

Return of Organization Exempt From Income Tax

Form **990**

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

A3/4U

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning , 2013, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization AIRCRAFT OWNERS & PILOTS ASSOCIATION			D Employer identification number 52-0636210		
	Doing Business As			E Telephone number (301) 695-2000		
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	G Gross receipts \$ 91,412,339.		
	421 AVIATION WAY					
City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 21701			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
F Name and address of principal officer: MARK BAKER, CEO/PRESIDENT 421 AVIATION WAY FREDERICK, MD 21701			H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No			
I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (4) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			If "No," attach a list. (see instructions)			
J Website: WWW.AOPA.ORG			H(c) Group exemption number			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1939 M State of legal domicile: NJ			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>PROTECT YOUR FREEDOM TO FLY BY: ADVOCATING, EDUCATING, SUPPORTING ACTIVITIES THAT ENSURE GA FLIGHT AND SECURING SUFFICIENT RESOURCES TO ENSURE OUR SUCCESS.</u>	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 12.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 11.
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 214.
	6 Total number of volunteers (estimate if necessary)	6 2,517.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 7,391,803.
b Net unrelated business taxable income from Form 990-T, line 34	7b -149,873.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 401,438. Current Year: 1,269,410.
	9 Program service revenue (Part VIII, line 2g)	18,000,919. 17,757,324.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,037,477. 3,589,911.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,617,400. 15,290,478.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	37,057,234. 37,907,123.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0 35,000.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	13,297,041. 19,055,573.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0 132,000.
	b Total fundraising expenses (Part IX, column (D), line 25)	186,319.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	20,625,863. 20,412,016.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	33,922,904. 39,634,589.
19 Revenue less expenses. Subtract line 18 from line 12	3,134,330. -1,727,466.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year: 97,854,971. End of Year: 100,731,042.
	21 Total liabilities (Part X, line 26)	18,658,023. 20,670,737.
	22 Net assets or fund balances. Subtract line 21 from line 20	79,196,948. 80,060,305.

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	M _____ Signature of officer	9-24-14 Date
	M ERICA SACCOIA Type or print name and title	SVP FINANCE

Paid Preparer Use Only	Print/Type preparer's name MARY TORRETTA	Preparer's signature <i>Mary Torretta</i>	Date 09/23/14	Check <input type="checkbox"/> if self-employed	PTIN P00847851
	Firm's name GRANT THORNTON LLP	Firm's EIN 36-6055558		Phone no. 703-847-7500	
	Firm's address 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102				

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

For Paperwork Reduction Act Notice, see the separate instructions.

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2013, or fiscal year beginning _____, 2013, and ending _____, 20

▶ **Do not send to the IRS. Keep for your records.**

▶ **Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.**

2013

Department of the Treasury
Internal Revenue Service

Name of exempt organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

Name and title of officer

ERICA SACCOIA, SVP FINANCE

Employer identification number

52-0636210

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

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12) . . .	1b <u>37907123.</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5),	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2013 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize GRANT THORNTON LLP to enter my PIN

1	4	2	3	6
---	---	---	---	---

 as my signature

ERO firm name

Enter five numbers, but do not enter all zeros

on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____

Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

5	4	6	8	1	4	3	6	6	0	5
---	---	---	---	---	---	---	---	---	---	---

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2013 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____

Date ▶ _____

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see back of form.

Cumulative e-File History 2013	
Federal	
Locator:	19883Z
Taxpayer Name:	Aircraft Owners & Pilots Association
Return Type:	990, 990 & 990T (Corp)
Submitted Date:	09/23/2014 14:17:54
Acknowledgement Date:	09/23/2014 14:24:50
Status:	Accepted
Submission ID:	54681420142665000000

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.
Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	AIRCRAFT OWNERS & PILOTS ASSOCIATION	52-0636210
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	421 AVIATION WAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	FREDERICK, MD 21701	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ERICA SACCOIA, SVP-FINANCE

Telephone No. 301 695-2000 FAX No. 301 695-2202

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 2013 or

tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer. see instructions.		Enter filer's identifying number, see instructions Employer identification number (EIN) or	
	AIRCRAFT OWNERS & PILOTS ASSOCIATION		52-0636210	
	Number, street, and room or suite no. If a P.O. box, see instructions. 421 AVIATION WAY		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. FREDERICK, MD 21701				

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

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

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

- The books are in the care of ▶ ERICA SACCOIA, SVP-FINANCE, 421 AVIATION WAY FREDERICK, MD 21701
 Telephone No. ▶ 301 695-2000 Fax No. ▶ 301 695-2202
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2014.

5 For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____.

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

7 State in detail why you need the extension NEED ADDITIONAL TIME TO COMPLETE ACCURATE RETURN

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

Signature and Verification must be completed for Part II only.

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

Signature ▶  Title ▶ DIRECTOR-TAX Date ▶ 08/14/2014

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? **X** Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes **X** No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 35,319,716. including grants of \$) (Revenue \$ 17,757,324.)

SEE SCHEDULE O.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses 35,319,716.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	X	
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>	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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable <input type="text" value="274"/>		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable <input type="text" value="0"/>		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? <input type="checkbox"/>	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 <input type="text" value="214"/>		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <input type="checkbox"/> Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) <input type="checkbox"/>	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? <input type="checkbox"/>	X	
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O <input type="checkbox"/>	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)? <input type="checkbox"/>	X	
4b	If "Yes," enter the name of the foreign country: <u>ATTACHMENT 1</u> 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? <input type="checkbox"/>		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? <input type="checkbox"/>		X
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? <input type="checkbox"/>		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? <input type="checkbox"/>	X	
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? <input type="checkbox"/>	X	
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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? <input type="checkbox"/>		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided? <input type="checkbox"/>		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? <input type="checkbox"/>		
7d	If "Yes," indicate the number of Forms 8282 filed during the year <input type="text"/>		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/>		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/>		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? <input type="checkbox"/>		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? <input type="checkbox"/>		
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? <input type="checkbox"/>		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966? <input type="checkbox"/>		
9b	Did the organization make a distribution to a donor, donor advisor, or related person? <input type="checkbox"/>		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12 <input type="text"/>		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities <input type="text"/>		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders <input type="text"/>		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) <input type="text"/>		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? <input type="checkbox"/>		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <input type="text"/>		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? <input type="checkbox"/> Note. See the instructions for additional information the organization must report on Schedule O.		
13b	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 <input type="text"/>		
13c	Enter the amount of reserves on hand <input type="text"/>		
14a	Did the organization receive any payments for indoor tanning services during the tax year? <input type="checkbox"/>		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O <input type="checkbox"/>		

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

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

Section A. Governing Body and Management

Table with 4 columns: Question, Line Number, Yes, No. Rows include 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 4 columns: Question, Line Number, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ERICA SACCOIA, SVP-FINANCE 421 AVIATION WAY FREDERICK, MD 21701 301-695-2000

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

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

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

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

0/0 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.

0/0 List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

0/0 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.

0/0 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.

0/0 List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM C. TRIMBLE III CHAIRMAN	1.00	X		X				0	0	0
(2) PAUL C. HEINTZ TRUSTEE	1.00	X						0	0	0
(3) HERMAN NEEL HIPPI, JR. TREASURER & ASSIST. SECRETARY	1.00	X		X				0	0	0
(4) R. ANDERSON PEW TRUSTEE	1.00	X						0	0	0
(5) MATTHEW J. DESCH TRUSTEE	1.00	X						0	0	0
(6) BURGESS H. HAMLET III TRUSTEE	1.00	X						0	0	0
(7) DARRELL W. CRATE TRUSTEE	1.00	X						0	0	0
(8) LAWRENCE D. BUHL III TRUSTEE	1.00	X						0	0	0
(9) CRAIG L. FULLER FORMER PRESIDENT	40.00 10.00	X		X				850,731.	0	424,061.
(10) JAMES G. TUTHILL, JR. TRUSTEE	1.00	X						0	0	0
(11) MARK BAKER PRESIDENT/CEO	40.00 10.00	X		X				298,603.	0	17,893.
(12) AMANDA C. FARNSWORTH TRUSTEE	1.00	X						0	0	0
(13) JAMES N. HAUSLEIN TRUSTEE	1.00	X						0	0	0
(14) KENNETH M. MEAD EVP/GENERAL COUNSEL	40.00 10.00			X				366,133.	0	19,079.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) ERICA J. SACCOIA SVP-FINANCE	40.00 10.00			X				176,529.	0	11,871.
16) TIMOTHY J. FORTUNE SENIOR VP OF HUMAN RESOURCES	40.00 10.00			X				287,341.	0	24,725.
17) JOHN S. YODICE SECRETARY	1.00			X				0	0	0
18) MELISSA K. RUDINGER SVP GOVERNMENT AFFAIRS	40.00					X		276,474.	0	27,874.
19) LORRAINE C. HOWERTON VP LEGISLATIVE AFFAIRS	40.00					X		241,255.	0	88,390.
20) THOMAS HAINES SVP - MEDIA	40.00					X		247,379.	0	27,064.
21) ADAM SMITH SVP-ADVANCE PILOT COMMUNITY	40.00					X		213,033.	0	50,164.
22) DOUGLAS N. SHORTER VP-I&T/CIO	40.00					X		215,744.	0	26,524.
23) PHILIP B. BOYER FORMER PRESIDENT	0						X	274,449.	0	0
24) DIANA ROBERTS FORMER OFFICER	0						X	171,132.	0	0
25) ROBERT H. MORAN FORMER EXECUTIVE VP/COO	0						X	134,812.	0	865.
1b Sub-total								1,515,467.	0	461,033.
c Total from continuation sheets to Part VII, Section A								2,238,148.	0	257,477.
d Total (add lines 1b and 1c)								3,753,615.	0	718,510.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **38**

	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	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	X	

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

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 **29**

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d	1,200,000.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	69,410.				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f			1,269,410.			
Program Service Revenue				Business Code				
	2a	AOPA SUMMIT REVENUE	900099	1,484,090.	1,484,090.			
	b	MEMBERSHIP DUES	900099	16,064,603.	16,064,603.			
	c	AIRPORT DIRECTORY	900099	183,867.	183,867.			
	d	AOPA ROUNDTABLE REVENUE	900099	8,470.	8,470.			
	e	MAGAZINE ARTICLE SALES	900099	16,294.	16,294.			
	f	All other program service revenue						
g	Total. Add lines 2a-2f			17,757,324.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,035,683.		-161,682.	1,197,365.	
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		5,064,959.			5,064,959.	
			(i) Real	(ii) Personal				
	6a	Gross rents	800,248.					
	b	Less: rental expenses	532,826.					
	c	Rental income or (loss)	267,422.					
	d	Net rental income or (loss)		267,422.			267,422.	
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	55,526,618.					
	b	Less: cost or other basis and sales expenses	52,972,390.					
	c	Gain or (loss)	2,554,228.					
	d	Net gain or (loss)		2,554,228.			2,554,228.	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
	b	Less: direct expenses						
	c	Net income or (loss) from fundraising events			0			
	9a	Gross income from gaming activities. See Part IV, line 19						
b	Less: direct expenses							
c	Net income or (loss) from gaming activities			0				
10a	Gross sales of inventory, less returns and allowances							
b	Less: cost of goods sold			12,059.				
c	Net income or (loss) from sales of inventory			12,059.		12,059.		
Miscellaneous Revenue			Business Code					
11a	AD&D STABILIZATION RESERVE DISTRIBUTION	900099	748,559.			748,559.		
b	COST SHARING	900099	948,216.			948,216.		
c	ADVERTISING INCOME	511190	7,541,426.		7,541,426.			
d	All other revenue	900099	707,837.			707,837.		
e	Total. Add lines 11a-11d			9,946,038.				
12	Total revenue. See instructions			37,907,123.	17,757,324.	7,391,803.	11,488,586.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	35,000.	35,000.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	2,517,258.	2,122,223.	395,035.	
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			
7	Other salaries and wages	13,251,218.	12,716,199.	535,019.	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	955,859.		955,859.	
9	Other employee benefits	854,330.	282,548.	571,782.	
10	Payroll taxes	1,476,908.	2,913,150.	-1,436,242.	
11	Fees for services (non-employees):				
a	Management	0			
b	Legal	850,336.	788,782.	61,554.	
c	Accounting	210,770.	104,927.	105,843.	
d	Lobbying	422,780.	422,780.		
e	Professional fundraising services. See Part IV, line 17	132,000.			132,000.
f	Investment management fees	158,435.	158,435.		
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	5,424,703.	4,677,054.	747,649.	
12	Advertising and promotion	237,642.	237,642.		
13	Office expenses	126,699.	83,967.	42,732.	
14	Information technology	0			
15	Royalties	0			
16	Occupancy	846,123.	127,852.	718,271.	
17	Travel	1,355,675.	1,333,555.	22,120.	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	2,163,357.	2,161,467.	1,890.	
20	Interest	61,287.	56,892.	4,395.	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,637,747.	967,232.	670,515.	
23	Insurance	324,915.	304,376.	20,539.	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	POSTAGE, PREMIUM, EMAIL, PRI	4,056,873.	3,980,512.	22,968.	53,393.
b	MAGAZINE PRODUCTION	1,575,901.	1,575,901.		
c	RENTALS	1,024,404.	917,130.	107,274.	
d	BANK & CREDIT CARD FEES	422,852.	420,248.	2,544.	60.
e	All other expenses	-488,483.	-1,068,156.	578,807.	866.
25	Total functional expenses. Add lines 1 through 24e	39,634,589.	35,319,716.	4,128,554.	186,319.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	184,617.	1 838,209.
	2	Savings and temporary cash investments	0	2 0
	3	Pledges and grants receivable, net	0	3 0
	4	Accounts receivable, net	4,554,318.	4 2,090,153.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5 0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6 0
	7	Notes and loans receivable, net	0	7 0
	8	Inventories for sale or use	0	8 0
	9	Prepaid expenses and deferred charges	1,066,215.	9 1,340,782.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 24,050,709.	
	b	Less: accumulated depreciation	10b 13,351,738.	10c 10,698,971.
	11	Investments - publicly traded securities	60,860,893.	11 51,135,902.
	12	Investments - other securities. See Part IV, line 11	10,494,601.	12 21,779,270.
	13	Investments - program-related. See Part IV, line 11	0	13 0
	14	Intangible assets	5,280,835.	14 5,280,835.
	15	Other assets. See Part IV, line 11	3,203,055.	15 7,566,920.
16	Total assets. Add lines 1 through 15 (must equal line 34)	97,854,971.	16 100,731,042.	
Liabilities	17	Accounts payable and accrued expenses	5,490,550.	17 3,358,748.
	18	Grants payable	0	18 0
	19	Deferred revenue	10,036,601.	19 11,099,839.
	20	Tax-exempt bond liabilities	0	20 0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	21 0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22 0
	23	Secured mortgages and notes payable to unrelated third parties	2,623,993.	23 4,868,197.
	24	Unsecured notes and loans payable to unrelated third parties	0	24 0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	506,879.	25 1,343,953.
	26	Total liabilities. Add lines 17 through 25	18,658,023.	26 20,670,737.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	79,196,948.	27 80,060,305.
	28	Temporarily restricted net assets	0	28 0
	29	Permanently restricted net assets	0	29 0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building, or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
33	Total net assets or fund balances	79,196,948.	33 80,060,305.	
34	Total liabilities and net assets/fund balances	97,854,971.	34 100,731,042.	

Part XI Reconciliation of Net Assets

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

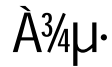
1	Total revenue (must equal Part VIII, column (A), line 12)	1	37,907,123.
2	Total expenses (must equal Part IX, column (A), line 25)	2	39,634,589.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,727,466.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	79,196,948.
5	Net unrealized gains (losses) on investments	5	2,580,576.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	10,247.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	80,060,305.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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.		

Schedule of Contributors



Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization AIRCRAFT OWNERS & PILOTS ASSOCIATION	Employer identification number 52-0636210
---	---

Organization type (check one):

Filers of:

Section:

- | | | |
|--------------------|-------------------------------------|--|
| Form 990 or 990-EZ | <input checked="" type="checkbox"/> | 501(c)(4) (enter number) organization |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> | 527 political organization |
| Form 990-PF | <input type="checkbox"/> | 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> | 501(c)(3) taxable private foundation |

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total 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 total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year \$ _____

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

Name of organization **AIRCRAFT OWNERS & PILOTS ASSOCIATION**

Employer identification number
52-0636210

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 1,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **AIRCRAFT OWNERS & PILOTS ASSOCIATION**

Employer identification number

52-0636210

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization **AIRCRAFT OWNERS & PILOTS ASSOCIATION**

Employer identification number

52-0636210

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

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

Use duplicate copies of Part III if additional space is needed.

(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
	----- ----- -----	----- ----- -----	----- ----- -----
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

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



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

- 0 Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- 0 Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- 0 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

- 0 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.
- 0 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 35c (Proxy Tax), then

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

Name of organization AIRCRAFT OWNERS & PILOTS ASSOCIATION	Employer identification number 52-0636210
---	---

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures \$
- 3 Volunteer hours

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? 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)	-----			

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

Schedule C (Form 990 or 990-EZ) 2013

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

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and "limited control" provisions apply.

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

4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

Table with 3 columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d 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).

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

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

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

Attach to Form 990.



Department of the Treasury Internal Revenue Service

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

Name of the organization: AIRCRAFT OWNERS & PILOTS ASSOCIATION; Employer identification number: 52-0636210

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for totals, 5-6 for donor advisement questions.

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

Form for conservation easements including purpose selection, monitoring questions, and a table for easement details (2a-2d).

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.

Form for art and historical treasures reporting, including questions 1a, 1b, 2, and 2a-2b with associated dollar amounts.

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

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

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

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

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

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

	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 XIII. Check here if the explanation has been provided in Part XIII

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

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

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

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

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	640,871.	584,609.		1,225,480.
b Buildings	4,479,440.	6,527,984.	6,645,046.	4,362,378.
c Leasehold improvements				
d Equipment		1,595,934.	1,375,950.	219,984.
e Other	21,460.	10,200,411.	5,330,742.	4,891,129.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				10,698,971.

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ALTERNATIVE INVESTMENTS	21,779,270.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	21,779,270.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) INVESTMENT IN SUB (NET)	5,779,755.
(2) REAL ESTATE INVESTMENT	50,351.
(3) DEFERRED TAXES	6,688.
(4) AIRCRAFT HELD FOR SALE	1,730,126.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	7,566,920.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) AIRCRAFT RESERVES	217,206.
(3) BUILDING RESERVES/MAINTENANCE	133,104.
(4) DEFERRED RENT LIABILITY	153,643.
(5) LIFETIME MEMBERSHIP LIABILITY	840,000.
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,343,953.

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

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

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

Table with 5 main rows and sub-rows (a-e). Columns include description, sub-row label, amount, and total. Total revenue per audited statements is 55,355,452. Total revenue after adjustments is 37,907,123.

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

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

Table with 5 main rows and sub-rows (a-e). Columns include description, sub-row label, amount, and total. Total expenses per audited statements is 54,025,142. Total expenses after adjustments is 39,634,589.

Part XIII Supplemental Information.

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

SEE PAGE 5

Series of horizontal dashed lines for providing supplemental information.

Part XIII Supplemental Information (continued)

PART XI AND XII

THE AUDITED FINANCIALS ARE PRESENTED ON A CONSOLIDATED BASIS. THE FOLLOWING CHANGES WERE MADE IN ORDER TO RECONCILE TO AOPA'S FORM 990:

PART XI, LINE 2D: -EXCLUDE REVENUE FROM RELATED ORGANIZATIONS =
(\$14,493,705).

PART XI, LINE 4B: -REAL ESTATE EXPENSES WHICH OFFSET GROSS RENTS =
(\$532,826).

PART XII, LINE 2D: -EXCLUDE EXPENSES FROM RELATED ORGANIZATIONS =
(\$14,016,505).

PART XII, LINE 4B: -REAL ESTATE EXPENSES WHICH OFFSET GROSS RENTS =
(\$532,826).

FIN 48 FOOTNOTE - SCHEDULE D, PART X, LINE 2

THE ASSOCIATION RECOGNIZES OR DERECOGNIZES TAX POSITIONS ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO A POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ASSOCIATION DOES NOT BELIEVE IT HAS ANY MATERIAL UNCERTAIN TAX POSITIONS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
 Attach to Form 990. See separate instructions.
 Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

3/4U

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

Employer identification number

52-0636210

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		13,232,775.
(2) EUROPE			INVESTMENTS		5,887,823.
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					19,120,598.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					19,120,598.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

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.

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

OMB No. 1545-0047

3/4

Open to Public
Inspection


AIRCRAFT OWNERS & PILOTS ASSOCIATION

Employer identification number

52-0636210

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 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?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1	ALLEGIANCE CREATIVE GROUP	ADVISOR		X		132,000	
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total						132,000	

- 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.

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, ME, MD, MA, MN, MS, MO, NH, NJ, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

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 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
11 Net income summary. Subtract line 10 from line 3, column (d)					

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10 a 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? 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 No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
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 | _____

Address | _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes 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 | _____

Gaming manager compensation | \$ _____

Description of services provided | _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 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 | \$ _____

Part IV Supplemental Information. Provide the explanation 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).

PART I, LINE 2(B)(1) ALLEGIANCE CREATIVE GROUP

ALLEGIANCE CREATIVE GROUP WAS NOT A FUNDRAISER FOR AOPA. ALLEGIANCE CREATIVE GROUP WAS HIRED TO PROVIDE CONSULTING ADVICE PERTAINING TO AOPA MEMBERSHIP NOTICES.

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

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**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

Employer identification number

52-0636210

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

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

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

Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 FLIGHT TRAINING SCHOLARSHIPS	7.	35,000.		FMV	
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2

THE SCHOLARSHIP RULES REQUIRE THE RECIPIENT(S) TO BE: (A)U.S. CITIZEN
(B)AT LEAST 16 YEARS OF AGE (C)CURRENT AOPA MEMBER (D)HOLD A CURRENT FAA
STUDENT PILOT CERTIFICATE AND NOT HAVE COMPLETED THE FAA PRACTICAL
TEST/CHECKRIDE. THE MONEY IS TO BE USED FOR FLIGHT TRAINING EXPENSES AND
IF THE MONEY IS NOT USED FOR THAT PURPOSE TO BE RETURNED TO AOPA.

**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.

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

OMB No. 1545-0047

34u

Open to Public Inspection

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

Employer identification number

52-0636210

Part I Questions Regarding Compensation

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

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

Yes No

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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

2 X

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

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

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

- a** Receive a severance payment or change-of-control payment? **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

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 X

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

Schedule J (Form 990) 2013

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KENNETH M. MEAD EVP/GENERAL COUNSEL	(i)	352,794.	0	13,339.	16,575.	2,504.	385,212.	0
	(ii)	0	0	0	0	0	0	0
2 PHILIP B. BOYER FORMER PRESIDENT	(i)	0	0	274,449.	0	0	274,449.	0
	(ii)	0	0	0	0	0	0	0
3 CRAIG L. FULLER FORMER PRESIDENT	(i)	523,952.	281,704.	45,075.	414,420.	9,641.	1,274,792.	0
	(ii)	0	0	0	0	0	0	0
4 ERICA J. SACCOIA SVP-FINANCE	(i)	157,516.	15,674.	3,339.	10,726.	1,145.	188,400.	0
	(ii)	0	0	0	0	0	0	0
5 DIANA ROBERTS FORMER OFFICER	(i)	0	0	171,132.	0	0	171,132.	0
	(ii)	0	0	0	0	0	0	0
6 MELISSA K. RUDINGER SVP GOVERNMENT AFFAIRS	(i)	220,220.	53,642.	2,612.	14,794.	13,080.	304,348.	0
	(ii)	0	0	0	0	0	0	0
7 TIMOTHY J. FORTUNE SENIOR VP OF HUMAN RESOURCES	(i)	231,546.	51,503.	4,292.	15,376.	9,349.	312,066.	0
	(ii)	0	0	0	0	0	0	0
8 ROBERT H. MORAN FORMER EXECUTIVE VP/COO	(i)	39,427.	0	95,385.	865.		135,677.	95,385.
	(ii)	0	0	0	0			
9 LORRAINE C. HOWERTON VP LEGISLATIVE AFFAIRS	(i)	204,708.	33,709.	2,838.	75,709.	12,681.	329,645.	0
	(ii)	0	0	0	0	0	0	0
10 THOMAS HAINES SVP - MEDIA	(i)	201,405.	38,525.	7,449.	13,518.	13,546.	274,443.	0
	(ii)	0	0	0	0	0	0	0
11 MARK BAKER PRESIDENT/CEO	(i)	206,313.	0	92,290.	13,530.	4,363.	316,496.	0
	(ii)	0	0	0	0	0	0	0
12 ADAM SMITH SVP-ADVANCE PILOT COMMUNITY	(i)	169,205.	10,015.	33,813.	42,948.	7,216.	263,197.	0
	(ii)	0	0	0	0	0	0	0
13 DOUGLAS N. SHORTER VP-I&T/CIO	(i)	204,573.	8,505.	2,666.	13,831.	12,693.	242,268.	0
	(ii)	0	0	0	0	0	0	0
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, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A

CERTAIN DIRECTORS AND OFFICERS WERE PROVIDED BENEFITS TO HEALTH AND SOCIAL CLUBS. IN ADDITION, CERTAIN DIRECTORS AND OFFICERS RECEIVED FIRST CLASS AIR TRAVEL, TRAVEL FOR COMPANIONS AS WELL AS TAX INDEMNIFICATION PAYMENTS. IT IS THE ORGANIZATION'S POLICY TO TREAT THE ABOVE ITEMS AS TAXABLE COMPENSATION AND REPORT THE APPLICABLE AMOUNTS TO THE IRS ON FORM W-2 OR FORM 1099-MISC. FOR THE APPLICABLE TAX YEAR.

PART I, LINE 3

THE COMPENSATION LEVELS AND SALARY RANGES FOR OFFICERS AND CERTAIN EMPLOYEES OF THE ORGANIZATION ARE ESTABLISHED BASED ON COMPETITIVE MARKET DATA OBTAINED THROUGH PERIODIC SALARY SURVEYS PERFORMED BY OUTSIDE COMPENSATION EXPERTS ENGAGED BY THE ORGANIZATION. THESE SURVEYS PROVIDE GUIDANCE FOR ESTABLISHING REASONABLE COMPENSATION RATES AS COMPARED TO COMPENSATION PAID BY SIMILARLY SITUATED ORGANIZATIONS FOR POSITIONS OF SIMILAR SCOPE OF RESPONSIBILITY. ALL POSITIONS ARE EVALUATED AND PLACED IN THE APPROPRIATE GRADES/SALARY RANGES. AN INDIVIDUAL EMPLOYEE'S SALARY, WITHIN THEIR ASSIGNED RANGE, VARIES DEPENDING PRIMARILY UPON EXPERIENCE AND PERFORMANCE. THE ORGANIZATION HAS ADOPTED A "PAY FOR PERFORMANCE"

Part III Supplemental Information

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

PHILOSOPHY ALLOWING MANAGERS TO AWARD MERIT INCREASES BASED ON AN INDIVIDUAL'S PERFORMANCE AGAINST PRE-ESTABLISHED GOALS. THE ORGANIZATION'S ANNUAL MERIT INCREASE BUDGET IS APPROVED BY THE BOARD OF TRUSTEES BASED ON MARKET SURVEYS. OFFICERS AND CERTAIN EMPLOYEES ALSO PARTICIPATE IN THE ORGANIZATION'S INCENTIVE PAY PROGRAM.

PART I, LINE 7

TARGET INCENTIVE AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL BONUS PAID IS PROPOSED BY THE EXECUTIVE MANAGEMENT TEAM AND THE PRESIDENT BASED ON THEIR ASSESSMENT OF THE PARTICIPANT'S INDIVIDUAL PERFORMANCE AND THAT OF THE ORGANIZATION AGAINST PRE-ESTABLISHED GOALS. THE BOARD OF TRUSTEES AND COMPENSATION COMMITTEE REVIEW AND MAKE A FINAL DETERMINATION AS TO THE ACTUAL BONUS AMOUNT PAID TO PARTICIPANTS. NONE OF THE PERSONS MENTIONED ABOVE PARTICIPATE IN THE DELIBERATION OF THEIR COMPENSATION ARRANGEMENT. THE DELIBERATIONS AND DECISIONS OF THESE COMPENSATION ARRANGEMENTS ARE MAINTAINED IN CONTEMPORANEOUS DOCUMENTATION WITH OUR HUMAN RESOURCES DEPARTMENT.

Part III Supplemental Information

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

PART I, LINE 8

THE PRESIDENT/CEO IS PAID PURSUANT TO AN EMPLOYMENT CONTRACT.

PART II

THE FOLLOWING INDIVIDUALS RECEIVED DISTRIBUTIONS FROM A 457F DEFERRED COMPENSATION PLAN AND INCLUDED ON SCHEDULE J, PART II, COLUMN B(III):

PHILIP BOYER = \$274,449

DIANA ROBERTS = \$171,132

THERE WERE SEVERAL INDIVIDUALS LISTED ON SCHEDULE J, PART II WHOSE COMPENSATION AND/OR BENEFITS CHANGED DUE TO THE FOLLOWING:

- PHILIP BOYER, FORMER PRESIDENT: RECEIVED PAYMENT FROM A RETIREMENT PLAN FOR HIS YEARS OF SERVICE IN THE AMOUNT OF \$274,449.
- CRAIG FULLER, FORMER PRESIDENT HAS ACCRUED SEVERANCE AND A CONSULTING AGREEMENT OF \$397,845 WHICH IS INCLUDED IN THE \$414,420, REPORTED IN COLUMN C.
- LORRAINE HOWERTON, FORMER VP LEGISLATIVE AFFAIRS, HAS ACCRUED SEVERANCE OF \$61,824 WHICH IS INCLUDED IN THE \$75,709, REPORTED IN COLUMN C.
- ADAM SMITH, FORMER SVP ADVANCE PILOT COMMUNITY, HAS RECEIVED SEVERANCE PAYMENT OF \$26,000 WHICH IS INCLUDED IN THE \$33,813, REPORTED IN COLUMN

Part III Supplemental Information

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

B(III) AND ACCRUED SEVERANCE OF \$31,777 WHICH IS INCLUDED IN THE \$42,948,
REPORTED IN COLUMN C.

- ROBERT MORAN HAS RECEIVED SEVERANCE PAYMENT OF \$95,385 REPORTED IN
COLUMN B(III). THIS SEVERANCE WAS ACCRUED IN 2012 AS REPRESENTED IN
COLUMN F.

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.

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

OMB No. 1545-0047

3/4

**Open To Public
Inspection**

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION



Employer identification number

52-0636210

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) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

Part II Loans to and/or From Interested Persons.

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

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) 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 Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2013

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) JOHN YODICE	SECRETARY/LEGAL	425,646.	CORPORATE LEGAL COUNSEL		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

PART IV, LINE 1, JOHN YODICE

JOHN YODICE SERVES ON AOPA'S BOARD AS SECRETARY (NON-PAID POSITION) AS WELL AS IS OWNER OF YODICE ASSOCIATES WHO PROVIDES CORPORATE LEGAL COUNSEL TO AOPA.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

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

3/4

**Open to Public
Inspection**

Employer identification number

52-0636210

PART III, LINE 1

AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), A NOT-FOR-PROFIT INDIVIDUAL MEMBERSHIP ORGANIZATION EFFECTIVELY SERVES THE INTERESTS AND NEEDS OF ITS MEMBERS AND ESTABLISHES, MAINTAINS, AND ARTICULATES POSITION OF LEADERSHIP TO PROMOTE THE ECONOMY, SAFETY, UTILITY AND POPULARITY OF FLIGHT IN GENERAL AVIATION AIRCRAFT. AOPA PRESERVES THE FREEDOM TO FLY BY ADVOCATING ON BEHALF OF OUR MEMBERS; EDUCATING PILOTS, NONPILOTS, AND POLICY MAKERS ALIKE; SUPPORTING ACTIVITIES THAT ENSURE THE LONG-TERM HEALTH OF GENERAL AVIATION; FIGHTING TO KEEP GENERAL AVIATION ACCESSIBLE TO ALL; AND SECURING SUFFICIENT RESOURCES TO ENSURE OUR SUCCESS.

PART III, LINE 2

DURING 2013, AOPA MERGED WITH AOPA MEMBERSHIP PUBLICATIONS INC., A 100% OWNED TAXABLE SUBSIDIARY. THE MERGER INCREASED AOPA'S REVENUE AND EXPENSE RELATED TO THE PILOT AND FLIGHT TRAINING MAGAZINES PRODUCTION AND ADVERTISEMENT. ITS REVENUE AND EXPENSES RELATED TO THE PILOT AND FLIGHT TRAINING MAGAZINES PRODUCTION AND ADVERTISEMENT.

PART III, LINE 4A

GENERAL AVIATION PILOTS THROUGHOUT THE UNITED STATES RELY ON THE AIRCRAFT OWNERS AND PILOTS ASSOCIATION (AOPA) TO PROTECT THEIR FREEDOM TO FLY. AS THE WORLD'S LARGEST AVIATION MEMBER ASSOCIATION, AOPA ADVOCATES FOR THE INTERESTS OF GENERAL AVIATION PILOTS AT ALL LEVELS OF GOVERNMENT, PROVIDES THE INFORMATION PILOTS NEED TO GET THE MOST FROM THEIR FLYING,

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AND DELIVERS THE TOOLS TO HELP KEEP GENERAL AVIATION SAFE, FUN, AND AFFORDABLE. AOPA ALSO REACHES BEYOND THE FLYING COMMUNITY TO HELP EDUCATE DECISION MAKERS AND THE PUBLIC ABOUT THE VALUE AND UTILITY OF GENERAL AVIATION.

AOPA'S WORK BENEFITS NOT ONLY OUR MEMBERS, BUT ALSO THE ENTIRE GENERAL AVIATION COMMUNITY BY HELPING TO ENSURE THAT GA REMAINS A VIBRANT AND VIABLE FORM OF TRANSPORTATION AND RECREATION FOR GENERATIONS TO COME. AT THE SAME TIME, AOPA PROVIDES ITS MEMBERS WITH AN EXTENSIVE PORTFOLIO OF BENEFITS THAT CAN BE LOOSELY GROUPED INTO THREE AREAS: ADVOCACY, EDUCATION AND EVENTS, AND PRODUCTS AND SERVICES.

ADVOCACY

IN ORDER TO EFFECTIVELY MANAGE THE MANY ISSUES THAT AFFECT GENERAL AVIATION, AOPA'S ADVOCACY ARM IS DIVIDED INTO GROUPS RESPONSIBLE FOR LEGISLATIVE AFFAIRS, REGULATORY AFFAIRS, OPERATIONS AND INTERNATIONAL AFFAIRS, AND AIRPORTS AND STATE ADVOCACY. EACH OF THESE GROUPS WORKS WITHIN ITS OWN AREA OF EXPERTISE WHILE COORDINATING ACROSS THE ENTIRE ADVOCACY TEAM TO SUPPORT AOPA MEMBER INTERESTS.

AOPA'S LEGISLATIVE AFFAIRS STAFF IS LOCATED IN OFFICES IN WASHINGTON, D.C. THIS EXPERIENCED TEAM WORKS TO DEVELOP RELATIONSHIPS WITH MEMBERS OF CONGRESS IN ORDER TO ADVANCE LEGISLATION THAT SUPPORTS GENERAL AVIATION WHILE FIGHTING TO PREVENT THE IMPOSITION OF MANDATES THAT MAKE FLYING MORE COSTLY, COMPLICATED, OR RESTRICTIVE. THE GROUP ALSO WORKS TO DRAW ATTENTION TO ISSUES OF IMPORTANCE TO THE GENERAL AVIATION COMMUNITY AS A WHOLE.

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AOPA'S REGULATORY EXPERTS DELIVER THE GENERAL AVIATION PERSPECTIVE AND MESSAGE FEDERAL AGENCIES SUCH AS THE FEDERAL AVIATION ADMINISTRATION (FAA), TRANSPORTATION SECURITY ADMINISTRATION (TSA), NATIONAL TRANSPORTATION SECURITY BOARD (NTSB) AND OTHERS WHOSE DECISIONS AND POLICIES AFFECT AVIATION. AMONG THE BROAD ISSUES CONTINUOUSLY ADDRESSED BY THIS GROUP ARE PILOT AND MEDICAL CERTIFICATION, AIRCRAFT CERTIFICATION, MAINTENANCE, OPERATIONS, FUEL, AND INTERNATIONAL REGULATORY HARMONIZATION.

AOPA'S OPERATIONS AND INTERNATIONAL AFFAIRS TEAM FOCUSES ON ISSUES RELATED TO AIR TRAFFIC SERVICES AND ADVOCATES FOR POLICIES AND PROCEDURES THAT ENSURE GENERAL AVIATION USERS ENJOY ACCESS TO AIRSPACE AND AIRPORTS, OPERATIONAL FLEXIBILITY, AND SAFETY. THIS GROUP ALSO HELPS KEEP MEMBERS INFORMED ABOUT THE EVER-CHANGING AIRSPACE ENVIRONMENT AND THEY ALSO ADDRESS SECURITY MATTERS AND ADVOCATE FOR REASONABLE AND APPROPRIATE SECURITY MEASURES THAT RECOGNIZE THE UNIQUE NATURE OF GENERAL AVIATION. TO HELP ORGANIZE AND DISTRIBUTE INFORMATION ABOUT AOPA'S ADVOCACY EFFORTS TO MEMBERS, DECISION MAKERS, AND OTHERS, AOPA ROUTINELY PRODUCES HUNDREDS OF ONLINE AND PRINT STORIES, VIDEO SEGMENTS AND PRESS RELEASES ANNUALLY.

IN ADDITION TO AOPA'S EFFORTS ON THE FEDERAL LEVEL, THE ASSOCIATION ALSO HAS A NETWORK OF 7 REGIONAL MANAGERS AND OVER 2,500 AIRPORT SUPPORT NETWORK VOLUNTEERS WHO HELP KEEP AOPA INFORMED ABOUT THE ISSUES AFFECTING GENERAL AVIATION IN THEIR COMMUNITIES. WORKING THROUGH OUR VOLUNTEERS, REGIONAL MANAGERS, AND HEADQUARTERS-BASED STAFF, AOPA PROMOTES, PROTECTS, AND DEFENDS COMMUNITY AIRPORTS; ADVOCATES TO MAINTAIN SUFFICIENT STATE

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AND LOCAL FUNDING FOR GA AIRPORTS AND INFRASTRUCTURE; WORKS TO PREVENT EXCESS STATE TAXATION ON FLYING; AND PROTECTS GENERAL AVIATION PILOTS FROM UNNECESSARY OR INAPPROPRIATE STATE AND LOCAL REGULATION.

THROUGHOUT 2013, AOPA ADDRESSED MORE THAN 450 SEPARATE STATE LEGISLATIVE ISSUES ACROSS THE NATION. AMONGST THEM WERE A NUMBER OF SIGNIFICANT VICTORIES FOR OUR MEMBERS, INCLUDING ADOPTION OF A SALES TAX EXEMPTION FOR AIRCRAFT PARTS AND MAINTENANCE IN PENNSYLVANIA, A SIMILAR EXEMPTION IN INDIANA WHERE WE ALSO WON A FUEL TAX DECREASE, AND A 20 YEAR EXTENSION IN MAINE OF AN EXEMPTION ON THE SALE OF AIRCRAFT, AIRCRAFT PARTS, AND MAINTENANCE. WE ALSO PREVENTED INCREASES IN AVIATION TAXES IN DELAWARE, PENNSYLVANIA, AND OREGON. AOPA HELPED WIN ADOPTION OF LEGISLATION TO PROVIDE GREATER SAFETY AND LAND USE RULES AROUND AIRPORTS IN MONTANA AND NEBRASKA, AS WELL AS AMENDMENTS TO STATE RECREATIONAL USE STATUTES IN WYOMING, OKLAHOMA, ARKANSAS THAT EXTEND LIABILITY PROTECTIONS TO AVIATION USES.

IN ADDITION TO OUR WORK DIRECTLY WITH LAWMAKERS AND POLICY MAKERS, AOPA'S ADVOCACY TEAM PROVIDES RESOURCES THAT CAN HELP PILOTS BE THEIR OWN ADVOCATES WITHIN THEIR COMMUNITIES. THESE TOOLS ARE DESIGNED TO HELP PILOTS AND AVIATION GROUPS ADDRESS COMMON CONCERNS AND PROMOTE AVIATION IN THEIR AREAS. AVAILABLE ONLINE, AS DVDS, PAMPHLETS, BROCHURES, BOOKLETS, AND FACT SHEETS, THESE RESOURCES FALL INTO SIX GENERAL CATEGORIES: SAVING AIRPORTS; TALKING TO THE MEDIA; FACTS, STATISTICS, AND GLOSSARIES; WRITING LETTERS TO DEFEND GA; PROVIDING FIRST-HAND FLIGHT EXPERIENCES; AND INTRODUCING YOUNG PEOPLE TO FLYING. WITH MORE THAN TWO DOZEN SUCH PUBLICATIONS, MANY OF WHICH ARE UPDATED ANNUALLY, AOPA

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PROVIDES PILOTS WITH THE BACKGROUND MATERIALS AND PRACTICAL GUIDANCE THEY NEED TO BE POWERFUL ADVOCATES FOR GA.

PILOTS CAN ALSO PLAY AN ACTIVE ROLE IN SECURING THEIR AIRPORTS THROUGH AOPA'S AIRPORT WATCH PROGRAM. WORKING IN PARTNERSHIP WITH THE TRANSPORTATION SECURITY ADMINISTRATION (TSA), AOPA HAS DEVELOPED A NATIONWIDE PROGRAM THAT HELPS PILOTS TO OBSERVE AND REPORT SUSPICIOUS ACTIVITY-REDUCING THE NEED FOR EXPENSIVE AND IMPRACTICAL REGULATION. AOPA'S AIRPORT WATCH PROGRAM IS SUPPORTED BY A CENTRALIZED, GOVERNMENT-PROVIDED, TOLL-FREE HOTLINE (1-866-GA-SECURE). THE AIRPORT WATCH PROGRAM PROVIDES WARNING SIGNS FOR AIRPORTS, INFORMATIONAL LITERATURE, AND TRAINING VIDEOS TO EDUCATE PILOTS AND AIRPORT EMPLOYEES.

PILOTS WHO WANT TO DO EVEN MORE TO HELP SUPPORT GA AND THEIR LOCAL AIRPORTS CAN JOIN THE AOPA AIRPORT SUPPORT NETWORK. IN 2013, THE NETWORK REACHED OVER 2,500 VOLUNTEERS IN PLACE AT AIRPORTS NATIONWIDE. VOLUNTEERS TAKE A LEADERSHIP ROLE AT THEIR AIRPORTS, HELPING TO PROMOTE THEIR AIRPORTS, KEEP AOPA INFORMED ABOUT POTENTIAL THREATS, WORK WITH COMMUNITY LEADERS AND NEIGHBORS, AND ENCOURAGE PILOTS TO RESPOND APPROPRIATELY TO CONCERNS ABOUT THE AIRPORT.

AOPA IS ALSO WORKING TO ENSURE THE FUTURE VIABILITY OF GENERAL AVIATION BY DEVELOPING AND SUPPORTING EFFORTS TO GROW AND SUPPORT THE PILOT POPULATION. IN 2013, AOPA FOCUSED ON TWO MAJOR PROGRAMS: THE FLYING CLUBS INITIATIVE AND THE FLIGHT TRAINING INITIATIVE.

EXTENSIVE RESEARCH HAS SHOWN THAT FLYING CLUBS ARE A VALUABLE PART OF THE AVIATION LANDSCAPE. PILOTS INVOLVED WITH THE MOST EFFECTIVE CLUBS FIND

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AVIATION MORE AFFORDABLE AND MORE ACCESSIBLE, AND FLYING CLUBS CREATE THE TYPE OF SUPPORTIVE COMMUNITY THAT KEEPS PILOTS ACTIVE AND ENGAGED. AT THE END OF 2013, 738 CLUBS HAD SIGNED UP AND WERE SEARCHABLE THROUGH AOPA'S ONLINE FLYING CLUB FINDER. A MANAGEMENT TOOL FOR FLYING CLUB LEADERS, THE CLUB CONNECTOR, ALSO HAD NEARLY 3,300 SUBSCRIBERS AT THE END OF 2013. THIS ELECTRONIC NEWSLETTER IS A MONTHLY PUBLICATION.

TEN WEBINARS FOR FLYING CLUB LEADERS WERE PRODUCED IN 2013, WITH A TOTAL OF 3,107 PARTICIPANTS AND VIEWERS. EACH WEBINAR HAS BEEN ARCHIVED AND IS AVAILABLE FOR ON-DEMAND VIEWING FOR ANYONE INTERESTED THROUGH AOPA'S WEBSITE.

WE ALSO CONTINUED THE WORK THAT BEGAN SEVERAL YEARS AGO WITH THE FLIGHT TRAINING STUDENT RETENTION INITIATIVE. AOPA HELD THEIR ANNUAL FLIGHT TRAINING AND PILOT COMMUNITY SUMMIT ON WEDNESDAY, OCTOBER 9, 2013 THE DAY BEFORE AOPA SUMMIT. MORE THAN 120 FLIGHT SCHOOL OWNERS AND MANAGERS, FLIGHT INSTRUCTORS, FLYING CLUB LEADERS AND INDUSTRY INNOVATORS PARTICIPATED IN THE HALF-DAY CONFERENCE. INITIAL FINDINGS OF AOPA'S PILOT RETENTION RESEARCH WAS SHARED WITH THE GROUP, AS WELL AS, PLANS TO IMPLEMENT A NATIONWIDE "RUSTY PILOTS" PROGRAM AND CAMPAIGN TO GET LAPSED PILOTS BACK TO ACTIVELY FLYING. BREAK OUT GROUPS AND GUIDED GROUP DISCUSSIONS WERE ALSO A KEY PART OF THE CONFERENCE TO ALLOW ATTENDEES TO SHARE BEST PRACTICES AND LEARN FROM ONE ANOTHER.

AOPA ALSO COMPLETED ANOTHER SERIES OF THE "FLIGHT TRAINING EXCELLENCE POLL AND AWARDS" IN 2013 WHERE STUDENTS THAT HAD UNDERTAKEN FLIGHT TRAINING WITHIN THE LAST 24 MONTHS WERE INVITED TO COMPLETE THE FLIGHT TRAINING EXCELLENCE POLL. THE POLL WAS USED TO GET A SNAPSHOT OF THE

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CUSTOMER PERSPECTIVE OF FLIGHT TRAINING TODAY, BOTH POSITIVE AND NEGATIVE

EXPERIENCES. THE 2013 POLL WAS OPEN FROM APRIL 10, 2103 TO AUGUST 9, 2013.

THE POLL WAS CONDUCTED USING AN ONLINE SURVEY PROCESS BASED ON AOPA'S 2011 RESEARCH INTO THE OPTIMAL FLIGHT TRAINING EXPERIENCE. EACH INDIVIDUAL COULD NOMINATE UP TO ONE FLIGHT SCHOOL AND ONE FLIGHT INSTRUCTOR PER YEAR. 3,375 INDIVIDUALS COMPLETED THE POLL IN 2013. THIS RESULTED IN REVIEWS OF 508 DIFFERENT FLIGHT SCHOOLS AND 956 DIFFERENT FLIGHT INSTRUCTORS.

AT THE FLIGHT TRAINING AND PILOT COMMUNITY SUMMIT, AN AWARDS CEREMONY WAS HELD TO RECOGNIZE AWARD WINNERS. SAN CARLOS FLIGHT CENTER OF SAN CARLOS, CA WAS AWARDED THE TOP AWARD AS BEST FLIGHT SCHOOL. CONOR DANCY OF LEESBURG, VA WAS AWARDED BEST FLIGHT INSTRUCTOR. TEN FLIGHT SCHOOLS EARNED THE TITLE OF OUTSTANDING FLIGHT SCHOOL AND ELEVEN FLIGHT INSTRUCTORS EARNED THE TITLE OF OUTSTANDING FLIGHT INSTRUCTOR. 74 FLIGHT SCHOOLS AND 69 FLIGHT INSTRUCTORS EARNED THE RECOGNITION OF HONOR ROLL. ALL WINNING SCHOOLS AND INSTRUCTORS RECEIVED AN ELECTRONIC AWARD LOGO TO HELP THEM PROMOTE THIS RECOGNITION IN THEIR OWN MARKETING MATERIALS. THE WINNERS WERE ALSO PROFILED IN AN ISSUE OF FLIGHT TRAINING MAGAZINE.

UNDER THE FLIGHT SCHOOL BUSINESS BRAND, AN ELECTRONIC NEWSLETTER WAS SENT ON A MONTHLY BASIS AND NUMEROUS WEBINARS WERE HELD IN 2013. AT THE END OF 2013, 4500 SUBSCRIBERS RECEIVED THE MONTHLY NEWSLETTER. A TOTAL OF 9 WEBINARS WERE HELD IN 2013 AIMED AT HELPING FLIGHT SCHOOLS ENHANCE THE VALUE THEY BRING TO THE FLIGHT TRAINING EXPERIENCE. OVER 1,660 PARTICIPATED OR HAVE VIEWED THE 2013 FLIGHT SCHOOL BUSINESS WEBINARS,

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WHICH ARE ALSO ARCHIVED AND AVAILABLE ON AOPA'S WEBSITE.

EDUCATION AND EVENTS

EDUCATING WITH OUR MEMBERS ABOUT THE ISSUES THAT AFFECT THEIR FLYING HAS ALWAYS BEEN AT THE HEART OF AOPA'S MISSION. TODAY, AOPA PRODUCES TWO MONTHLY MAGAZINES, NUMEROUS ELECTRONIC NEWSLETTERS, A WEEKLY VIDEO NEWS PROGRAM, STREAMING VIDEO, MULTIPLE WEB SITES, MEETINGS, AND EVENTS--ALL WITH THE GOAL OF EDUCATING AND INFORMING OUR MEMBERS, THE LARGER AVIATION COMMUNITY, AND THE PUBLIC.

AOPA PILOT IS AOPA'S FLAGSHIP MAGAZINE, AND THE MOST WIDELY READ AVIATION MAGAZINE IN THE WORLD. WRITTEN BY PILOTS FOR PILOTS, EACH ISSUE BRINGS READERS THE LATEST NEWS AFFECTING GENERAL AVIATION, INCLUDING COVERAGE OF GOVERNMENTAL AND REGULATORY ISSUES, UPDATES ON AOPA'S ADVOCACY EFFORTS, NEWS FROM AIRCRAFT AND AVIONICS MANUFACTURERS, AND MORE. READERS ARE ALSO TREATED TO BEAUTIFULLY DESIGNED FEATURE STORIES ABOUT THE BEST FLYING DESTINATIONS FOR GENERAL AVIATION PILOTS, PILOTING TECHNIQUES, AIRCRAFT OWNERSHIP, COCKPIT TECHNOLOGY AND, OF COURSE, AIRCRAFT NEW AND OLD. REGULAR COLUMNS ADDRESS AIRCRAFT MAINTENANCE, LEGAL ISSUES, MEDICAL CONSIDERATIONS, AND OTHER SUBJECTS OF DIRECT CONCERN TO PILOTS AND AIRCRAFT OWNERS. MORE THAN 3.6 MILLION COPIES OF AOPA PILOT WERE PRODUCED IN 2013.

A SECOND MONTHLY MAGAZINE, FLIGHT TRAINING, IS DESIGNED SPECIFICALLY TO MEET THE NEEDS OF THE FLIGHT TRAINING COMMUNITY, INCLUDING STUDENT PILOTS, THOSE WHO ARE RETURNING TO FLYING AFTER A HIATUS, AND FLIGHT INSTRUCTORS. WITH THE TAG LINE "A GOOD PILOT IS ALWAYS LEARNING," THE

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MAGAZINE PLACES A HEAVY EMPHASIS ON BUILDING AND ENHANCING THE FUNDAMENTAL SKILLS AND KNOWLEDGE EVERY PILOT MUST MASTER. FLIGHT TRAINING PRESENTS PRACTICAL INFORMATION, TIPS, AND TOOLS IN A FORMAT THAT IS CLEAR, UNDERSTANDABLE, AND ENJOYABLE TO READ. WITH THE HELP OF DETAILED, ACCURATE ILLUSTRATIONS AND BEAUTIFUL PHOTOGRAPHY, FLIGHT TRAINING MAKES THE COMPLEX CONCEPTS BEHIND SUCCESSFUL PILOTING EASY TO UNDERSTAND AND ABSORB. IN 2013, AOPA PRODUCED MORE THAN 1.1 MILLION COPIES OF THE MAGAZINE.

AOPA ALSO MAINTAINS A WEB SITE, [HTTP://FLIGHTTRAINING.AOPA.ORG/MAGAZINE](http://flighttraining.aopa.org/magazine), TO ACT AS A COMPANION TO THE MAGAZINE. THE SITE ENHANCES AND SUPPLEMENTS THE MAGAZINE'S EDITORIAL CONTENT AND PROVIDES PRACTICAL INFORMATION ABOUT LEARNING TO FLY FOR PROSPECTIVE AND STUDENT PILOTS.

IN ADDITION, BOTH AOPA PILOT MAGAZINE AND FLIGHT TRAINING MAGAZINE ARE DISTRIBUTED DIGITALLY. BETWEEN THE TWO MAGAZINES, MORE THAN 42,000 COPIES OF THE DIGITAL EDITION ARE DISTRIBUTED EACH MONTH.

MANY AOPA MEMBERS WANT MORE NEWS, MORE OFTEN THAN MONTHLY MAGAZINES CAN SUPPLY. FOR THOSE MEMBERS, AOPA PRODUCES SEVERAL DIFFERENT ELECTRONIC NEWSLETTERS, WHICH ARE AVAILABLE FREE OF CHARGE TO ALL MEMBERS. AOPA EPILOT IS A WEEKLY E-MAIL NEWSLETTER THAT PROVIDES THE LATEST GENERAL AVIATION AND AOPA NEWS. EPILOT DELIVERS INFORMATION PERTINENT TO THE READER'S GEOGRAPHIC LOCATION. IN ADDITION, EPILOT SUBSCRIBERS RECEIVE INSTANT AIRSPACE ALERTS WHEN SPECIAL CIRCUMSTANCES, SUCH AS TEMPORARY AIRSPACE RESTRICTIONS, AFFECT THEIR REGION. AT THE END OF 2013, 253,823 USERS WERE SUBSCRIBED TO EPILOT.

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MEMBERS WITH AN INTEREST IN TRAINING MAY ALSO CHOOSE TO RECEIVE THE FLIGHT TRAINING EDITION OF AOPA EPILOT. THIS NEWSLETTER ALSO PROVIDES THE LATEST NEWS, BUT ADDS SPECIALIZED TRAINING-RELATED TIPS AND TECHNIQUES EACH WEEK. AT THE END OF 2013, 86,664 READERS WERE SUBSCRIBED TO THIS SPECIAL EDITION.

AOPA'S NEWEST ELECTRONIC NEWSLETTER, AVIATION EBRIEF, DELIVERS AVIATION-RELATED NEWS TO READERS EACH WEEKDAY. BY BRINGING TOGETHER AVIATION NEWS FROM A VARIETY OF MEDIA OUTLETS, AVIATION EBRIEF PROVIDES READERS WITH A BIG-PICTURE OVERVIEW OF WHAT IS HAPPENING IN THE AVIATION WORLD. AVIATION EBRIEF IS AVAILABLE FREE OF CHARGE TO BOTH AOPA MEMBERS AND NON-MEMBERS WHO HAVE AN INTEREST IN THE ISSUES AFFECTING GENERAL AVIATION. IN 2013, 195,360 INDIVIDUALS SUBSCRIBED TO AVIATION EBRIEF.

THROUGH AOPA LIVE, THE ASSOCIATION'S ONLINE STREAMING MEDIA OUTLET, MEMBERS AND OTHERS CAN WATCH INTERVIEWS WITH THE MOST INFLUENTIAL AND DYNAMIC FIGURES IN AVIATION. WITH CONTINUING COVERAGE OF IMPORTANT ISSUES AND AVIATION EVENTS, AOPA LIVE FEATURES A GROWING LIBRARY OF INTERVIEWS WITH A VARIETY OF AVIATION LEADERS AND INSPIRATIONAL FIGURES, INCLUDING THE FAA ADMINISTRATOR, CONGRESSMEN, AIRSHOW PERFORMERS, CEOs OF MAJOR AVIATION COMPANIES, ASSOCIATION LEADERS FROM ACROSS THE AVIATION SPECTRUM, AND DOZENS OF OTHERS. IN 2013, AOPA LIVE VIDEOS WERE VIEWED OR PRESENTED 2.2 MILLION TIMES FOR 231,000 HOURS OF PLAY TIME.

AOPA LIVE THIS WEEK WAS LAUNCHED IN MAY 2012 AS A WEEKLY TV-NEWS-MAGAZINE STYLE WEBCAST TO INFORM, EDUCATE, AND ENTERTAIN GENERAL AVIATION PILOTS.

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THE SHOW, WITH ITS HIGH PRODUCTION QUALITIES AND REPORTING BY GENERAL AVIATION'S MOST EXPERIENCED REPORTERS, QUICKLY GREW TO BE THE LARGEST SUCH WEEKLY SHOW ABOUT AVIATION. THE TEAM REPORTED ON EVERYTHING FROM NEW AIRCRAFT LAUNCHES TO SAFETY AND PROFICIENCY TECHNIQUES TO THE LATEST AOPA POLICY POSITIONS. VIEWERS TELL AOPA THE SHOW HELPS BRING IMPORTANT ADVOCACY ISSUES TO LIFE, HELPING THEM BETTER UNDERSTAND COMPLEX SUBJECTS. VIDEO HAS PROVEN TO BE A POWERFUL MEANS OF COMMUNICATING WITH THE GENERAL AVIATION COMMUNITY AND AN ALSO IMPORTANT WAY TO ALERT THE AUDIENCE TO NEW ONLINE COURSES AND PROGRAMS.

AOPA ALSO COMMUNICATES WITH AND EDUCATES ITS MEMBERS BY PROVIDING BOTH UNPARALLELED BREADTH AND DEPTH OF ONLINE RESOURCES—RESOURCES THAT ARE CONTINUOUSLY BEING UPDATED TO IMPROVE THEIR COMPATIBILITY WITH SMART PHONES AND MOBILE DEVICES ACROSS MULTIPLE PLATFORMS. AOPA ONLINE GIVES MEMBERS ROUND-THE-CLOCK ACCESS TO NEWS, INFORMATION, FLIGHT PLANNING RESOURCES, AIRCRAFT OWNERSHIP TOOLS, AND MORE. IN 2013 ALONE, MORE THAN 4.4 MILLION UNIQUE VISITORS VIEWED MORE THAN 33 MILLION PAGES OF INFORMATION THROUGH AOPA.ORG.

AOPA LAUNCHED AN UPDATED VERSION OF ITS POPULAR WEBSITE, AOPA.ORG, IN 2013 FEATURING AN EASIER-TO-USE DESIGN AND INTERACTION FORMAT.

THE REDESIGNED WEBSITE FEATURES QUICK LINKS TO AOPA'S POPULAR FLIGHT PLANNING AND WEATHER TOOLS, A DEDICATED NEWS PAGE AND AN ADVOCACY ALERT SECTION TO KEEP READERS INFORMED OF THE ASSOCIATION'S EFFORTS TO PROTECT THE FREEDOM TO FLY ON THE LOCAL, STATE AND FEDERAL LEVELS.

WHILE SOME FEATURES OF THE AOPA.ORG WEBSITE ARE AVAILABLE PUBLICLY, MEMBERS ENJOY ACCESS TO THE SITE'S MOST POPULAR FEATURES, INCLUDING

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AOPA'S FLYQ WEB FLIGHT PLANNING AND WEATHER DATA TOOLS WHERE MEMBERS CAN QUICKLY AND ACCURATELY PREPARE AND FILE A FLIGHT PLAN ANYWHERE THEY HAVE INTERNET ACCESS. MEMBERS CAN ALSO FIND AVIATION WEATHER REPORTS, FUEL PRICES, THE LATEST SECURITY AND AIRSPACE INFORMATION, AND OTHER TOOLS TO HELP THEM PLAN FLIGHTS THAT ARE EFFICIENT, SAFE, AND ENJOYABLE.

WITH AOPA AIRPORTS, ALSO ACCESSIBLE THROUGH AOPA ONLINE, MEMBERS CAN FIND EVERYTHING THEY NEED TO KNOW ABOUT POTENTIAL DESTINATIONS AND FUEL STOPS. UPDATED DAILY, THE DIRECTORY IS THE MOST COMPREHENSIVE OF ITS KIND, BRINGING TOGETHER AIRPORT INFORMATION, RUNWAY DIAGRAMS, INSTRUMENT APPROACH PLATES, MAINTENANCE INFORMATION, RADIO FREQUENCIES, FLIGHT SERVICE STATION TELEPHONE NUMBERS, AND MORE. THE DIRECTORY ALSO PROVIDES PRACTICAL TOOLS TO HELP MEMBERS GET THE MOST OUT OF A VISIT TO ANY AIRPORT, INCLUDING CONTACT INFORMATION FOR ON-AIRPORT BUSINESSES SUCH AS FIXED-BASE OPERATORS, FLIGHT SCHOOLS, AND REPAIR FACILITIES AS WELL AS INFORMATION ABOUT LOCAL RESTAURANTS, HOTELS, CAR RENTALS, AND ATTRACTIONS.

OTHER RESOURCES AVAILABLE ONLINE INCLUDE ASSISTANCE WITH VALUING AND PURCHASING AN AIRCRAFT, AVIATION MEDICAL INFORMATION AND TOOLS TO HELP PILOTS PREPARE FOR THEIR NEXT MEDICAL EXAM, GUIDELINES FOR INTERNATIONAL FLYING, REGULATORY AND AIRWORTHINESS INFORMATION, AVIATION CLASSIFIEDS, AND AIRCRAFT AND AVIONICS REVIEWS.

ONLINE VISITORS CAN ALSO STAY UP TO DATE WITH AOPA'S ADVOCACY EFFORTS AT THE FEDERAL, STATE, AND LOCAL LEVELS. PILOTS CAN USE THE SITE TO FIND THEIR LOCAL AOPA AIRPORT SUPPORT NETWORK VOLUNTEER OR BECOME VOLUNTEERS THEMSELVES. AOPA MEMBERS CAN ALSO LEARN MORE ABOUT THE WORK OF AOPA'S

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POLITICAL ACTION COMMITTEE AND ITS SUPPORT FOR CANDIDATES WHO REPRESENT THE INTERESTS AND CONCERNS OF AOPA'S MEMBERS AND THE GENERAL AVIATION COMMUNITY AS A WHOLE.

FOR NEWCOMERS TO FLYING, AOPA ONLINE OFFERS DETAILED INFORMATION ABOUT THE PROCESS AND REQUIREMENTS FOR LEARNING TO FLY, HELP FINDING A FLIGHT INSTRUCTOR AND AVIATION MEDICAL EXAMINER, AN IN-DEPTH GUIDE TO CHOOSING A TRAINING AIRCRAFT, AND INFORMATION ABOUT AVIATION CAREERS.

PILOTS WITH MORE EXPERIENCE MAY WANT TO TAKE ADVANTAGE OF INFORMATION ABOUT EARNING ADVANCED RATINGS AND CERTIFICATES AS WELL AS TRANSITIONING TO HIGH PERFORMANCE AIRCRAFT, TURBOPROPS, AND JETS. FOR CHILDREN, AOPA ONLINE OFFERS A COLLECTION OF YOUTH EDUCATION RESOURCES THAT LINK AVIATION TO MATH, SCIENCE, PHYSICS, HISTORY, AND TECHNOLOGY. IN ADDITION TO THE ONLINE PRODUCTS, PRINTED MATERIALS ARE AVAILABLE TO TEACHERS AND PILOTS AT NO CHARGE.

AOPA MEMBERS CAN ALSO USE AOPA ONLINE TO ACCESS AND UPDATE ALL OF THEIR MEMBER INFORMATION AND PREFERENCES, CONNECT WITH AOPA-ENDORSED PROGRAMS, OR PURCHASE SERVICES LIKE SPECIALIZED MEDICAL ASSISTANCE, AVIATION INSURANCE, AND AVIATION LEGAL COUNSEL.

FOR MEMBERS WHO WANT A MORE PERSONAL ENCOUNTER, AOPA HOSTS AND ATTENDS A WIDE VARIETY OF AVIATION EVENTS THROUGHOUT THE YEAR. AOPA'S AVIATION SUMMIT IS HELD IN THE AUTUMN EACH YEAR, ALTERNATING BETWEEN LOCATIONS IN THE UNITED STATES. AOPA'S AVIATION SUMMIT IN 2013 WAS HELD IN FORT WORTH, TX AND HOSTED OVER 5,716 UNIQUE GUESTS (WHICH INCLUDED PAID ATTENDEES, EXHIBITORS AND INVITED GUESTS) AND 4,900 ATTENDEES AT AIRPORTFEST. THE EVENT BOASTED MORE THAN 100 HOURS OF EDUCATIONAL SEMINARS, FORUMS AND

Name of the organization AIRCRAFT OWNERS & PILOTS ASSOCIATION	Employer identification number 52-0636210
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SPEECHES FROM SOME OF THE MOST SIGNIFICANT NAMES IN AVIATION TODAY, A LARGE AND DIVERSE AIRCRAFT EXHIBIT, AND NUMEROUS SOCIAL EVENTS THAT ENHANCE THE ALREADY STRONG SENSE OF COMMUNITY AMONG GENERAL AVIATION PILOTS AND ENTHUSIASTS.

IN ADDITION TO THE ANNUAL CONVENTION, AOPA HOSTED 7 TOWN-HALL-STYLE MEETINGS AT AIRPORTS NATIONWIDE THROUGHOUT THE YEAR. THE ASSOCIATION ALSO HAS A MAJOR PRESENCE AT IMPORTANT GENERAL AVIATION EVENTS, INCLUDING SUN 'N FUN, NBAA'S ANNUAL CONVENTION, AND AIRVENTURE. AT ALL OF THESE EVENTS, AOPA STAFF PROVIDES SERVICES TO MEMBERS, NEWS COVERAGE, AND MORE.

PRODUCTS AND SERVICES

AOPA MEMBERS HAVE ACCESS TO A WIDE RANGE OF SERVICES AND PRODUCTS FROM AOPA AND AOPA PARTNERS. WITH A TEAM OF DEDICATED SERVICE SPECIALISTS, AOPA HAS THE RESOURCES TO ANSWER VIRTUALLY ANY AVIATION-RELATED QUESTION MEMBERS MAY HAVE.

IN ADDITION TO HAVING ONLINE ACCESS TO THEIR MEMBER INFORMATION, AOPA MEMBERS CAN CALL AOPA'S MEMBER SERVICE REPRESENTATIVES TO RENEW OR UPDATE THEIR MEMBERSHIPS, CHANGE THEIR PREFERENCES, ENROLL IN OR CANCEL SERVICES, AND GET INFORMATION ON AOPA'S MEMBER PRODUCTS. IN 2013, THIS TEAM OF SERVICE PROFESSIONALS HANDLED MORE THAN 141,00 CONTACTS, CONNECTING MEMBERS TO EXACTLY THE PEOPLE AND INFORMATION THEY NEED, WHETHER THE CONTACT IS MADE THROUGH E-MAIL, THE WEB, OR OVER THE PHONE. THEY ALSO TOUCHED 93,675 MEMBERS THROUGH NON-FINANCIAL UPDATES-INCLUDING SEMINAR REGISTRATION, FT FREE ENROLLMENTS, DEMOGRAPHIC UPDATES, BENEFICIARY ENTRIES & PROXY UPDATES. THIS TEAM STRIVES TO RESOLVE ANY AND

Name of the organization AIRCRAFT OWNERS & PILOTS ASSOCIATION	Employer identification number 52-0636210
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ALL MEMBER ISSUES IN THE FIRST CONTACT—GIVING MEMBERS THE SATISFACTION OF KNOWING THAT THEIR CONCERNS AND QUESTIONS WILL BE ADDRESSED CORRECTLY THE FIRST TIME.

WHenever an AOPA member has an aviation-related question, they can call the AOPA Pilot Information Center to get fast and accurate answers. With a team of flight instructors, airline transport rated pilots, aviation mechanics, airport managers, aviation medical specialists, and other aviation experts on call, the Pilot Information Center takes pride in being able to assist AOPA members with any query. During 2013, the center responded to more than 120,000 contacts covering issues as diverse as international flight planning, aircraft ownership, flight training for primary and advanced pilots, aircraft maintenance, regulatory interpretations, airspace, air traffic control, and more.

The medical staff responds to member questions covering a spectrum of medical conditions from questions about color vision and high blood pressure to kidney stones and heart disease. The medical staff's unique level of aero-medical expertise has enabled them to work closely with the FAA Aero-Medical Division in Oklahoma City and Washington, D.C., to ensure that the information provided to members is accurate and comprehensive, and that our advocacy efforts result in the best possible outcome for the member. Our close working relationship with FAA aeromedical affords AOPA members the industry's foremost expertise and assistance in obtaining special issuance medical certificates.

The Pilot Information Center is available to all members by phone at

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800/872-2672 OR VIA E-MAIL PILOTASSIST@AOPA.ORG.

PART VI, SECTION A, LINE 2

THERE ARE TWO TRUSTEES (MR. TRIMBLE AND MR. CRATE) WHO HAVE A BUSINESS RELATIONSHIP OUTSIDE OF AOPA. THESE TWO TRUSTEES ARE PARTNERS IN THE SAME COMPANY.

PART VI, SECTION A, LINES 6 AND 7A

AT THE ANNUAL MEETING OF MEMBERS, AOPA MEMBERS IN GOOD STANDING ARE ENTITLED TO VOTE FOR THE AOPA BOARD OF TRUSTEES. AOPA MEMBERS ARE ENTITLED TO ONE VOTE. EACH MEMBER ENTITLED TO VOTE MAY DO SO EITHER IN PERSON OR BY WRITTEN PROXY.

PART VI, SECTION B, LINES 11A & 11B

IN CONJUNCTION WITH GRANT THORNTON LLP TAX SPECIALISTS, AOPA MANAGEMENT REVIEWS THE FORM 990 WITH THE AUDIT COMMITTEE PRIOR TO PRESENTING THE RETURN TO OUR BOARD OF TRUSTEES FOR REVIEW.

PART VI, SECTION B, LINE 12C

THE AIRCRAFT OWNERS & PILOTS ASSOCIATION'S BOARD IS PROVIDED A WRITTEN "CODE OF ETHICS, CONFLICT OF INTEREST QUESTIONNAIRE AND DISCLOSURE FORM" ("FORM"). THE FORM REQUIRES PERSONS COVERED (OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES) TO ANNUALLY DISCLOSE AND UPDATE THE FORM AND PROVIDE TO LEGAL COUNSEL INTERESTS THAT COULD GIVE RISE TO CONFLICT(S). LEGAL COUNSEL REVIEWS THE ANNUAL DISCLOSURES BY ALL COVERED PERSONS. DISCLOSURES ARE REGULARLY MONITORED BY COUNSEL, ANY POTENTIALLY

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CONFLICTING OR OTHERWISE QUESTIONABLE RESPONSES ARE FLAGGED AND THE ETHICS POLICY IS ENFORCED.

PART VI, SECTION B, LINES 15A & 15B

THE COMPENSATION FOR THE PRESIDENT IS SET BY THE BOARD OF TRUSTEES AND COMPENSATION COMMITTEE AND CONTRACTUALLY CONFIRMED THROUGH AN EMPLOYMENT AGREEMENT BETWEEN THE BOARD AND THE INCUMBENT. THE BASE SALARY FOR THIS POSITION MAY BE ADJUSTED BY THE BOARD FROM TIME TO TIME AT ITS SOLE DISCRETION. THE PRESIDENT IS ALSO CONSIDERED ANNUALLY BY THE BOARD FOR AN INCENTIVE BONUS WHICH IS A PERCENT OF BASE SALARY. THE ACTUAL BONUS PAID IS DETERMINED BY THE BOARD BASED ON ITS ASSESSMENT OF THE PRESIDENT'S PERFORMANCE AND THAT OF THE ORGANIZATION AGAINST APPROPRIATE GOALS SET BY THE COMPENSATION COMMITTEE AND THE PRESIDENT. PERIODIC INDEPENDENT REVIEWS OF THE PRESIDENT'S COMPENSATION ARE CONDUCTED BY OUTSIDE COMPENSATION EXPERTS TO ENSURE THAT THE COMPENSATION PAID IS REASONABLE BASED ON APPROPRIATE DATA AS TO COMPARABILITY OF COMPENSATION PAID BY SIMILAR ORGANIZATIONS FOR POSITIONS OF SIMILAR SCOPE OF RESPONSIBILITY. THE COMPENSATION LEVELS AND SALARY RANGES FOR OFFICERS AND CERTAIN EMPLOYEES OF THE ORGANIZATION ARE ESTABLISHED BASED ON COMPETITIVE MARKET DATA OBTAINED THROUGH PERIODIC SALARY SURVEYS PERFORMED BY OUTSIDE COMPENSATION EXPERTS ENGAGED BY THE ORGANIZATION. THESE SURVEYS PROVIDE GUIDANCE FOR ESTABLISHING REASONABLE COMPENSATION RATES AS COMPARED TO COMPENSATION PAID BY SIMILARLY SITUATED ORGANIZATIONS FOR POSITIONS OF SIMILAR SCOPE OF RESPONSIBILITY. ALL POSITIONS ARE EVALUATED AND PLACED IN THE APPROPRIATE GRADES/SALARY RANGES. AN INDIVIDUAL EMPLOYEE'S SALARY, WITHIN THEIR ASSIGNED RANGE, VARIES DEPENDING PRIMARILY UPON EXPERIENCE

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AND PERFORMANCE. THE ORGANIZATION HAS ADOPTED A "PAY FOR PERFORMANCE" PHILOSOPHY ALLOWING MANAGERS TO AWARD MERIT INCREASES BASED ON AN INDIVIDUAL'S PERFORMANCE AGAINST PRE-ESTABLISHED GOALS. THE ORGANIZATION'S ANNUAL MERIT INCREASE BUDGET IS APPROVED BY THE BOARD OF TRUSTEES BASED ON MARKET SURVEYS. OFFICERS AND CERTAIN EMPLOYEES ALSO PARTICIPATE IN THE ORGANIZATION'S INCENTIVE PAY PROGRAM. TARGET INCENTIVE AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL BONUS PAID IS PROPOSED BY THE EXECUTIVE MANAGEMENT TEAM AND THE PRESIDENT BASED ON THEIR ASSESSMENT OF THE PARTICIPANT'S INDIVIDUAL PERFORMANCE AND THAT OF THE ORGANIZATION AGAINST PRE-ESTABLISHED GOALS. THE BOARD OF TRUSTEES AND COMPENSATION COMMITTEE REVIEW AND MAKE A FINAL DETERMINATION AS TO THE ACTUAL BONUS AMOUNT PAID TO PARTICIPANTS. NONE OF THE PERSONS MENTIONED ABOVE PARTICIPATE IN THE DELIBERATION OF THEIR COMPENSATION ARRANGEMENT. THE DELIBERATIONS AND DECISIONS OF THESE COMPENSATION ARRANGEMENTS ARE MAINTAINED IN CONTEMPORANEOUS DOCUMENTATION WITH OUR HUMAN RESOURCES DEPARTMENT.

PART VI, SECTION B, LINE 16B

THE ORGANIZATION DOES HAVE A WRITTEN MANAGEMENT POLICY TO EVALUATE ALL CONTRACTS & AGREEMENTS, TO ENSURE THAT ALL CONTRACT AND JOINT VENTURE ARRANGEMENTS ARE IN ACCORDANCE WITH FEDERAL, STATE AND LOCAL LAWS AND RELATED REGULATIONS. IN ADDITION, ALL JOINT VENTURE AGREEMENTS ARE REQUIRED TO BE REVIEWED BY THE ORGANIZATION'S GENERAL COUNSEL.

Name of the organization AIRCRAFT OWNERS & PILOTS ASSOCIATION	Employer identification number 52-0636210
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PART VI, SECTION C, LINES 18 & 19

THE ORGANIZATION DOES MAKE AVAILABLE ITS CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS, FORM 990 RETURNS, AND FORM 1024 TO THE GENERAL PUBLIC ALTHOUGH IT DOES NOT MAKE AVAILABLE ITS GOVERNING DOCUMENTS EXCEPT TO THE EXTENT REQUIRED BY LAW. THE PUBLIC CAN RECEIVE COPIES BY CONTACTING THE ORGANIZATION'S HEADQUARTERS. COPIES OF THE RETURNS CAN BE OBTAINED AT WWW.AOPA.ORG/ABOUT-AOPA/GOVERNANCE AND WWW.GUIDESTAR.ORG.

PART VII, HOURS WORKED FOR THE AOPA FOUNDATION INC.

MARK BAKER, CRAIG FULLER, KENNETH MEAD, ERICA SACCOIA AND TIMOTHY FORTUNE ARE/WERE FULL-TIME EMPLOYEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), ALTHOUGH THEY DEVOTE APPROXIMATELY TEN HOURS PER WEEK TO THE RELATED 501(C)(3) PUBLIC CHARITY ORGANIZATION: THE AOPA FOUNDATION, INC.

PART XI, RECONCILIATION OF NET ASSETS, LINE 9

OTHER CHANGES IN NET ASSETS OF \$10,247 REPRESENTS TRANSACTIONS RELATED TO ASCO MERGER.

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ATTACHMENT 1FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

BAHAMAS

CAYMAN ISLANDS

BERMUDA

IRELAND

ATTACHMENT 2FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT,

DC, FL, GA, HI, IL, KS, KY, ME, MD, MA,

MN, MS, MO, NH, NJ, NY, NC, ND, OH, OK, OR, PA,

RI, SC, TN, UT, VA, WA, WV, WI,

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
BULKLEY DUNTON PUBLISHING GROUP PO BOX 644520 PITTSBURG, PA 15264	MAGAZINE PAPER	872,461.
EU SERVICES PO BOX 5935 TROY, MI 48007	MAILING SERVICE	430,894.
QUAD GRAPHICS, INC. 75 REMITTANCE DRIVE CHICAGO, IL 60675	MAGAZINE PRINTING	1,071,605.
ORISON CURPIER CO 73 MAIN STREET COOPERSTOWN, NY 13326	AD COMMISSIONS	1,261,750.
VALTIM INCORPORATED PO BOX 114 FOREST, VA 24551	MARKETING	781,774.

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

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ATTACHMENT 4FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	(A) <u>TOTAL FEES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
PROFESSIONAL CONSULTING	980,867.	738,338.	242,529.	
COMMISSIONS	2,177,572.	2,177,572.		
AGENCY TEMPS	200,408.	198,920.	1,488.	
MARKETING AGENCY	262,645.	262,645.		
ART & CREATIVE	205,480.	205,480.		
EDITORIAL SERVICES	260,134.	260,134.		
RECRUITEMENT	468,741.	436,791.	31,950.	
VIDEO PRODUCTION	77,636.	77,636.		
PURCHASED SERVICES - OTHER	791,220.	319,538.	471,682.	
TOTALS	<u>5,424,703.</u>	<u>4,677,054.</u>	<u>747,649.</u>	

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

See separate instructions.

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

OMB No. 1545-0047

A³/4U.

**Open to Public
Inspection**

Name of the organization

AIRCRAFT OWNERS & PILOTS ASSOCIATION

Employer identification number

52-0636210

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

(a) Name, address, and EIN (if applicable) 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" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) THE AOPA FOUNDATION, INC. 20-8817225 421 AVIATION WAY FREDERICK, MD 21701	CHARITABLE	MD	501(C)(3)	7	AOPA	X	
(2) AOPA POLITICAL ACTION COMMITTEE 56-3014117 421 AVIATION WAY FREDERICK, MD 21701	PAC		527	N/A	AOPA	X	
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2013

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AOPA INSURANCE AGENCY 1995 MIDFIELD ROAD WICHITA, KS 67209 52-1813554	INSURANCE	MD	N/A	C CORP	6,875,520.	5,429,420.	100.0000	X	
(2) AOPA FLIGHT TECHNOLOGIES INC 421 AVIATION WAY FREDERICK, MD 21701 45-4565150	AVIATION PROD	DE	N/A	C CORP	329,324.	451,091.	100.0000	X	
(3) AOPA HOLDINGS CORPORATION 421 AVIATION WAY FREDERICK, MD 21701 46-1036265	HOLDINGS COMP	DE	N/A	C CORP	2,105,353.	9,854,480.	100.0000	X	
(4) AOPA SERVICE CORPORATION 421 AVIATION WAY FREDERICK, MD 21701 53-0211507	MARKETING	DC	N/A	C CORP	3,662,151.	0	100.0000	X	
(5) AOPA MEMBERSHIP PUBLICATIONS, INC. 421 AVIATION WAY FREDERICK, MD 21701 52-2055960	MAGAZINES	MD	N/A	C CORP	399,683.	0	100.0000	X	
(6) -----									
(7) -----									

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

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

	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 or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)	X	
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)	X	
s Other transfer of cash or property from related organization(s)	X	

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) THE AOPA FOUNDATION, INC	C	1,200,000.	FMV
(2) AOPA SERVICE CORPORATION	D	110,000.	FMV
(3) AOPA HOLDINGS CORPORATION	D	725,000.	FMV
(4) THE AOPA FOUNDATION, INC	N,O,Q	3,542,834.	FMV
(5) AOPA POLITICAL ACTION COMMITTEE	Q	43,096.	FMV
(6) AOPA SERVICE CORPORATION	N,Q	754,636.	FMV

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

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

	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 or (iv) rent from a controlled entity		
b Gift, grant, or capital contribution to related organization(s)		
c Gift, grant, or capital contribution from related organization(s)		
d Loans or loan guarantees to or for related organization(s)		
e Loans or loan guarantees by related organization(s)		
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		
h Purchase of assets from related organization(s)		
i Exchange of assets with related organization(s)		
j Lease of facilities, equipment, or other assets to related organization(s)		
k Lease of facilities, equipment, or other assets from related organization(s)		
l Performance of services or membership or fundraising solicitations for related organization(s)		
m Performance of services or membership or fundraising solicitations by related organization(s)		
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		
o Sharing of paid employees with related organization(s)		
p Reimbursement paid to related organization(s) for expenses		
q Reimbursement paid by related organization(s) for expenses		
r Other transfer of cash or property to related organization(s)		
s Other transfer of cash or property from related organization(s)		

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) AOPA INSURANCE AGENCY	Q	3,273,676.	FMV
(2) THE AOPA FOUNDATION, INC	R	1,161,995.	FMV
(3) AOPA SERVICE CORPORATION	R	2,966,203.	FMV
(4) AOPA MEMBERSHIP PUBLICATIONS, INC	R	1,704,440.	FMV
(5) AOPA INSURANCE AGENCY	E	1,110,000.	FMV
(6) AOPA HOLDINGS CORPORATION	N,O,Q	2,032,506.	FMV

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

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

	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 or (iv) rent from a controlled entity		
b Gift, grant, or capital contribution to related organization(s)		
c Gift, grant, or capital contribution from related organization(s)		
d Loans or loan guarantees to or for related organization(s)		
e Loans or loan guarantees by related organization(s)		
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		
h Purchase of assets from related organization(s)		
i Exchange of assets with related organization(s)		
j Lease of facilities, equipment, or other assets to related organization(s)		
k Lease of facilities, equipment, or other assets from related organization(s)		
l Performance of services or membership or fundraising solicitations for related organization(s)		
m Performance of services or membership or fundraising solicitations by related organization(s)		
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		
o Sharing of paid employees with related organization(s)		
p Reimbursement paid to related organization(s) for expenses		
q Reimbursement paid by related organization(s) for expenses		
r Other transfer of cash or property to related organization(s)		
s Other transfer of cash or property from related organization(s)		

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) AOPA FLIGHT TECHNOLOGIES INC	N,O,Q	524,125.	FMV
(2) AOPA HOLDINGS CORPORATION	J	47,614.	FMV
(3) THE AOPA FOUNDATION, INC	S	2,350,000.	FMV
(4)			
(5)			
(6)			

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

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) 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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

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