Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

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

OMB No. 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning , 2010, and ending ,

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C AQUARIUM OF THE PACIFIC CORPORATION
100 AQUARIUM WAY
LONG BEACH, CA 90802

D Employer Identification Number: 33-0532354

E Telephone number: (562) 951-1635

G Gross receipts $ 30,010,959.

F Name and address of principal officer: DR JERRY SCHUBEL
SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] No
H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list. (see instructions)

I Tax-exempt status [X] 501(c)(3) [ ] 501(c) ( )◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ► WWW.AQUARIUMOFPACIFIC.ORG

H(c) Group exemption number ►

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ►

L Year of Formation: 1992

M State of legal domicile: CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: THE AQUARIUM OF THE PACIFIC'S MISSION IS TO INSTILL A SENSE OF WONDER, RESPECT, AND STEWARDSHIP FOR THE PACIFIC OCEAN, ITS INHABITANTS, AND ECOSYSTEMS.

2 Check this box ► [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	28
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	26
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	351
6	Total number of volunteers (estimate if necessary)	6	1,365
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	211,076.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-214,403.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	2,902,551.	4,524,641.
	9	Program service revenue (Part VIII, line 2g)	20,750,436.	19,322,170.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	30,418.	29,621.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,960,834.	4,441,917.
	12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	27,644,239.	28,318,349.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	11,369,058.	11,715,297.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	b	Total fundraising expenses (Part IX, column (D), line 25) ► 2,267,120.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	11,131,164.	11,963,449.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	22,500,222.	23,678,746.
	19	Revenue less expenses. Subtract line 18 from line 12	5,144,017.	4,639,603.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	26,942,522.	26,796,464.
	21	Total liabilities (Part X, line 26)	4,663,316.	3,796,961.
	22	Net assets or fund balances. Subtract line 21 from line 20	22,279,206.	22,999,503.

Part II Signature Block

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

Sign Here

► Signature of officer — Date

► ANTHONY T. BROWN, MBA — CFO
Type or print name and title.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
KARA ADAMS	[redacted]	11/04/2011		

Firm's name ► ERNST & YOUNG U.S. LLP
Firm's address ► 18111 VON KARMAN AVE STE 1000, IRVINE, CA 92612
Firm's EIN ► 34-6565596
Phone no. 949-794-2300

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

COPY

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III .... [X]

1 Briefly describe the organization's mission:

THE AQUARIUM OF THE PACIFIC'S MISSION IS TO INSTILL A SENSE OF WONDER, RESPECT, AND STEWARDSHIP FOR THE PACIFIC OCEAN, ITS INHABITANTS, AND ECOSYSTEMS.

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: [redacted]) (Expenses $ 8,686,003. including grants of $) (Revenue $ 10,363,978.)

ANIMAL CARE - THE AQUARIUM'S HUSBANDRY DEPARTMENT OVERSEES ALL OF THE CARE, FEEDING, AND LIFE SUPPORT SYSTEMS NEEDED TO SUPPORT OVER 11,000 ANIMALS REPRESENTING OVER 500 SPECIES IN MORE THAN 50 EXHIBITS, INCLUDING SEVERAL TOUCH TANK EXPERIENCES. SEA LIONS, SEA OTTERS, SHARKS, RAYS, DIVING BIRDS, SEA JELLIES, CORALS, SEA DRAGONS, TURTLES, AND FISH OF ALL TYPES FROM TEMPERATE TO TROPICAL SPECIES ARE ON DISPLAY. CARETAKING INCLUDES FEEDING OF THE HIGHEST QUALITY SUSTAINABLE SEAFOOD AVAILABLE, MONITORING WATER QUALITY AND ALL LIFE SUPPORT SYSTEMS, MEDICAL EXAMS AND ROUTINE PROCEDURES, AND PROVIDING PROPER EXHIBIT AND BEHIND THE SCENES SPACE AVAILABLE TO THE ANIMALS.

4b (Code: [redacted]) (Expenses $ 4,690,934. including grants of $) (Revenue $ 5,597,135.)

GUEST SERVICES - RESPONSIBLE FOR ALL GUEST INTERACTIONS EXCEPT FOR EDUCATION AND INTERPRETATION. COLLECT FUNDS FROM ON-SITE VISITORS, ENSURE SAFETY AND CLEANLINESS OF THE FACILITY.

4c (Code: [redacted]) (Expenses $ 3,480,488. including grants of $) (Revenue $ 4,152,854.)

EDUCATION - THE AQUARIUM'S EDUCATION PROGRAMS ARE DESIGNED TO FOSTER CONNECTIONS BETWEEN PEOPLE AND THE OCEAN, AND TO ADVANCE SCIENCE LEARNING FOR A BROAD RANGE OF LEARNERS OF ALL AGES AND BACKGROUNDS. AT THE HEART OF THE AQUARIUM'S EDUCATION DEPARTMENT ARE OVER 40 CLASSROOM AND AUDITORIUM PROGRAMS THAT EXCEED CALIFORNIA MANDATED SCIENCE K-12 STANDARDS, COMPLEMENTING AND REINFORCING WHAT STUDENTS LEARN IN THEIR REGULAR CLASSROOMS, AND EXPOSING THEM TO A UNIQUE, HANDS-ON LEARNING EXPERIENCE. WE ALSO SERVE DISADVANTAGED STUDENTS THROUGH OUR SCHOLARSHIP PROGRAM, OFFERING EITHER ON-SITE FREE ADMISSION AND TRANSPORTATION OR A VISIT BY AQUARIUM ON WHEELS TO TITLE 1 SCHOOL STUDENTS. THE AQUARIUM ON WHEELS HAS SERVED AN AVERAGE OF 44,000 STUDENTS AND COMMUNITY MEMBERS ANNUALLY WITH EDUCATIONAL PRESENTATIONS AND INTERACTIVE TOUCH TANKS.

4d Other program services. (Describe in Schedule O.) SEE SCHEDULE O

(Expenses $ 1,347,164. including grants of $) (Revenue $ 1,607,410.)

4e Total program service expenses ► 18,204,589.

Part IV Checklist of Required Schedules

		Line	Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations**. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		
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? *If 'Yes,' complete Schedule D, Part I*	6		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? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		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? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If 'Yes,' complete Schedule F, Parts I and IV*	14b		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? *If 'Yes,' complete Schedule F, Parts II and IV*	15		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? *If 'Yes,' complete Schedule F, Parts III and IV*	16		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? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		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? *If 'Yes,' complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19	X	
20 a	Did the organization operate one or more hospitals? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

			Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	86		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	1		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	351		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file.* (see instructions)				
3a Did the organization have unrelated business gross income of $1,000 or more during the year?		3a	X	
b If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*		3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b If 'Yes,' enter the name of the foreign country: ►				
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7 Organizations that may receive deductible contributions under section 170(c).				
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a	X	
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?		9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10 Section 501(c)(7) organizations. Enter:				
a Initiation fees and capital contributions included on Part VIII, line 12	10a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11 Section 501(c)(12) organizations. Enter:				
a Gross income from members or shareholders	11a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.				
a Is the organization licensed to issue qualified health plans in more than one state?		13a		
Note. See the instructions for additional information the organization must report on Schedule O.				
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c Enter the amount of reserves on hand	13c			
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*		14b		

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

Check if Schedule O contains a response to any question in this Part VI . . . [X]

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	28		
b Enter the number of voting members included in line 1a, above, who are independent	1b	26		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? SEE SCHEDULE O		2	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6 Does the organization have members or stockholders?		6		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? SEE SCH O		7b	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?		8a	X	
b Each committee with authority to act on behalf of the governing body?		8b	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*		9		X

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

		Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a		X
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?	10b		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O			
12a Does the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done* SEE SCHEDULE O	12c	X	
13 Does the organization have a written whistleblower policy?	13	X	
14 Does the organization have a written document retention and destruction policy?	14	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a The organization's CEO, Executive Director, or top management official	15a	X	
b Other officers of key employees of the organization SEE SCHEDULE O	15b	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
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?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

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

[X] Own website [ ] Another's website [X] Upon request

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

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

► ANTHONY T. BROWN, MBA 100 AQUARIUM WAY LONG BEACH CA 90802 (562) 951-1635

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

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) DR J. SCHUBEL PRESIDENT & CEO	40	X		X				351,365.	0.	57,967.
(2) MR. STEPHEN CONLEY BOARD MEMBER	1	X						0.	0.	0.
(3) MR. JOHN R. FIELDER BOARD MEMBER	1	X						0.	0.	0.
(4) MR. ED FEO BOARD MEMBER	1	X						0.	0.	0.
(5) MR. CRAIG COONING BOARD MEMBER	1	X						0.	0.	0.
(6) MR. RUSSELL T. HILL BOARD MEMBER	1	X						0.	0.	0.
(7) MS. JENNIFER HAGLE BOARD MEMBER	1	X						0.	0.	0.
(8) MS JANICE MAZYCK BOARD MEMBER	1	X						0.	0.	0.
(9) MR. ROY E. HEARREAN BOARD MEMBER	1	X						0.	0.	0.
(10) MR. JOHN MOLINA BOARD MEMBER	1	X						0.	0.	0.
(11) MR. SAMUEL KING BOARD MEMBER	1	X						0.	0.	0.
(12) MR. STEVEN MAYER BOARD MEMBER	1	X						0.	0.	0.
(13) DR. J. MARIO MOLINA BOARD MEMBER	1	X						0.	0.	0.
(14) MS. STEPHEN YOUNG BOARD MEMBER	1	X						0.	0.	0.
(15) MR. CHRISTOPHER ROMMEL BOARD MEMBER	1	X						0.	0.	0.
(16) MR. STEPHEN OLSON BOARD MEMBER	1	X						0.	0.	0.
(17) MR. DOUGLAS OTTO BOARD MEMBER	1	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(18) MR. MICHAEL J. SONDERMANN BOARD MEMBER	1	X						0.	0.	0.
(19) MS. LYNNE M. PRESLO, R.G. BOARD MEMBER	1	X						0.	0.	0.
(20) MR. MARVIN J. SUOMI BOARD MEMBER	1	X						0.	0.	0.
(21) MR. THOMAS TURNEY BOARD MEMBER	1	X						0.	0.	0.
(22) MR. HOWARD CHAMBERS BOARD MEMBER	1	X						0.	0.	0.
(23) MR. JAMES BRESLAUER BOARD MEMBER	1	X						0.	0.	0.
(24) MR. BERT LEVY BOARD MEMBER	1	X						0.	0.	0.
(25) MR JAMES C. HANKLA BOARD MEMBER	1	X						0.	0.	0.
(26) MR. PETER TONG BOARD MEMBER	1	X						0.	0.	0.
(27) MR EISUKE TSUYUZAKI BOARD MEMBER	1	X						0.	0.	0.
(28) MS. DENISE WYNN BOARD MEMBER	1	X						0.	0.	0.
(29) ANTHONY BROWN CFO 8-29-10	40			X				40,244.	0.	2,034.
1 b Sub-total ►								994,968.	0.	123,681.
c Total from continuation sheets to Part VII, Section A ►								344,316.	0.	13,677.
d Total (add lines 1b and 1c) ►								1,339,284.	0.	137,358.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ► 8

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
TG CONSTRUCTION 119 STANDARD STREET EL SEGUNDO, CA 90245	EXHIBIT CONTRACTOR	1,411,696.
BOWMAN DESIGN, INC 1870 OBISPO AVE SIGNAL HILL, CA 90755	EXHIBIT DESIGN	133,837.
SMG FOOD AND BEVERAGE, LLC 300 OCEAN BL LONG BEACH, CA 90802	SPECIAL EVENT SERVIC	458,831.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ► 3

Form 990

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No. 1545-0047

2010

Name of the Organization: AQUARIUM OF THE PACIFIC CORPORATION

Employler Identification number: 33-0532354

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
BARBARA LONG VP GOVT REL-SEC	40			X				135,317.	0.	3,258.
DAVID KANE CFO LEFT 5-10	40			X				89,748.	0.	7,950.
VANESSA LEWIS CFO INTERIM	30			X				79,007.	0.	435.
JOHN ROUSE VP OPERATIONS	40					X		133,703.	0.	15,746.
KATHRYN NIRSCHL VP HUMAN RESOURCE	40					X		119,034.	0.	19,631.
CECILE FISHER VP MARKETING	40					X		114,134.	0.	18,690.
PERRY HAMPTON DIRECTOR HUSBANDRY	40					X		108,207.	0.	615.
N. WEINTRAUB VP DEVELOPMENT	40					X		168,525.	0.	11,032.

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS						
1a Federated campaigns	1a					
b Membership dues	1b					
c Fundraising events	1c	323,138.				
d Related organizations	1d					
e Government grants (contributions)	1e	436,610.				
f All other contributions, gifts, grants, and similar amounts not included above	1f	3,764,893.				
g Noncash contributions included in lns 1a-1f:	$	135,694.				
h **Total.** Add lines 1a-1f ►			4,524,641.			
PROGRAM SERVICE REVENUE		Business Code				
2a ADMISSIONS		712130	14,767,282.	14,737,593.	29,689.	
b MEMBERSHIP DUES		712130	3,211,048.	3,211,048.		
c EDUCATIONAL PROGRAMS		712130	974,191.	974,191.		
d LORIKEET NECTAR		712130	369,649.	369,649.		
e						
f All other program service revenue						
g **Total.** Add lines 2a-2f ►			19,322,170.			
OTHER REVENUE						
3 Investment income (including dividends, interest and other similar amounts) ►			29,621.			29,621.
4 Income from investment of tax-exempt bond proceeds ►						
5 Royalties ►			194,134.			194,134.
	(i) Real	(ii) Personal				
6a Gross Rents						
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss) ►						
	(i) Securities	(ii) Other				
7a Gross amount from sales of assets other than inventory						
b Less: cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss) ►						
8a Gross income from fundraising events (not including. $ 323,138. of contributions reported on line 1c). See Part IV, line 18	a	140,996.				
b Less: direct expenses	b	200,561.				
c Net income or (loss) from fundraising events ►			-59,565.			-59,565.
9a Gross income from gaming activities. See Part IV, line 19	a	37,878.				
b Less: direct expenses	b	6,112.				
c Net income or (loss) from gaming activities ►			31,766.			31,766.
10a Gross sales of inventory, less returns and allowances	a	3,596,447.				
b Less: cost of goods sold	b	1,485,937.				
c Net income or (loss) from sales of inventory ►			2,110,510.	2,110,510.		
Miscellaneous Revenue		Business Code				
11a PARKING		812930	1,400,397.			1,400,397.
b FOOD SERVICE		722320	480,516.	318,386.	162,130.	
c FACILITY AND EQUIP RTL		531120	155,257.		19,257.	136,000.
d All other revenue			128,902.			128,902.
e **Total.** Add lines 11a-11d ►			2,165,072.			
12 **Total revenue.** See instructions ►			28,318,349.	21,721,377.	211,076.	1,861,255.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	759,778.	190,336.	528,675.	40,767.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	9,139,731.	7,085,856.	1,325,410.	728,465.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	49,190.	34,873.	8,999.	5,318.
9 Other employee benefits	967,635.	842,744.	40,604.	84,287.
10 Payroll taxes	798,963.	622,166.	122,314.	54,483.
11 Fees for services (non-employees):				
a Management				
b Legal	36,333.		36,333.	
c Accounting	115,101.		115,101.	
d Lobbying	46,442.	1,970.		44,472.
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	1,643,735.	1,213,237.	227,859.	202,639.
12 Advertising and promotion	1,832,772.	1,828,751.	3,272.	749.
13 Office expenses	2,290,306.	2,092,480.	116,833.	80,993.
14 Information technology	177,857.	20,381.	157,476.	
15 Royalties	417,938.	403,365.	14,573.	
16 Occupancy	1,757,072.	1,519,219.	194,252.	43,601.
17 Travel	91,538.	52,770.	19,735.	19,033.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	11,016.	6,698.	3,853.	465.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,458,823.	1,246,276.	201,064.	11,483.
23 Insurance	286,866.	223,689.	62,262.	915.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a OTHER	1,063,962.	114,139.	373.	949,450.
b HUSB/ANIM/COL	376,960.	376,960.		
c SALTWATER	328,414.	328,414.		
d PROPERTY TAX	28,314.	265.	28,049.	
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	23,678,746.	18,204,589.	3,207,037.	2,267,120.
26 **Joint costs.** Check here ► ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
ASSETS	1	Cash — non-interest-bearing	395,015.	1	662,229.
	2	Savings and temporary cash investments	4,359,010.	2	4,387,438.
	3	Pledges and grants receivable, net	4,508,812.	3	1,655,558.
	4	Accounts receivable, net	2,430,949.	4	2,113,821.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	246,153.	8	297,162.
	9	Prepaid expenses and deferred charges	449,714.	9	275,671.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a 25,539,446.			
	b	Less: accumulated depreciation — 10b 8,242,520.	14,404,083.	10c	17,296,926.
	11	Investments — publicly traded securities		11	
	12	Investments — other securities. See Part IV, line 11		12	
	13	Investments — program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	148,786.	15	107,659.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	26,942,522.	16	26,796,464.
LIABILITIES	17	Accounts payable and accrued expenses	3,657,009.	17	3,155,440.
	18	Grants payable		18	
	19	Deferred revenue	1,006,307.	19	641,521.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	4,663,316.	26	3,796,961.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117, check here ► [X] and complete lines 27 through 29 and lines 33 and 34.**			
	27	Unrestricted net assets	12,147,327.	27	16,212,197.
	28	Temporarily restricted net assets	9,791,354.	28	6,440,811.
	29	Permanently restricted net assets	340,525.	29	346,495.
		Organizations that do not follow SFAS 117, check here ► [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	22,279,206.	33	22,999,503.
	34	Total liabilities and net assets/fund balances	26,942,522.	34	26,796,464.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	28,318,349.
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,678,746.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,639,603.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	22,279,206.
5	Other changes in net assets or fund balances (explain in Schedule O) SEE SCHEDULE O	5	-3,919,306.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	22,999,503.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	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 separate basis, consolidated basis, or both: [X] 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?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization
AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number
33-0532354

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 [X] 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 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 is a Type I, Type II or Type III supporting organization, check this box . . . . . [ ]

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

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

h Provide the following information about the supported organization(s).

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule **A** (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include 'unusual grants.')						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) . . . 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) . . . 14 %

15 Public support percentage from 2009 Schedule A, Part II, line 14 . . . 15 %

16a **33-1/3% support test – 2010.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ► ☐

b **33-1/3% support test – 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ► ☐

17a **10%-facts-and-circumstances test – 2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization . . . ► ☐

b **10%-facts-and-circumstances test – 2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization . . . ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . ► ☐

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')	3,687,466.	10867149.	5,879,364.	2,902,551.	4,524,641.	27,861,171.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	23741817.	24227060.	24202649.	24790193.	19292481.	116254200.
3 Gross receipts from activities that are not an unrelated trade or business under section 513	1,487,294.	405,289.	1,075,190.	1,076,190.	1,400,397.	5,444,360.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 **Total.** Add lines 1 through 5	28916577.	35499498.	31157203.	28768934.	25217519.	149559731.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	142,411.	2,572,140.	86,500.	54,425.	239,600.	3,095,076.
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.	5,217,686.	0.	0.	0.	5,217,686.
c Add lines 7a and 7b	142,411.	7,789,826.	86,500.	54,425.	239,600.	8,312,762.
8 **Public support** (Subtract line 7c from line 6.)						141246969.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	28916577.	35499498.	31157203.	28768934.	25217519.	149559731.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	248,492.	346,630.	324,241.	302,869.	359,755.	1,581,987.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	248,492.	346,630.	324,241.	302,869.	359,755.	1,581,987.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 **Total support.** (Add lns 9, 10c, 11, and 12.)	29165069.	35846128.	31481444.	29071803.	25577274.	151141718.

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	93.5 %
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	93.5 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	1.1 %
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	1.0 %

19a **33-1/3% support tests – 2010.** 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 – 2009.** 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. Also complete this part for any additional information. (See instructions).

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

2010

Name of the organization	Employer identification number
AQUARIUM OF THE PACIFIC CORPORATION	33-0532354

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 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

[X] 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 their 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).

Name of organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		$229,520.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2		$100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3		$100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4		$100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5		$125,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6		$152,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7		$ 250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part III *Exclusively* **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

► Complete if the organization is described below.

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

OMB No. 1545-0047

2010

Open to Public Inspection

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

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

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

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

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then

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

Name of organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ► $

3 Volunteer hours

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ► $ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► $ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If 'Yes,' describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ► $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

A Check ► ☐ if the filing organization belongs to an affiliated group.

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

Limits on Lobbying Expenditures (The term 'expenditures' means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	46,442.	
c Total lobbying expenditures (add lines 1a and 1b)	46,442.	0.
d Other exempt purpose expenditures	23,632,304.	
e Total exempt purpose expenditures (add lines 1c and 1d)	23,678,746.	0.
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	0.
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	0.
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	0.

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	71,458.	92,356.	45,808.	46,442.	256,064.
d Grassroots nontaxable amount		250,000.	250,000.	250,000.	750,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,125,000.
f Grassroots lobbying expenditures					0.

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

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

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

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

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

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

Part IV Supplemental Information

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

Part IV **Supplemental Information** *(continued)*

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

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

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

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

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

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

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

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

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

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

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

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

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

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X ► $ ________

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

a Revenues included in Form 990, Part VIII, line 1 ► $ ________

b Assets included in Form 990, Part X ► $ ________

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

3 Using the organization's 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 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
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

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

b If 'Yes,' explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	367,636.	289,822.	229,117.		
b Contributions	5,970.	71,962.	53,755.		
c Net investment earnings, gains, and losses	948.	10,023.	8,305.		
d Grants or scholarships					
e Other expenditures for facilities and programs	2,985.	4,171.	1,355.		
f Administrative expenses					
g End of year balance	371,569.	367,636.	289,822.		

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► 93.00 %

c Term endowment ► 7.00 %

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

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

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

Part VI 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
1a Land				
b Buildings		10,749,818.	1,969,661.	8,780,157.
c Leasehold improvements		24,712.	22,090.	2,622.
d Equipment		10,041,850.	6,185,479.	3,856,371.
e Other		4,723,066.	65,290.	4,657,776.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				17,296,926.

Part VII Investments—Other Securities. See Form 990, Part X, line 12. N/A

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

Part VIII Investments—Program Related. (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 13.)* ►		

Part IX Other Assets. (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column(B), line 15)* ►	

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

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25)* ►	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). SEE PART XIV

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	28,318,349.
2	Total expenses (Form 990, Part IX, column (A), line 25)	23,678,746.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	4,639,603.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV) SEE PART XIV	-3,919,306.
9	Total adjustments (net). Add lines 4 through 8	-3,919,306.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	720,297.

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

1	Total revenue, gains, and other support per audited financial statements			1	30,559,702.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	548,743.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV) SEE PART XIV	2d	1,692,610.		
e	Add lines **2a** through **2d**			2e	2,241,353.
3	Subtract line **2e** from line **1**			3	28,318,349.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	28,318,349.

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

1	Total expenses and losses per audited financial statements			1	29,839,405.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	548,743.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.) SEE PART XIV	2d	5,611,916.		
e	Add lines **2a** through **2d**			2e	6,160,659.
3	Subtract line **2e** from line **1**			3	23,678,746.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	23,678,746.

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 V, LINE 4 - INTENDED USES OF ENDOWMENT FUND

THE PRINCIPAL ENDOWMENTS ARE SAVED IN PERPETUITY. A DESIGNATED PORTION OF THE INTEREST IS SPENT EACH YEAR TO SUPPORT PROGRAMS THAT ALIGN WITH OUR MISSION OR TO FULFILL DONOR INTENT. THE CORPORATION'S POLICY FOR DISTRIBUTION IS TO APPROPRIATE 80% OF THE NET RETURNS GENERATED OVER THE PREVIOUS 12 MONTHS.

PART X - FIN 48 FOOTNOTE

THE CORPORATION HAS APPLIED THE PROVISIONS OF ASC SUBTOPIC 740-10, INCOME TAXES - OVERALL, WHICH PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE

Part XIV Supplemental Information *(continued)*

PART X - FIN 48 FOOTNOTE (CONTINUED)

FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, AND PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST, AND PENALTIES, DISCLOSURE, AND TRANSITION. THE MANAGEMENT OF THE CORPORATION BELIEVES THAT NO SUCH UNCERTAIN TAX POSITIONS EXIST AT DECEMBER 31, 2010 AND 2009, RESPECTIVELY.

Part XIV **Supplemental Information** *(continued)*

SCHEDULE D, PART XI, LINE 8
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET RENT TRANSFER TO CITY OF LONG BEACH	$	-3,919,306.
TOTAL	$	-3,919,306.

SCHEDULE D, PART XII, LINE 2D
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990

COSTS OF GOODS SOLD	$	1,485,937.
SPECIAL EVENTS EXPENSES		206,673.
TOTAL	$	1,692,610.

SCHEDULE D, PART XIII, LINE 2D
OTHER EXPENSES AND LOSSES PER AUDITED F/S

COST OF GOODS SOLD	$	1,485,937.
NET RENT TRANSFER TO CITY LONG BEACH		3,919,306.
SPECIAL EVENT EXPENSES		206,673.
TOTAL	$	5,611,916.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
► **Attach to Form 990 or Form 990-EZ.** ► **See separate instructions.**

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a [ ] Mail solicitations
b [ ] Internet and email solicitations
c [ ] Phone solicitations
d [ ] In-person solicitations
e [ ] Solicitation of non-government grants
f [ ] Solicitation of government grants
g [ ] Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [ ] **Yes** [X] **No**

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ►						0.

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

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

		(a) Event #1 OCEAN CONSERVA (event type)	(b) Event #2 SEAFARE (event type)	(c) Other events (total number)	(d) Total events (add column (a) through column (c))
REVENUE	1 Gross receipts	240,500.	223,634.		464,134.
	2 Less: Charitable contributions	205,717.	117,421.		323,138.
	3 Gross income (line 1 minus line 2)	34,783.	106,213.		140,996.
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes		95,871.		95,871.
	6 Rent/facility costs		2,756.		2,756.
	7 Food and beverages	34,783.			34,783.
	8 Entertainment		3,000.		3,000.
	9 Other direct expenses		64,151.		64,151.
	10 Direct expense summary. Add lines 4- through 9 in column (d) ►				200,561.
	11 Net income summary. Combine line 3, column (d), and line 10 ►				-59,565.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
REVENUE	1 Gross revenue			37,878.	37,878.
DIRECT EXPENSES	2 Cash prizes			500.	500.
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses			5,612.	5,612.
	6 Volunteer labor	☐ Yes 0 % ☒ No	☐ Yes 0 % ☒ No	☐ Yes 0 % ☒ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ►				6,112.
	8 Net gaming income summary. Combine lines 1, column (d) and line 7 ►				31,766.

9 Enter the state(s) in which the organization operates gaming activities: CA

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

b If 'No,' explain:

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

b If 'Yes,' explain:

11 Does the organization operate gaming activities with nonmembers? [X] Yes [ ] No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? [ ] Yes [X] No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	100.0 %
b An outside facility	13b	%

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

Name ► ANTHONY BROWN , CFO

Address ► 100 AQUARIUM WAY, LONG BEACH , CA 90802

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? [ ] Yes [X] No

b If 'Yes,' enter the amount of gaming revenue received by the organization ► $ ______ and the amount of gaming revenue retained by the third party ► $ ______.

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

Name ►

Address ►

16 Gaming manager information:

Name ► NANCY WEINTRAUB

Gaming manager compensation ► $ 100.

Description of services provided ► VP DEVELOPMENT, PART OF OVERALL DUTIES

[ ] Director/officer [X] Employee [ ] Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? SEE PART IV [X] Yes [ ] No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► $ 34,090.

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G - ADDITIONAL INFORMATION

STATE LAW REQUIRES THAT 90% OF THE RAFFLE PROCEEDS ARE SPENT ON ORGANIZATIONS OWN EXEMPT ACTIVITIES DURING THE TAX PERIOD. THE AQUARIUM SPENT 100% OR $37,878.

PART III, LINE 17B
DISTRIBUTIONS REQUIRED UNDER STATE LAW

	$ 34,090.
TOTAL	$ 34,090.

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

2010

Open to Public Inspection

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part I Questions Regarding Compensation

		Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. PART III			
[ ] First-class or charter travel; [ ] Travel for companions; [ ] Tax indemnification and gross-up payments; [ ] Discretionary spending account; [ ] Housing allowance or residence for personal use; [ ] Payments for business use of personal residence; [X] Health or social club dues or initiation fees; [ ] Personal services (e.g., maid, chauffeur, chef)			
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain	1b	X	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.			
[X] Compensation committee; [X] Independent compensation consultant; [X] Form 990 of other organizations; [X] Written employment contract; [X] Compensation survey or study; [X] Approval by the board or compensation committee			
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:			
a Receive a severance payment or change-of-control payment from the organization or a related organization?	4a		X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a The organization?	5a		X
b Any related organization?	5b		X
If 'Yes' to line 5a or 5b, describe in Part III.			
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a The organization?	6a		X
b Any related organization?	6b		X
If 'Yes' to line 6a or 6b, describe in Part III.			
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III. PART III	7	X	
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III	8		X
9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, 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: (i) Base compensation	(B)(ii) Bonus and incentive compensation	(B)(iii) Other reportable 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
1 DR J. SCHUBEL	(i)	276,326.	62,800.	12,239.	49,000.	8,967.	409,332.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 N. WEINTRAUB	(i)	166,845.	0.	1,680.	0.	11,032.	179,557.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART 1, LINE 1A - RELEVANT INFORMATION REGARDING COMPENSATION BENEFITS

CEO'S MEMBERSHIP FOR SOCIAL CLUB WAS BOARD DIRECTED. USE OF SOCIAL CLUB IS STRICTLY BUSINESS USE, THEREFORE IS NOT INCLUDED IN TAXABLE INCOME.

Part III Supplemental Information

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

PART I, LINE 7 - NON-FIXED PAYMENTS NOT LISTED

THE AQUARIUM OF THE PACIFIC'S CEO BONUS IS PERFORMANCE-BASED, IT INCLUDES A NUMBER OF QUANTIFIABLE OBJECTIVES, AND A MINIMUM NUMBER OF SUBJECTIVE (DISCRETIONARY) MEASURES USED TO DETERMINE BONUS PAY. THE BONUS STRUCTURE AND THRESHOLDS ARE DETERMINED BY THE HR COMPENSATION COMMITTEE PRIOR TO EACH FISCAL YEAR. FOLLOWING THE FISCAL YEAR, THE COMMITTEE DETERMINES THE BONUS EARNED AND MAKES A RECOMMENDATION TO THE BOARD FOR THEIR APPROVAL. THE RENT DUE TO THE CITY MUST BE AN OBJECTIVE MET IN ORDER FOR THE CEO TO BE ELIGIBLE TO EARN ANY BONUS PAY REGARDLESS OF PERFORMANCE IN OTHER AREAS OF THE BONUS STRUCTURE.

Part III Supplemental Information

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

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

► Complete if the organization answered 'Yes' on Form 990, Part IV, 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.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

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
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
Total				► $							

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

	(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
(1)	SOUTHERN CALIFORNIA EDISON	AOP DIR/EDISON	1,109,580.	ELECTRIC UTILITY		X
(2)						
(3)						
(4)						
(5)						
(6)						
(7)						
(8)						
(9)						
(10)						

Part V **Supplemental Information**

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

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part I Types of Property

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

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

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

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

SCH M, PART I, LINES 25-28
OTHER NON-CASH CONTRIBUTIONS

DESCRIPTION	APPL?	NUMBER OF CONTR.	REVENUE ON FORM 990, PART VIII	METHOD OF DETER. REV.
AUCTION ITEMS	X	242	$ 105,871.	RETAIL VALUE
HONDA CAR LEASE	X	1	15,000.	RETAIL VALUE
CAMERA ACCESORI	X	1	250.	RETAIL VALUE
BID PADDLES	X	1	574.	RETAIL VALUE
P-TOUCH LABELER	X	1	50.	RETAIL VALUE
RESTAURANT CR	X	1	6,000.	RETAIL VALUE
DIVE COMPUTER	X	2	200.	RETAIL VALUE
LIVE ANIMAL	X	2	275.	RETAIL VALUE
SCUBA GEAR	X	1	1,629.	RETAIL VALUE
DIVE LIGHT/KNIF	X	1	1,400.	RETAIL VALUE
AQUARIUMS	X	8	4,445.	RETAIL VALUE

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

2010

Open to Public Inspection

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

Part I Identification of Disregarded Entities (Complete if the organization answered 'Yes' to 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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	(g) Sec 512(b)(13) controlled entity? Yes	No
(1) CITY OF LONG BEACH 333 W. OCEAN BLVD							
(2) LONG BEACH, CA 90802 95-6000733	LOCAL GOVERNMENT	CA			N/A		X
(3)							
(4)							
(5)							
(6)							
(7)							

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?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												

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
(1)							
(2)							
(3)							

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

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

		Line	Yes	No
1	During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i	X	
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r	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	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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) Dispropor-tionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										

Part VII **Supplemental Information**

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

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization	Employer identification number
AQUARIUM OF THE PACIFIC CORPORATION	33-0532354

ORGANIZATION'S MISSION PART I LINE 1

OPENED IN 1998 AND LOCATED ON THE URBAN WATERFRONT IN LONG BEACH, CALIFORNIA, THE AQUARIUM OF THE PACIFIC IS NOW THE SECOND MOST VISITED CULTURAL INSTITUTION IN THE LOS ANGELES REGION AND FOURTH LARGEST AQUARIUM IN THE NATION - IN 2010, THE AQUARIUM HOSTED OVER 1.4 MILLION VISITORS. THE 171,000 SQUARE FOOT CAMPUS HOUSES OVER 11,000 ANIMAL INHABITANTS OF THE PACIFIC OCEAN, WHICH PROVIDE THE FOUNDATION FOR ALL AQUARIUM ACTIVITIES AND SERVE AS AMBASSADORS FOR THEIR ANIMAL COUNTERPARTS IN THE WILD. ACCORDING TO THE 2010 MOREY REPORT, THE AQUARIUM SERVES THE MOST ETHNICALLY DIVERSE AUDIENCE OF ANY MAJOR AQUARIUM IN THE COUNTRY: VISITORS ARE 62% CAUCASIAN (COMPARED TO THE 77% NATIONAL BENCHMARK AVERAGE FOR AQUARIUMS), 26% HISPANIC, 5% AFRICAN AMERICAN, 7% ASIAN, AND 1% OTHER.

THE AQUARIUM'S MISSION IS TO INSTILL A SENSE OF WONDER, RESPECT AND STEWARDSHIP FOR THE PACIFIC OCEAN, ITS INHABITANTS AND ECOSYSTEMS, BY INVOLVING THE COMMUNITY, THE REGION, AND THE NATION IN ENGAGING, EDUCATIONAL, AND EMPOWERING EXHIBITS AND PROGRAMS. OUR VISION IS TO CREATE THE FIRST AQUARIUM, AND PERHAPS THE FIRST INSTITUTION, IN THE WORLD DEDICATED TO CONSERVING AND BUILDING NATURAL CAPITAL (NATURE AND NATURE'S SERVICES) BY BUILDING SOCIAL CAPITAL (THE INTERACTIONS BETWEEN AND AMONG PEOPLES).

THE AQUARIUM HAS REDEFINED THE MODERN AQUARIUM. IT IS A COMMUNITY GATHERING PLACE WHERE DIVERSE CULTURES AND THE ARTS ARE CELEBRATED AND A PLACE WHERE IMPORTANT TOPICS FACING OUR PLANET AND OUR OCEAN ARE EXPLORED BY SCIENTISTS, POLICY-MAKERS, AND STAKEHOLDERS. CONSTANTLY IN SEARCH OF SUSTAINABLE SOLUTIONS, THE AQUARIUM OF THE PACIFIC WAS THE FIRST AMONG MUSEUMS, ZOOS, AND AQUARIUMS IN THE NATION TO REGISTER ITS GREENHOUSE GASES AND ALSO MAINTAINS A COMMITMENT TO GROW WITHOUT INCREASING ITS

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

CARBON FOOTPRINT. THE AQUARIUM LEADS BY EXAMPLE AND SHOWS THE WAY TO SUSTAINABILITY THROUGH ITS PRACTICES BEHIND THE SCENES AS WELL AS WHAT IT PRESENTS TO THE GENERAL PUBLIC. THE AQUARIUM BEGAN SERVING THE PUBLIC AS AN EDUCATIONAL RESOURCE IMMEDIATELY UPON OPENING AS AN INFORMAL SCIENCE INSTITUTION, AND WELCOMES MORE THAN 200,000 STUDENTS, TEACHERS, AND COMMUNITY MEMBERS WHO PARTICIPATE IN EDUCATIONAL PROGRAMS EACH YEAR. THROUGH THESE PROGRAMS, OUR AQUATIC ACADEMY COURSES, AND A VARIETY OF MULTIMEDIA EXPERIENCES, THE AQUARIUM PROVIDES NUMEROUS OPPORTUNITIES TO DELVE DEEPER INTO THE OCEAN AND LEARN MORE ABOUT THE PLANET.

THE AQUARIUM'S EDUCATION PROGRAMS ARE DESIGNED TO FOSTER CONNECTIONS BETWEEN PEOPLE AND THE OCEAN, AND TO ADVANCE SCIENCE LEARNING FOR A BROAD RANGE OF LEARNERS OF ALL AGES AND BACKGROUNDS. AT THE HEART OF THE AQUARIUM'S EDUCATION DEPARTMENT ARE OVER 40 CLASSROOM AND AUDITORIUM PROGRAMS THAT EXCEED CALIFORNIA MANDATED SCIENCE K-12 STANDARDS, COMPLEMENTING AND REINFORCING WHAT STUDENTS LEARN IN THEIR REGULAR CLASSROOMS, AND EXPOSING THEM TO A UNIQUE, HANDS-ON LEARNING EXPERIENCE. WE ALSO SERVE DISADVANTAGED STUDENTS THROUGH OUR SCHOLARSHIP PROGRAM, OFFERING EITHER ON-SITE FREE ADMISSION AND TRANSPORTATION OR A VISIT BY AQUARIUM ON WHEELS TO TITLE 1 SCHOOL STUDENTS. THE AQUARIUM ON WHEELS HAS SERVED AN AVERAGE OF 44,000 STUDENTS AND COMMUNITY MEMBERS ANNUALLY WITH EDUCATIONAL PRESENTATIONS AND INTERACTIVE TOUCH TANKS. THE AQUARIUM ALSO OFFERS NUMEROUS RESOURCES FOR TEACHERS AND OTHER EDUCATORS, AND IN-DEPTH OPPORTUNITIES FOR THE PUBLIC ON CURRENT ENVIRONMENTAL TOPICS - SUCH AS CLIMATE CHANGE, THE URBAN OCEAN, AND WATER CONSERVATION - THROUGH IT'S AQUATIC ACADEMY, FORUMS, AND LECTURE SERIES, AS WELL AS LOCAL ON-THE-WATER OPPORTUNITIES SUCH A WHALE WATCHING AND KAYAK TRIPS. MORE INFORMATION ON ALL OF THE AQUARIUM'S EDUCATION PROGRAMS CAN BE FOUND HERE: HTTP://WWW.AQUARIUMOFPACIFIC.ORG/EDUCATION/

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

ENTERPRISE DEVELOPMENT - CREATE OR RESEARCH PRODUCTS FOR SALE THAT REFLECT THE PUBLIC'S DIRECT EXPERIENCE IN THE AQUARIUM, INCLUDING ORIGINAL BOOKS INTERPRETING THE VISITOR EXPERIENCE, AND ANIMALS AND LOGO MATERIALS TO REMIND THE VISITOR OF THE VISIT.

FORM 990, PART VI, LINE 2 - BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECTORS, ETC.

BOARD MEMBERS MARIO MOLINA AND JOHN MOLINA HAVE A FAMILY RELATIONSHIP

FORM 990, PART VI, LINE 7B - DECISIONS OF GOVERNING BODY APPROVAL BY MEMBERS OR SHAREHOLDERS

AS AN INSTRUMENTALITY OF THE CITY OF LONG BEACH WITHIN THE MEANING OF SECTION 141 OF THE INTERNAL REVENUE CODE THE CITY HAS THE FOLLOWING CONTROL MECHANISMS: CONSENT TO ELECTION OF BOARD MEMBERS; CONSENT TO THE ANNUAL BUDGET AND CONSENT TO CHANGES TO OUR BYLAWS

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

THE 990 IS PREPARED FROM THE YEAR END AUDITED FINANCIAL STATEMENTS. DATA AND SCHEDULES FOR THE 990 ARE SUPPORTED BY THE GENERAL LEDGER AND SUBLEDGERS INCLUDING PAYROLL SYSTEM, W-2'S AND PAYROLL REGISTERS, DONOR SUBLEDGER AND DONOR DATABASE. ONCE ALL DATA IS ENTERED BY THE CONTROLLER INTO THE TAX SOFTWARE, A COPY OF THE DRAFT REPORT IS REVIEWED BY THE CEO, VP OF FINANCE AND CFO, VP OF MARKETING, VP OF DEVELOPMENT AND VP OF GOVERNMENT RELATIONS. QUESTIONS AND INPUT ARE DISCUSSED FOR REVISIONS AND RESOLVED BY THE CONTROLLER. ONCE EXECUTIVE STAFF IS SATISFIED WITH THE DRAFT DOCUMENT, IT IS THEN SENT TO OUR TAX CONSULTANTS THEIR REVIEW. QUESTIONS AND REVISIONS ARE RESOLVED BY THE CONTROLLER AND EXECUTIVE GROUP, AND THEN BACK TO TAX CONSULTANTS FOR FINAL REVIEW. SINCE THE BOARD HAS DELEGATED THE REVIEW OF THE TAX RETURN TO THE AUDIT COMMITTEE, THE VP OF FINANCE AND CFO THEN SENDS A DRAFT DOCUMENT TO THE AUDIT COMMITTEE FOR THEIR DETAILED REVIEW. AFTER THEIR REVIEW, THE TAX RETURN IS MADE AVAILABLE TO THE BOARD OF DIRECTORS AT LARGE FOR THEIR REVIEW 7

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS (CONTINUED)

TO 10 DAYS BEFORE SUBMISSION. IF THE AUDIT COMMITTEE OR OTHER BOARD MEMBERS HAVE ISSUES OR QUESTIONS, THE VP OF FINANCE AND CONTROLLER RESOLVE THOSE ISSUES OR QUESTIONS WITH TAX CONSULTANTS AND OTHER STAFF, AS REQUIRED, PRIOR TO SUBMISSION.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

1) WE HAVE A CONFLICT OF INTEREST STATEMENT THAT ALL BOARD DIRECTORS AND EXECUTIVE STAFF ARE REQUIRED TO SIGN ANNUALLY; THE STATEMENTS ARE REVIEWED BY CFO

2) WE HAVE A LIST OF PROFESSIONAL AND VOLUNTEER ASSOCIATIONS ON FILE FOR THE MAJORITY OF OUR BOARD DIRECTORS AND COMPARED AGAINST VENDOR & CONTRACT ACTIVITY REGULARLY THROUGHOUT THE YEAR. CEO, CFO AND CORPORATE SECRETARY MAINTAIN MAJOR CONTRACTS AND REVIEW THOSE GREATER THAN 10K AGAINST CONFLICT LIST. BOARD MEMBERS RECUSE THEMSELVES FROM VOTING ON CONTRACTS IN WHICH THEY HAVE A CONFLICT AND STAFF MEMBERS CAN NOT SIGN ON INVOICES TO COMPANIES TO WHICH THEY MAY HAVE A CONFLICT.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEE

990, PART VI, LINE 15A

FOR COMPENSATION DETERMINATION PROCESSES FOR THE CEO PLEASE SEE THE STATEMENT FOR PART VI, LINE 15B THE SAME PROCESS IS USED FOR THE POSITION OF CFO.

WE CONDUCT A BIANNUAL, INDEPENDENT EXECUTIVE COMPENSATION STUDY. OUR ESTABLISHED PHILOSOPHY INVOLVES SURVEYING THE SALARIES OF COMPARABLE POSITIONS IN PEER ORGANIZATIONS AND SETTING AND ADJUSTING SALARIES AND RANGES ACCORDING TO THE RESULTS OF THESE REGULAR MARKET SURVEYS. THE POSITIONS INCLUDED IN THE MOST RECENT EXECUTIVE COMPENSATION REVIEW CONDUCTED IN FALL 2010 ARE: CEO; CFO; VICE PRESIDENT DEVELOPMENT; VICE PRESIDENT MARKETING; VICE PRESIDENT, OPERATIONS; VICE PRESIDENT GOVERNMENT RELATIONS AND STRATEGIC PLANNING AND VICE PRESIDENT HUMAN RESOURCES. THE NEXT COMPENSATION REVIEW IS SCHEDULED FOR FALL 2012. THE SURVEY IS REVIEWED BY THE COMPENSATION COMMITTEE WHICH IS COMPRISED OF INDEPENDENT BOARD MEMBERS. THE

Name of the organization: AQUARIUM OF THE PACIFIC CORPORATION

Employer identification number: 33-0532354

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEE

COMPENSATION COMMITTEE PRESENTS THE FINDINGS TO THE WHOLE BOARD WHO APPROVES EXECUTIVE COMPENSATION. ALL APPROVALS ARE DOCUMENTED CONTEMPORANEOUSLY IN THE APPROPRIATE MEETING MINUTES.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

AUDITED FINANCIAL STATEMENTS AND 990 ARE POSTED ON OUR WEBSITE. THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE MADE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 5
OTHER CHANGES IN NET ASSETS OR FUND BALANCES

NET RENT TRANSFER TO CITY OF LONG BEACH	$ -3,919,306.
TOTAL	$ -3,919,306.