service charges . . . . .	713990	65,975	65,975				
<b>d</b> All other revenue . . . . .		37,256			37,256		
<b>e Total.</b> Add lines 11a-11d . . . . .		518,043					
<b>12 Total revenue.</b> See instructions. . . . .		17,354,892	14,006,555	555,552	645,697		

**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).**

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b>	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . . . .	0			
<b>2</b>	Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	0			
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	0			
<b>4</b>	Benefits paid to or for members . . . . .	0			
<b>5</b>	Compensation of current officers, directors, trustees, and key employees . . . . .	252,299	176,609	47,937	27,753
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
<b>7</b>	Other salaries and wages . . . . .	6,077,655	5,474,123	273,311	330,221
<b>8</b>	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	329,530	291,978	16,754	20,798
<b>9</b>	Other employee benefits . . . . .	807,530	726,532	40,155	40,843
<b>10</b>	Payroll taxes . . . . .	449,547	403,487	21,402	24,658
<b>11</b>	Fees for services (non-employees):				
<b>a</b>	Management . . . . .	0			
<b>b</b>	Legal . . . . .	35,261		35,261	
<b>c</b>	Accounting . . . . .	35,000		35,000	
<b>d</b>	Lobbying . . . . .	0			
<b>e</b>	Professional fundraising services. See Part IV, line 17	0			
<b>f</b>	Investment management fees . . . . .	47,308		47,308	
<b>g</b>	Other . . . . .	742,671	628,144	76,391	38,136
<b>12</b>	Advertising and promotion . . . . .	781,348	506,559	122,831	151,958
<b>13</b>	Office expenses . . . . .	967,755	854,159	66,604	46,992
<b>14</b>	Information technology . . . . .	184,803	160,053	18,975	5,775
<b>15</b>	Royalties . . . . .	383,306	383,306		
<b>16</b>	Occupancy . . . . .	2,118,777	1,838,574	234,712	45,491
<b>17</b>	Travel . . . . .	57,161	46,819	4,818	5,524
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
<b>19</b>	Conferences, conventions, and meetings . . . . .	21,058	15,691	1,417	3,950
<b>20</b>	Interest . . . . .	724,870	652,383	71,037	1,450
<b>21</b>	Payments to affiliates . . . . .	0			
<b>22</b>	Depreciation, depletion, and amortization . . . . .	3,953,837	3,666,071	273,243	14,523
<b>23</b>	Insurance . . . . .	0			
<b>24</b>	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.)				
<b>a</b>	Film print costs . . . . .	45,150	45,150		
<b>b</b>	Repairs and maintenance . . . . .	361,077	348,621	11,951	505
<b>c</b>	Specimen care and collection . . . . .	277,738	277,738		
<b>d</b>	Member program expenses . . . . .	21,630	21,630		
<b>e</b>	Taxes and licenses . . . . .	77,062	62,532	9,452	5,078
<b>f</b>	All other expenses Miscellaneous expenses . . . . .	205,951	173,283	20,680	11,988
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24f	18,958,324	16,753,442	1,429,239	775,643
<b>26</b>	<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 . . . . .	49,525	<b>1</b>	1,178,886
	<b>2</b> Savings and temporary cash investments . . . . .	1,234,131	<b>2</b>	1,921,404
	<b>3</b> Pledges and grants receivable, net . . . . .	1,336,354	<b>3</b>	800,565
	<b>4</b> Accounts receivable, net . . . . .	495,427	<b>4</b>	567,611
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) 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 . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	249,559	<b>8</b>	209,237
	<b>9</b> Prepaid expenses and deferred charges . . . . .	479,674	<b>9</b>	384,890
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 111,682,493		
	<b>b</b> Less: accumulated depreciation . . . . .	<b>10b</b> 44,507,940	70,133,341	<b>10c</b> 67,174,553
	<b>11</b> Investments—publicly traded securities . . . . .	13,682,443	<b>11</b>	14,050,291
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .	984,375	<b>12</b>	938,130
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .	0	<b>13</b>	0
	<b>14</b> Intangible assets . . . . .	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	539,568	<b>15</b>	497,672
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	89,184,397	<b>16</b>	87,723,239	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	1,162,851	<b>17</b>	1,168,961
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .	808,091	<b>19</b>	973,704
	<b>20</b> Tax-exempt bond liabilities . . . . .	34,500,000	<b>20</b>	34,500,000
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	2,818,103	<b>24</b>	2,594,128
	<b>25</b> Other liabilities. Complete Part X of Schedule D . . . . .	100,245	<b>25</b>	0
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	39,389,290	<b>26</b>	39,236,793
<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 . . . . .	49,645,107	<b>27</b>	48,486,446
	<b>28</b> Temporarily restricted net assets . . . . .	150,000	<b>28</b>	0
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	49,795,107	<b>33</b>	48,486,446	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	89,184,397	<b>34</b>	87,723,239	

**Part XI Financial Statements and Reporting**

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

**2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .

**b** Were the organization's financial statements audited by an independent accountant? . . . . .

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

**d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: . . . . .  
 Separate basis  Consolidated basis  Both consolidated and separate basis

**3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .

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

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

**Exempt Organization Business Income Tax Return**  
(and proxy tax under section 6033(e))

Department of the Treasury  
Internal Revenue Service

For calendar year 2009 or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_  
▶ See separate instructions.

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

<p><b>A</b> <input type="checkbox"/> Check box if address changed</p> <p><b>B</b> Exempt under section</p> <p><input checked="" type="checkbox"/> 501 ( C ) ( 3 )</p> <p><input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e)</p> <p><input type="checkbox"/> 408A <input type="checkbox"/> 530(a)</p> <p><input type="checkbox"/> 529(a)</p>	<b>Print or Type</b>	<p>Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>Tennessee Aquarium</b></p> <p>Number, street, and room or suite no. If a P.O. box, see page 8 of instructions. <b>P. O. Box 11048</b></p> <p>City or town, state, and ZIP code <b>Chattanooga TN 37401</b></p>	<p><b>D</b> Employer identification number (Employees' trust, see instructions for Block D on page 9.) <b>58-1837154</b></p> <p><b>E</b> Unrelated business activity codes (See instructions for Block E on page 9.) <b>453220 561000</b></p>
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**C** Book value of all assets at end of year **87,723,239**

**F** Group exemption number (See instructions for Block F on page 9.) ▶

**G** Check organization type ▶  501(c) corporation  501(c) trust  401(a) trust  Other trust

**H** Describe the organization's primary unrelated business activity. ▶ **Sales of unrelated in aquarium stores**

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

**J** The books are in care of ▶ **Gordon Stalans** Telephone number ▶ **(423) 785-2054**

<b>Part I Unrelated Trade or Business Income</b>		(A) Income	(B) Expenses	(C) Net
<b>1 a</b>	Gross receipts or sales	644,311		
<b>b</b>	Less returns and allowances			
	<b>c</b> Balance ▶			
	<b>1c</b>	644,311		
<b>2</b>	Cost of goods sold (Schedule A, line 7)	240,766		
<b>3</b>	Gross profit. Subtract line 2 from line 1c	403,545		403,545
<b>4 a</b>	Capital gain net income (attach Schedule D)			
<b>b</b>	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
<b>c</b>	Capital loss deduction for trusts			
<b>5</b>	Income (loss) from partnerships and S corporations (attach statement)			
<b>6</b>	Rent income (Schedule C)			
<b>7</b>	Unrelated debt-financed income (Schedule E)			
<b>8</b>	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
<b>9</b>	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
<b>10</b>	Exploited exempt activity income (Schedule I)			
<b>11</b>	Advertising income (Schedule J)			
<b>12</b>	Other income (See page 10 of the instructions; attach schedule.)	-5,839		-5,839
<b>13</b>	<b>Total.</b> Combine lines 3 through 12	397,706	0	397,706

**Part II Deductions Not Taken Elsewhere** (See page 11 of the instructions for limitations on deductions.)  
(Except for contributions, deductions must be directly connected with the unrelated business income.)

<b>14</b>	Compensation of officers, directors, and trustees (Schedule K)		945
<b>15</b>	Salaries and wages		210,911
<b>16</b>	Repairs and maintenance		3,850
<b>17</b>	Bad debts		67
<b>18</b>	Interest (attach schedule)		4,054
<b>19</b>	Taxes and licenses		13
<b>20</b>	Charitable contributions (See page 13 of the instructions for limitation rules.)		
<b>21</b>	Depreciation (attach Form 4562)	21	11,456
<b>22</b>	Less depreciation claimed on Schedule A and elsewhere on return	22a	
			22b 11,456
<b>23</b>	Depletion		
<b>24</b>	Contributions to deferred compensation plans		11,142
<b>25</b>	Employee benefit programs		39,366
<b>26</b>	Excess exempt expenses (Schedule I)		
<b>27</b>	Excess readership costs (Schedule J)		
<b>28</b>	Other deductions (attach schedule)		122,573
<b>29</b>	<b>Total deductions.</b> Add lines 14 through 28		404,377
<b>30</b>	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		-6,671
<b>31</b>	Net operating loss deduction (limited to the amount on line 30)		
<b>32</b>	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30		-6,671
<b>33</b>	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)		
<b>34</b>	<b>Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32		-6,671

Part III Tax Computation

Table with 3 columns: Line number, Description, and Amount. Includes lines 35 (Organizations Taxable as Corporations), 36 (Trusts Taxable at Trust Rates), 37 (Proxy tax), 38 (Alternative minimum tax), and 39 (Total).

Part IV Tax and Payments

Table with 3 columns: Line number, Description, and Amount. Includes lines 40 (Credits), 41 (Subtract line 40e), 42 (Other taxes), 43 (Total tax), 44 (Payments), 45 (Total payments), 46 (Estimated tax penalty), 47 (Tax due), 48 (Overpayment), and 49 (Enter the amount of line 48).

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 17)

Table with 3 columns: Question number, Question text, and Yes/No response. Includes questions 1, 2, and 3 regarding foreign interests, distributions, and tax-exempt interest.

Schedule A—Cost of Goods Sold. Enter method of inventory valuation▶

Table with 3 columns: Line number, Description, and Amount. Includes lines 1-5 for inventory and cost of goods sold, and line 8 for section 263A costs.

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

Sign Here section containing signature, date, title, and preparer information fields.

Schedule C—Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions on page 18)

Table with 3 main columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Includes a Total row and a (c) Total income section.

Schedule E—Unrelated Debt-Financed Income (see instructions on page 19)

Table with 5 main columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row.

Schedule F—Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 20)

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

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 main columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes a Totals row.

**Schedule G—Investment Income of a Section 501(c)(7), (9), or (17) Organization** (see instructions on page 20)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				0
(2)				0
(3)				0
(4)				0
<b>Totals</b>	Enter here and on page 1, Part I, line 9, column (A). 0			Enter here and on page 1, Part I, line 9, column (B). 0

**Schedule I—Exploited Exempt Activity Income, Other Than Advertising Income** (see instructions on page 21)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)			0			0
(2)			0			0
(3)			0			0
(4)			0			0
<b>Totals</b>	Enter here and on page 1, Part I, line 10, col. (A). 0	Enter here and on page 1, Part I, line 10, col. (B). 0				Enter here and on page 1, Part II, line 26. 0

**Schedule J—Advertising Income** (see instructions on page 21)

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

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

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)			0			0
(2)			0			0
(3)			0			0
(4)			0			0
<b>(5) Totals from Part I</b>	0	0				0
<b>Totals</b> , Part II (lines 1-5)	Enter here and on page 1, Part I, line 11, col. (A). 0	Enter here and on page 1, Part I, line 11, col. (B). 0				Enter here and on page 1, Part II, line 27. 0

**Schedule K—Compensation of Officers, Directors, and Trustees** (see instructions on page 21)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) Charles L. Arant	President	0.40%	945
(2)		%	
(3)		%	
(4)		%	
<b>Total</b> . Enter here and on page 1, Part II, line 14			945

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2009**

**Open to Public Inspection**

Name of the organization  
Tennessee Aquarium

Employer identification number  
58-1837154

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.  
  - a  Type I      b  Type II      c  Type III—Functionally integrated      d  Type III—Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (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?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

(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	
									0
									0
									0
									0
									0
<b>Total</b>									0

**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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	1,360,666	1,576,410	4,105,122	1,911,140	2,082,251	11,035,589
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .	56,236					56,236
<b>4 Total.</b> Add lines 1 through 3 . . . . .	1,416,902	1,576,410	4,105,122	1,911,140	2,082,251	11,091,825
<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.						11,091,825

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>7</b> Amounts from line 4 . . . . .	1,416,902	1,576,410	4,105,122	1,911,140	2,082,251	11,091,825
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	558,600	767,571	809,076	726,863	608,441	3,470,551
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						0
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .	16,760,566	13,372,726	13,952,095	13,651,392	14,006,555	71,743,334
<b>11 Total support.</b> Add lines 7 through 10 . . . . .						86,305,710
<b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .					<b>12</b>	71,743,334
<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 2009 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	12.85%
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14 . . . . .	<b>15</b>	11.63%
<b>16a 33 1/3% support test—2009.</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—2008.</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—2009.</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 checked="" type="checkbox"/>		
<b>b 10%-facts-and-circumstances test—2008.</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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .						0
<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 . . . . .						0
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						0
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
<b>6 Total.</b> Add lines 1 through 5 . . . . .	0	0	0	0	0	0
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						0
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						0
<b>c</b> Add lines 7a and 7b . . . . .	0	0	0	0	0	0
<b>8 Public support</b> (Subtract line 7c from line 6.) . . . . .						0

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6 . . . . .	0	0	0	0	0	0
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						0
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						0
<b>c</b> Add lines 10a and 10b . . . . .	0	0	0	0	0	0
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						0
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						0
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .	0	0	0	0	0	0

**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 2009 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	0.00%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15 . . . . .	<b>16</b>	0.00%

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

<b>17</b> Investment income percentage for <b>2009</b> (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	0.00%
<b>18</b> Investment income percentage from <b>2008</b> Schedule A, Part III, line 17 . . . . .	<b>18</b>	0.00%

**19a 33 1/3% support tests-2009.** 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-2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization . . . ▶

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

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Part II Line 17a Organization maintains a development and membership department with a total staff of six that solicits funds from the general public, community groups, members, government and other charities. Support comes from periodic captial campaigns, grants from government agencies and private foundations. The governing board is diverse and represents the public interest. The organization provides facilities that are open every day for the general public to develop an appreciation of the natural world.

Part II Line 17a The organization has approximately 17,500 members. Membership dues are affordable for a broad part of the community. The organization's exhibits and education programs appeal to a broad spectrum of people who have an interest in experiencing and learning about the natural world.

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2009**

Name of the organization

Employer identification number

Tennessee Aquarium

58-1837154

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

<b>Name of organization</b> Tennessee Aquarium	<b>Employer identification number</b> 58-1837154
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	National Oceanic and Atmospheric Administration 1401 Constitution Avenue, NW Washington DC 20230 Foreign State or Province: _____ Foreign Country: _____	\$ 32,175	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Institute of Museum and Library Sciences 1800 M Street NW Washington DC 20036 Foreign State or Province: _____ Foreign Country: _____	\$ 159,143	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Tennessee State Building Commission 312 Rosa L. Parks Avenue Nashville TN 37243 Foreign State or Province: _____ Foreign Country: _____	\$ 225,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	Tucker Foundation 100 West MLK Boulevard Chattanooga TN 37402 Foreign State or Province: _____ Foreign Country: _____	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	Suntrust Foundation 736 Market Street Chattanooga TN 37402 Foreign State or Province: _____ Foreign Country: _____	\$ 27,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	Unum 1 Fountain Square Chattanooga TN 37402 Foreign State or Province: _____ Foreign Country: _____	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> Tennessee Aquarium	<b>Employer identification number</b> 58-1837154
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	Comcast ----- 888 Market Street Chattanooga TN 37402 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	Lyndhurst Foundation ----- 517 East Fifth Street Chattanooga TN 37403 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 26,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	Ruth Holmberg ----- 99 Walnut Street Chattanooga TN 37401 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	Blue Cross Blue Shield of Tennessee ----- 1 Cameron Hill Circle Chattanooga TN 37402 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	Electric Power Board ----- 10 West M L King Boulevard Chattanooga TN 37402 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 33,334	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	L. H. Caldwell ----- 1001 Scenic Highway Lookout Mountain TN 37350 Foreign State or Province: ----- Foreign Country: -----	\$ ----- 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Tennessee Aquarium	Employer identification number 58-1837154
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	Mervin Pregulman 44 South Crest Road Chattanooga TN 37404 Foreign State or Province: Foreign Country:	\$ 9,631	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	Joe Davenport 735 Broad Street Chattanooga TN 37402 Foreign State or Province: Foreign Country:	\$ 40,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	Olan Mills 3076 Rivermont Road Chattanooga TN 37415 Foreign State or Province: Foreign Country:	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	W. Thorpe McKenzie 735 Broad Street Chattanooga TN 37402 Foreign State or Province: Foreign Country:	\$ 33,333	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	Hamico Foundation 1715 W. 38th Street Chattanooga TN 37409 Foreign State or Province: Foreign Country:	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	James Robinson 1727 Auburndale Avenue Chattanooga TN 37405 Foreign State or Province: Foreign Country:	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Tennessee Aquarium	Employer identification number 58-1837154
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**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	Joseph Decosimo 822 James Boulevard Signal Mountain TN 37377 Foreign State or Province: Foreign Country:	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	Showtime Pictures 501 SE 12th Street Ft. Lauderdale FL 33316 Foreign State or Province: Foreign Country:	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	Chattanooga Land Company 800 Market Street Chattanooga TN 37402 Foreign State or Province: Foreign Country:	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	Fletcher Bright 537 Market Street Chattanooga TN 37402 Foreign State or Province: Foreign Country:	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	Miller and Martin 832 Georgia Avenue Chattanooga TN 37402 Foreign State or Province: Foreign Country:	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	Chattanooga Coca Cola Bottling 4000 Amnicola Highway Chattanooga TN 37406 Foreign State or Province: Foreign Country:	\$ 9,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> Tennessee Aquarium	<b>Employer identification number</b> 58-1837154
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	Grant Law ----- P. O. Box 1367 Chattanooga TN 37401 Foreign State or Province: ----- Foreign Country: -----	\$ 8,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	Dixie Group Foundation ----- P. O. Box 25107 Chattanooga TN 37422 Foreign State or Province: ----- Foreign Country: -----	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	Chazen Family Foundation ----- P. O. Box 6308 Chattanooga TN 37401 Foreign State or Province: ----- Foreign Country: -----	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	Dan Frierson ----- 111 East & West Road Lookout Mountain TN 37350 Foreign State or Province: ----- Foreign Country: -----	\$ 5,152	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	K. Donald Jensen ----- 100 Scenic Highway Lookout Mountain TN 37350 Foreign State or Province: ----- Foreign Country: -----	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	----- ----- ----- Foreign State or Province: ----- Foreign Country: -----	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization

Tennessee Aquarium

Employer identification number

58-1837154

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.

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Table with 3 columns: Question number, Description, Held at the End of the Tax Year. Includes questions 1-9 regarding 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.

Table with 3 columns: Question number, Description, Amount. Includes questions 1a, 1b, 2, a, b regarding collections of art and historical treasures.

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

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

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- |  | Amount      |
|--|-------------|
| <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> 0 |
- 2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Net investment earnings, gains, and losses . . . . .					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .	0	0			

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment  %
  - b** Permanent endowment  %
  - c** Term endowment  %
- 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 . . . . .   | <b>3a(i)</b>  |    |
| <b>(ii)</b> related organizations . . . . .  | <b>3a(ii)</b> |    |
| <b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | <b>3b</b>     |    |
- 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) Accumulated depreciation	(d) Book value
<b>1a</b> Land . . . . .	0	4,484,445		4,484,445
<b>b</b> Buildings . . . . .	0	82,568,795	27,152,231	55,416,564
<b>c</b> Leasehold improvements . . . . .	0	894,325	757,564	136,761
<b>d</b> Equipment . . . . .	0	19,131,566	15,346,839	3,784,727
<b>e</b> Other . . . . .	0	4,603,362	1,251,306	3,352,056
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				67,174,553



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

<b>1</b>	Total revenue (Form 990, Part VIII, column (A), line 12) . . . . .	<b>1</b>	17,354,892
<b>2</b>	Total expenses (Form 990, Part IX, column (A), line 25) . . . . .	<b>2</b>	18,958,324
<b>3</b>	Excess or (deficit) for the year. Subtract line 2 from line 1 . . . . .	<b>3</b>	-1,603,432
<b>4</b>	Net unrealized gains (losses) on investments . . . . .	<b>4</b>	294,771
<b>5</b>	Donated services and use of facilities . . . . .	<b>5</b>	
<b>6</b>	Investment expenses . . . . .	<b>6</b>	
<b>7</b>	Prior period adjustments . . . . .	<b>7</b>	
<b>8</b>	Other (Describe in Part XIV.) . . . . .	<b>8</b>	-17,325
<b>9</b>	Total adjustments (net). Add lines 4 through 8 . . . . .	<b>9</b>	277,446
<b>10</b>	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 . . . . .	<b>10</b>	-1,325,986

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	19,188,271
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	294,771
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	254,000
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV.) . . . . .	<b>2d</b>	1,331,916
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	1,880,687
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	17,307,584
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	47,308
<b>b</b>	Other (Describe in Part XIV.) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	47,308
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) . . . . .	<b>5</b>	17,354,892

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

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	20,514,259
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	254,000
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b>	Other losses . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV.) . . . . .	<b>2d</b>	1,349,243
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	1,603,243
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	18,911,016
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	47,308
<b>b</b>	Other (Describe in Part XIV.) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	47,308
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) . . . . .	<b>5</b>	18,958,324

**Part XIV Supplemental Information**

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

Part XI Line 8 Net loss of wholly owned subsidiary

Part XII Line 2d Cost of goods sold-\$1,141,986; Facility rental costs-\$56,045; Subsidiary

revenue-\$33,640; Gain on value of derivative-\$100,245

Part XIII Line 2d Cost of goods sold-\$1,141,986; Facility rental costs-\$56,047; Subsidiary

expenses-\$50,965; Gain on value of derivative-\$100,245



**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2009**

**Open to Public Inspection**

Name of the organization Tennessee Aquarium	Employer identification number 58-1837154
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**Part I Questions Regarding Compensation**

		Yes	No								
<p><b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input type="checkbox"/> First-class or charter travel</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Travel for companions</td> <td style="border: none;"><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td style="border: none;"><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Discretionary spending account</td> <td style="border: none;"><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)										
<p><b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .</p>	<b>1b</b>	X									
<p><b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . . . .</p>	<b>2</b>	X									
<p><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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input checked="" type="checkbox"/> Compensation committee</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Independent compensation consultant</td> <td style="border: none;"><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td style="border: none;"><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td style="border: none;"><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee					
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract										
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study										
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee										
<p><b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? . . . . .</p> <p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .</p> <p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .</p> <p>If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.</p>	<b>4a</b>		X								
	<b>4b</b>		X								
	<b>4c</b>		X								
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.</b></p> <p><b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p><b>a</b> The organization? . . . . .</p> <p><b>b</b> Any related organization? . . . . .</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	<b>5a</b>		X								
	<b>5b</b>		X								
<p><b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p><b>a</b> The organization? . . . . .</p> <p><b>b</b> Any related organization? . . . . .</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	<b>6a</b>		X								
	<b>6b</b>		X								
<p><b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . . .</p>	<b>7</b>	X									
<p><b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .</p>	<b>8</b>		X								
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .</p>	<b>9</b>										

**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) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Charles L. Arant	(i)	225,221	8,383	2,715	15,980	0	252,299	227,002
	(ii)	0	0	0	0	0	0	0
Jackson Andrews	(i)	117,308	6,912	1,434	8,695	0	134,349	116,529
	(ii)	0	0	0	0	0	0	0
Gordon Stalans	(i)	112,308	14,224	531	8,857	0	135,920	119,869
	(ii)	0	0	0	0	0	0	0
Cindy Todd	(i)	93,354	9,126	297	7,174	0	109,951	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0
	(i)	0	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0	0



**SCHEDULE J-1  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule J (Form 990)**

▶ **Attach to Form 990 to list additional information for Schedule J (Form 990), Part II.**  
▶ **See Instructions for Schedule J (Form 990).**

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization  
Tennessee Aquarium

Employer identification number  
58-1837154

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)**

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0
	(i)	0	0	0	0	0	0
	(ii)	0	0	0	0	0	0

**SCHEDULE K  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
Tennessee Aquarium

**Supplemental Information on Tax-Exempt Bonds**

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

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Employer identification number  
58-1837154

**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
<b>A</b> Industrial Development Board of Hamilton County, TN	52-1303489	407332EJO	7/1/1991	30,000,000	To construct River Journey aquarium		X		X
<b>B</b> Industrial Development Board of Hamilton County, TN	52-1030489	407332EK7	3/1/1995	14,000,000	To construct Imax Theater center, environmental learning center, offices		X		X
<b>C</b> Industrial Development Board of City of Chattanooga, TN	52-1285503	162424BY0	4/1/2004	15,000,000	To construct Ocean Journey aquarium		X		X
<b>D</b>									
<b>E</b>									

**Part II Proceeds**

	A		B		C		D		E	
<b>1</b> Total proceeds of issue . . . . .	5,500,000		14,000,000		15,000,000					
<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 . . . . .	372,466		192,087		553,475					
<b>6</b> Working capital expenditures from proceeds . . . . .										
<b>7</b> Capital expenditures from proceeds . . . . .	5,127,534		13,807,913		14,446,525					
<b>8</b> Year of substantial completion . . . . .	1992		1996		2005					
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>9</b> Were the bonds issued as part of a current refunding issue?		X		X		X				
<b>10</b> Were the bonds issued as part of an advance refunding issue? . . . . .		X		X		X				
<b>11</b> Has the final allocation of proceeds been made? . . . . .	X		X		X					
<b>12</b> Does the organization maintain adequate books and records to support the final allocation of proceeds? . . . . .	X		X		X					

**Part III Private Business Use**

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

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

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts with respect to the financed property which may result in private business use? . . . . .		X		X		X				
<b>b</b> Are there any research agreements with respect to the financed property which may result in private business use? . . . . .		X		X		X				
<b>c</b> Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property? . . . . .		X		X		X				
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government . . ▶										
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government . . ▶		2.00%		2.00%		2.00%		%		%
<b>6</b> Total of lines 4 and 5 . . . . .		2.00%		2.00%		2.00%		%		%
<b>7</b> Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities? . . . . .	X		X		X					

**Part IV Arbitrage**

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

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

**Transactions With Interested Persons**

OMB No. 1545-0047

**2009**

Department of the Treasury  
Internal Revenue Service

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

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

**Open To Public Inspection**

Name of the organization

Tennessee Aquarium

Employer identification number

58-1837154

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

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

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

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

**Part II Loans to and/or From Interested Persons.**

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

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
			0	0						
			0	0						
			0	0						
			0	0						
			0	0						
			0	0						
			0	0						
<b>Total</b> . . . . .			0	0						

**Part III Grants or Assistance Benefiting Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

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

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Chattanooga Land Company	Former trustee is a significant owner of the entity	121,510	Real property rental		X
		0			
		0			
		0			
		0			
		0			

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

Tennessee Aquarium

**Supplemental Information to Form 990**

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

▶ Attach to Form 990.

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Employer identification number

58-1837154

Form 990 Part VI Section B Line 15b Salary adjustments for CEO is approved by Executive

Committee after reviewing market data and comparative salaries

Form 990 Part VI Section C Line 19 Governing documents and policies are available on request.

Financial statements and 990 are posted on website and made available on request

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

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

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

<b>Name of the organization</b> Tennessee Aquarium	<b>Employer identification number</b> 58-1837154
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**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
.....			0	0	
.....			0	0	
.....			0	0	
.....			0	0	
.....			0	0	
.....			0	0	
.....			0	0	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
Tennessee Aquarium Research Institute 62-1648605 One Broad Street, Chattanooga, TN 37402	Aquatic research	TN	501(c)(3)	170(b)(1)(A)(vi)	Tennessee Aquari
.....					
.....					
.....					
.....					
.....					
.....					
.....					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No
-----					0	0			0		
-----					0	0			0		
-----					0	0			0		
-----					0	0			0		
-----					0	0			0		
-----					0	0			0		
-----					0	0			0		
-----					0	0			0		

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
-----					0	0	%
-----					0	0	%
-----					0	0	%
-----					0	0	%
-----					0	0	%
-----					0	0	%
-----					0	0	%
-----					0	0	%

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

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

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) 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	(b) Transaction type (a–r)	(c) Amount involved
(1) Tennessee Aquarium Research Institute	p	20,000
(2)		0
(3)		0
(4)		0
(5)		0
(6)		0

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

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) 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) Disproportionate 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
					0			0		
					0			0		
					0			0		
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**Line 12 (990-T) - Other Income**

1	From Form 6478 - Alcohol and Cellulosic Biofuel Fuels Credit . . . . .	1	0
2	From Form 8864 - Biodiesel and Renewable Diesel Fuels Credit . . . . .	2	0
3	Bad debt recoveries . . . . .	3	
4	Proceeds received from employer-owned life insurance contracts issued after August 17, 2006 . . . . .	4	
5	Management services provided to other organizations . . . . .	5	-5,839
6	.....	6	
7	.....	7	
8	.....	8	
9	.....	9	
10	.....	10	
11	.....	11	
12	.....	12	
13	Total other income . . . . .	13	-5,839

**Line 18 (990-T) - Interest**

1	Interest Allocation . . . . .	1	4,054
2	Tax Exempt Interest . . . . .	2	
3	Prepaid Interest . . . . .	3	
4	Straddle Interest . . . . .	4	
5	Original Issue Discount . . . . .	5	
6	Related Party Interest . . . . .	6	
7	Interest on certain underpayments of tax . . . . .	7	
8	Interest allocable to the production of designated property . . . . .	8	
9	Interest on below-market loans . . . . .	9	
10	Interest on which no tax is imposed (section 163(j)) . . . . .	10	
11	.....	11	
12	.....	12	
13	Total . . . . .	13	4,054

**Line 28 (990-T) - Other Deductions**

1	Travel, Meals and Entertainment		
	a Travel . . . . .	1a	511
2	Automobile and truck expenses . . . . .	2	124
3	Bank charges . . . . .	3	7,423
4	Credit and collection costs . . . . .	4	8,165
5	Delivery . . . . .	5	10,233
6	Discounts . . . . .	6	11,093
7	Dues and subscriptions . . . . .	7	158
8	Insurance . . . . .	8	4,651
9	Janitorial . . . . .	9	520
10	Maintenance . . . . .	10	1,634
11	Miscellaneous . . . . .	11	6,056
12	Office expenses . . . . .	12	4,433
13	Organizational expenditures . . . . .	13	4,720
14	Printing . . . . .	14	72
15	Security . . . . .	15	357
16	Supplies . . . . .	16	6,545
17	Telephone . . . . .	17	3,423
18	Utilities . . . . .	18	8,225
19	Overage/shortage . . . . .	19	442
20	Educational reimbursement . . . . .	20	404
21	Concession license fees . . . . .	21	4,493
22	Information systems . . . . .	22	3,874
23	Advertising and public relations . . . . .	23	27,679
24	Space rental . . . . .	24	7,338
25	Total other deductions . . . . .	25	122,573
26	Total deductions less expenses for offsetting credits . . . . .	26	122,573