Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

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

OMB No. 1545-0047

2013

Open to Public Inspection

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

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: THE AOPA FOUNDATION, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 421 AVIATION WAY | Room/suite

City or town, state or province, country, and ZIP or foreign postal code: FREDERICK, MD 21701

D Employer identification number: 20-8817225

E Telephone number: (301) 695-2000

G Gross receipts $ 41,551,868.

F Name and address of principal officer: BRUCE LANDSBERG, PRESIDENT
421 AVIATION WAY FREDERICK, MD 21701

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.AOPA.ORG/FOUNDATION

H(c) Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2007 **M** State of legal domicile: MD

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: AFI WORKS TO IMPROVE AVIATION SAFETY, PRESERVE COMMUNITY AIRPORTS, AND ENCOURAGE LEARNING TO FLY FOR CAREER AND PERSONAL BENEFIT.

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	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	26.
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,800.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

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			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	7,352,755.	6,296,243.
	9	Program service revenue (Part VIII, line 2g)	1,164,326.	1,206,935.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,033,776.	243,982.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-13,189.	77,063.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,537,668.	7,824,223.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	507,900.	1,300,000.
	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)	2,398,739.	2,620,342.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	142,543.	215,441.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 470,582.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,623,273.	3,414,529.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,672,455.	7,550,312.
	19	Revenue less expenses. Subtract line 18 from line 12	2,865,213.	273,911.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	32,851,139.	34,473,022.
	21	Total liabilities (Part X, line 26)	1,697,242.	956,414.
	22	Net assets or fund balances. Subtract line 21 from line 20	31,153,897.	33,516,608.

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

▶ Erica Saccoia — Signature of officer — Date: 8-27-2014

▶ ERICA SACCOIA SVP FINANCE — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mary O. Torretta	Mary O Torretta	8/27/2014		P00847851

Firm's name ▶ GRANT THORNTON LLP — Firm's EIN ▶ 36-6055558

Firm's address ▶ 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102 — Phone no. 703-847-7500

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

JSA
3E1065 2.000

Form **8879-EO**

Department of the Treasury
Internal Revenue Service

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.*

OMB No. 1545-1878

2013

Name of exempt organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

Name and title of officer: ERICA SACCOIA, SVP FINANCE

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 ▶ [X]	b **Total revenue,** if any (Form 990, Part VIII, column (A), line 12)	1b	7,824,223.
2a	Form 990-EZ check here ▶ [ ]	b **Total revenue,** if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ [ ]	b **Total tax** (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ [ ]	b **Tax based on investment income** (Form 990-PF, Part VI, line 5)	4b	
5a	Form 8868 check here ▶ [ ]	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

[X] I authorize GRANT THORNTON LLP (ERO firm name) to enter my PIN 4 2 7 7 2 (Enter five numbers, but do not enter all zeros) 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 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 ▶ Erica Saccoia Date ▶ 8-15-14

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 ▶ Mary O'Toole Date ▶ 8/27/2014

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:	35880V
Taxpayer Name:	The AOPA Foundation, Inc.
Return Type:	990, 990

Submitted Date	8/27/2014 1:03:04 PM
Acknowledgement Date	8/27/2014 1:25:22 PM
Status	Accepted
Submission ID	54681420142395000000

Print Close

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

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*.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- 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. THE AOPA FOUNDATION, INC.	Employer identification number (EIN) or 20-8817225
	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) 0 1

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, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 13 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.

For Privacy Act and Paperwork Reduction Act Notice, see 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).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE AOPA FOUNDATION, INC.	20-8817225
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	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) 0 1

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 , 20 14 .

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 IN ORDER 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 OF 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:

ATTACHMENT 1

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

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

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

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

4 Describe the 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 $ 6,609,174. including grants of $ 1,300,000.) (Revenue $ 1,206,935.)

ATTACHMENT 2

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 ▶ 6,609,174.

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)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	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? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17	X	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20 a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

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

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

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

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	**1a** 48			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	**1b** 0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		**1c**	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a** 26			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		**2b**	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		**3a**	X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O*		**3b**	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		**4a**	X	
b	If "Yes," enter the name of the foreign country: ▶ ATTACHMENT 3				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		**5a**		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		**5b**		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		**6a**		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		**7a**	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		**7b**	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		**7c**	X	
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d** 2			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		**7e**		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**7f**		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		**7h**	X	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		**8**		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		**9a**		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		**9b**		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		**13a**		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		**14a**		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		**14b**		

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 12			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b 11			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?.	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?. . . .	5		X
6	Did the organization have members or stockholders?	6	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?.	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . .	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?.	13	X	
14	Did the organization have a written document retention and destruction policy?.	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ ATTACHMENT 4

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.

[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

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

20 State the name, 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 X

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) WILLIAM C. TRIMBLE III CHAIRMAN	1.00	X						0	0	0
(2) PAUL C. HEINTZ TRUSTEE	1.00	X						0	0	0
(3) HERMAN NEEL HIPP, JR. TREASURER & ASST. SECRETARY	1.00	X		X				0	0	0
(4) R. ANDERSON PEW TRUSTEE	1.00	X						0	0	0
(5) BURGESS H. HAMLET III TRUSTEE	1.00	X						0	0	0
(6) DARRELL W. CRATE TRUSTEE	1.00	X						0	0	0
(7) LAWRENCE D. BUHL III TRUSTEE	1.00	X						0	0	0
(8) CRAIG L. FULLER FORMER CEO	10.00 40.00	X		X				0	850,731.	424,061.
(9) JAMES G. TUTHILL, JR. TRUSTEE	1.00	X						0	0	0
(10) MARK R. BAKER CHIEF EXECUTIVE OFFICER	10.00 40.00	X		X				0	298,603.	17,893.
(11) MATTHEW J. DESCH TRUSTEE	1.00	X						0	0	0
(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	10.00 40.00			X				0	366,133.	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): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15) TIMOTHY J. FORTUNE	10.00									
SVP HUMAN RESOURCES	40.00			X				0	287,341.	24,725.
(16) BRUCE S. LANDSBERG	40.00									
PRESIDENT				X				327,803.	0	28,662.
(17) ERICA J. SACCOIA	10.00									
SVP FINANCE	40.00			X				0	176,529.	11,871.
(18) JOHN S. YODICE	1.00									
SECRETARY				X				0	0	0
(19) HARVEY W. COHEN	40.00									
CHIEF DEVELOPMENT OFFICER						X		278,900.	0	28,808.
(20) KATHLEEN M. VASCONCELOS	40.00									
VP, EDUCATION & OPERATIONS						X		131,824.	0	8,978.
(21) STEPHANIE L. KENYON	40.00									
VP STRATEGIC PHILANTHROPY						X		158,117.	0	19,037.
(22) PHILIP B. BOYER	0									
FORMER PRESIDENT							X	0	274,449.	0
(23) ROBERT MORAN	0									
FORMER COO							X	0	134,812.	865.
1b Sub-total ▶								0	1,515,467.	461,033.
c Total from continuation sheets to Part VII, Section A ▶								896,644.	873,131.	122,946.
d Total (add lines 1b and 1c) ▶								896,644.	2,388,598.	583,979.

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 ▶ 4

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 5		

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 ▶ 7

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	528,000.				
	e Government grants (contributions)	1e	395,260.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	5,372,983.				
	g Noncash contributions included in lines 1a-1f: $ 323,158.						
	h **Total.** Add lines 1a-1f ▶			6,296,243.			
Program Service Revenue			**Business Code**				
	2a EDUCATIONAL COURSE		900099	1,206,935.	1,206,935.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f ▶			1,206,935.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			358,190.			358,190.
	4 Income from investment of tax-exempt bond proceeds ▶			0			
	5 Royalties ▶			75,000.			75,000.
		(i) Real	(ii) Personal				
	6a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶			0			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	33,613,437.					
	b Less: cost or other basis and sales expenses	33,727,645.					
	c Gain or (loss)	-114,208.					
	d Net gain or (loss) ▶			-114,208.			-114,208.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events ▶			0			
	9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities ▶			0			
	10a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory ▶			0			
	Miscellaneous Revenue		**Business Code**				
	11a OTHER INCOME		900099	263.			263.
	b ADVERTISING		541800	1,800.		1,800.	
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d ▶			2,063.			
	12 **Total revenue.** See instructions ▶			7,824,223.	1,206,935.	1,800.	319,245.

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	1,300,000.	1,300,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
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	356,465.	281,607.	35,647.	39,211.
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	1,774,408.	1,318,456.	194,029.	261,923.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	94,763.	90,806.	1,884.	2,073.
9 Other employee benefits	265,139.	168,431.	47,173.	49,535.
10 Payroll taxes	129,567.	94,284.	14,843.	20,440.
11 Fees for services (non-employees):				
a Management	0			
b Legal	50,770.	1,054.	47,931.	1,785.
c Accounting	7,954.		7,954.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	215,441.			215,441.
f Investment management fees	34,881.	34,881.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) ATCH 6	1,533,363.	1,299,917.	58,071.	175,375.
12 Advertising and promotion	46,857.	4,569.	380.	41,908.
13 Office expenses	8,735.	4,240.	3,400.	1,095.
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	135,362.	20,297.	3,352.	111,713.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	71,080.	3,403.	1,933.	65,744.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	37,328.		37,328.	
23 Insurance	0			
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 COURSE EXPENSE	513,042.	513,042.		
b DUES/LICENSES/SUBSCRIPTIONS	207,408.	127,069.	1,736.	78,603.
c PRINT, MAIL & POSTAGE	636,036.	319,627.	5,265.	311,144.
d NON-CAP PURCHASES	7,634.	5,901.	1,733.	
e All other expenses	124,079.	1,021,590.	7,897.	-905,408.
25 **Total functional expenses.** Add lines 1 through 24e	7,550,312.	6,609,174.	470,556.	470,582.
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 ▶ X if following SOP 98-2 (ASC 958-720)	0	2,114,400.		470,582.

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	1,925,626.	1	3,567,623.
	2	Savings and temporary cash investments	0	2	0
	3	Pledges and grants receivable, net	7,864,593.	3	4,952,908.
	4	Accounts receivable, net	86,615.	4	181,055.
	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	45,426.	9	66,154.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a 708,633.			
	b	Less: accumulated depreciation — 10b 535,848.	99,025.	10c	172,785.
	11	Investments - publicly traded securities	22,709,854.	11	21,066,770.
	12	Investments - other securities. See Part IV, line 11	0	12	4,362,727.
	13	Investments - program-related. See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	120,000.	15	103,000.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	32,851,139.	16	34,473,022.
Liabilities	17	Accounts payable and accrued expenses	416,550.	17	523,006.
	18	Grants payable	0	18	0
	19	Deferred revenue	107,645.	19	126,571.
	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	0	23	0
	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	1,173,047.	25	306,837.
	26	**Total liabilities.** Add lines 17 through 25	1,697,242.	26	956,414.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	10,030,546.	27	15,424,638.
	28	Temporarily restricted net assets	11,134,503.	28	7,652,568.
	29	Permanently restricted net assets	9,988,848.	29	10,439,402.
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	31,153,897.	33	33,516,608.
	34	Total liabilities and net assets/fund balances	32,851,139.	34	34,473,022.

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	7,824,223.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,550,312.
3	Revenue less expenses. Subtract line 2 from line 1	3	273,911.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	31,153,897.
5	Net unrealized gains (losses) on investments	5	2,088,800.
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	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	33,516,608.

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: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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

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

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 [ ] An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I **b** [ ] Type II **c** [ ] Type III-Functionally integrated **d** [ ] Type III-Non-functionally integrated

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . [ ]

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2013

JSA
3E1210 1.000

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,474,292.	7,680,395.	6,542,554.	7,352,755.	6,296,243.	34,346,239.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	6,474,292.	7,680,395.	6,542,554.	7,352,755.	6,296,243.	34,346,239.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						4,378,976.
6 **Public support.** Subtract line 5 from line 4.						29,967,263.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	6,474,292.	7,680,395.	6,542,554.	7,352,755.	6,296,243.	34,346,239.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,596.	211,723.	536,985.	469,412.	433,190.	1,652,906.
9 Net income from unrelated business activities, whether or not the business is regularly carried on					1,800.	1,800.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) ATCH 1	50,001.	18,750.	4,740.	1,051.	263.	74,805.
11 **Total support.** Add lines 7 through 10						36,075,750.

12 Gross receipts from related activities, etc. (see instructions) . . . . . **12** 3,894,613.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) . . . . . **14** 83.07 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 . . . . . **15** 79.48 %

16a **33 1/3 % support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ [X]

b **33 1/3 % support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ ☐

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

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
SHARED COSTS (WITH 501C3)	50,001.	18,750.				68,751.
OTHER			4,740.	1,051.	263.	6,054.
TOTALS	50,001.	18,750.	4,740.	1,051.	263.	74,805.

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

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*.**

OMB No. 1545-0047

2013

Name of the organization	**Employer identification number**
THE AOPA FOUNDATION, INC.	20-8817225

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 THE AOPA FOUNDATION, INC.

Employer identification number 20-8817225

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		$ 400,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2		$ 128,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3		$ 140,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4		$ 240,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5		$ 330,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization THE AOPA FOUNDATION, INC.

Employer identification number 20-8817225

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
		$	

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

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

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

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

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

Name of organization THE AOPA FOUNDATION, INC.

Employer identification number 20-8817225

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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

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

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

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

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

Part II Conservation Easements.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $

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

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

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

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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	12,577,719.	12,467,494.	12,346,793.	105,000.	105,000.
b Contributions	450,554.	110,225.	120,701.	12,241,793.	
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	13,028,273.	12,577,719.	12,467,494.	12,346,793.	105,000.

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

a Board designated or quasi-endowment ▶ 20.0000 %
b Permanent endowment ▶ 80.0000 %
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)		X
(ii) related organizations	3a(ii)		X
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				
b Buildings				
c Leasehold improvements				
d Equipment		25,552.	25,552.	
e Other		683,081.	510,296.	172,785.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				172,785.

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	4,362,727.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 12.)* ▶	4,362,727.	

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CHARITABLE GIFT ANNUITY	306,837.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	306,837.

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

Part XI **Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	9,878,142.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	2,088,800.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	-34,881.		
e	Add lines **2a** through **2d**			2e	2,053,919.
3	Subtract line **2e** from line **1**			3	7,824,223.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	7,824,223.

Part XII **Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**
Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	7,515,431.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	7,515,431.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	34,881.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	34,881.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	7,550,312.

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

Part XIII Supplemental Information *(continued)*

PART XI, LINE 2D - RECLASS OF INVESTMENT FEES

PART XI, LINE 2D: INVESTMENT FEE = $34,881.

SCHEDULE D, PAGE 2 - PART V, ENDOWMENT FUNDS, LINE 4

ENDOWMENT FUNDS ARE USED TO SUPPORT AOPA FOUNDATION'S MISSION STATEMENT.

SEE FORM 990, PART III FOR DETAILED MISSION STATEMENT.

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

AFI IS RECOGNIZED AS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("IRC") AND IS CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION AS DEFINED IN SECTION 509(A) OF THE IRC. NO MATERIAL TAXABLE UNRELATED BUSINESS INCOME WAS GENERATED AND, ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE ACCOMPANYING FINANCIAL STATEMENTS.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ 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*.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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		3,597,945.
(2) EUROPE			INVESTMENTS		764,782.
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					4,362,727.
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)					4,362,727.

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

Schedule F (Form 990) 2013

JSA
3E1274 1.000

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)*	[X] 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	[X] 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	[X] 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	[X] 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	[X] 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	[X] 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

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
2013
Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.
Employer identification number: 20-8817225

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 [X] Mail solicitations
b [X] Internet and email solicitations
c [X] Phone solicitations
d [X] In-person solicitations
e [X] Solicitation of non-government grants
f [X] 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? [X] **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? Yes	No	(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
1 INFOCISION, INC	FUNDRAISING		X	217,712.	105,009.	112,703.
2 ALLEGIANCE CREATIVE	COUNSEL		X		160,740.	
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶				217,712.	265,749.	112,703.

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,LA,ME,MD,MA,MI,MN,MS,MO,NH,NJ,NM,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 (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (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).

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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*.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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? . . . . . [X] **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) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	34,600.				ADVANCE PILOT COMMUN
(2) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	25,000.				LEARN TO FLY DAY
(3) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	400,000.				AV8RS YOUTH PROGRAM GUIDES
(4) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	170,000.				VIDEO-LOCAL AIRPORTS
(5) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	230,000.				AIRPORT SUPPORT
(6) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	52,000.				AVIATION EDUCATION &
(7) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	288,400.				FLYING CLUBS & FLIGH
(8) AIR CARE ALLIANCE 2060 STATE HIGHWAY 595 LINDRITH, NM 87029	95-4371720	501C3	10,000.				PROMOTING AVIATION A
(9) YOUNG AVIATORS, INC. 3239 NORTH GREEN BAY ROAD RACINE, WI 53404	26-4069578	501C3	10,000.				AVIATION EDUCATION &
(10) CHALLENGE AIR FOR KIDS & FRIENDS 7363 CEDAR SPRINGS ROAD DALLAS, TX 75235	75-2559486	501C3	10,000.				PROMOTE GA
(11) DULUTH AVIATION INSTITUTE 5000 MINNESOTA AVENUE DULUTH, MN 55802	36-4627726	501C3	10,000.				PROMOTE GA JOBS
(12) GIRLS INCORPORATED OF OAK RIDGE 1798 OAK RIDGE TURNPIKE OAK RIDGE, TN 37830	59-1743795	501C3	10,000.				AVIATION EDUCATION &

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)

Department of the Treasury
Internal Revenue Service

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

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*.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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? [X] 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) KENTUCKY INSTITUTE FOR AEROSPACE EDUCATION, PO BOX 4653 FRANKFURT, KY 40604	27-1809824	501C3	10,000.				PROMOTE GA
(2) LIGHTHAWK PO BOX 653 LANDER, WY 82520	84-0852104	501C3	10,000.				SUPPORT VOLUNTEER PI
(3) PILOTS N PAWS 4651 HOWE ROAD LANDRUM, SC 29356	26-3754228	501C3	10,000.				SUPPORT GA ANIMAL RE
(4) THE RECREATIONAL AVIATION FOUNDATION 1711 WEST COLLEGE STREET BOZEMAN, MT 59715	42-1613294	501C3	10,000.				AIRPORT PRESERVATION
(5) VETERANS AIRLIFT COMMAND 5775 WAYZATA BLVD MINNEAPOLIS, MN 55416	20-4567769	501C3	10,000.				SUPPORT GA FREE AIR
(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 ▶ 10.

3 Enter total number of other organizations listed in the line 1 table ▶ 1.

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

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					
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 AOPA FOUNDATION (FOUNDATION) HAS WRITTEN PROCEDURES FOR REQUESTING FUNDING. THE REQUEST FOR FUNDING MUST CONFORM TO, AND FOSTER THE PURPOSES SET FORTH IN THE FOUNDATION'S ARTICLES OF INCORPORATION. ALL ORGANIZATIONS AWARDED GRANTS BY THE FOUNDATION MUST COMPLETE AND RETURN, UPON COMPLETION OF THE PROJECT, A FINAL REPORT DETAILING AND ACCOUNTING FOR HOW THE GRANT FUNDS WERE SPENT. GRANT FUNDS MAY ONLY BE SPENT IN FURTHERANCE OF THE PROJECT DOCUMENTED ON THE GRANT APPLICATION. ANY UNUSED FUNDS MUST BE RETURNED.

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

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	[X] First-class or charter travel			
	[X] Travel for companions			
	[ ] Tax indemnification and gross-up payments			
	[ ] Discretionary spending account			
	[ ] Housing allowance or residence for personal use			
	[ ] Payments for business use of personal residence			
	[ ] Health or social club dues or initiation fees			
	[ ] Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all 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.			
	[X] Compensation committee			
	[X] Independent compensation consultant			
	[X] Form 990 of other organizations			
	[ ] Written employment contract			
	[X] Compensation survey or study			
	[X] Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	**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**		

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				
KENNETH M. MEAD	(i)	0	0	0				
1 EVP & GENERAL COUNSEL	(ii)	352,794.	0	13,339.	16,575.	2,504.	385,212.	
TIMOTHY J. FORTUNE	(i)	0	0	0				
2 SVP HUMAN RESOURCES	(ii)	231,546.	51,503.	4,292.	15,376.	9,349.	312,066.	
CRAIG L. FULLER	(i)	0	0	0				
3 FORMER CEO	(ii)	523,952.	281,704.	45,075.	414,420.	9,641.	1,274,792.	
HARVEY W. COHEN	(i)	215,178.	48,338.	15,384.	14,405.	14,403.	307,708.	
4 CHIEF DEVELOPMENT OFFICER	(ii)	0	0	0				
PHILIP B. BOYER	(i)	0	0	0				
5 FORMER PRESIDENT	(ii)	0	0	274,449.			274,449.	
BRUCE S. LANDSBERG	(i)	266,580.	49,520.	11,703.	16,575.	12,087.	356,465.	
6 PRESIDENT	(ii)	0	0	0				
MARK R. BAKER	(i)	0	0	0				
7 CHIEF EXECUTIVE OFFICER	(ii)	206,313.	0	92,290.	13,530.	4,363.	316,496.	
ERICA J. SACCOIA	(i)	0	0	0				
8 SVP FINANCE	(ii)	157,516.	15,674.	3,339.	10,726.	1,145.	188,400.	
ROBERT MORAN	(i)	0	0	0				
9 FORMER COO	(ii)	39,427.	0	95,385.	865.		135,677.	95,385.
STEPHANIE L. KENYON	(i)	146,067.	8,775.	3,275.	10,087.	8,950.	177,154.	
10 VP STRATEGIC PHILANTHROPY	(ii)	0	0	0				
	(i)							
11	(ii)							
	(i)							
12	(ii)							
	(i)							
13	(ii)							
	(i)							
14	(ii)							
	(i)							
15	(ii)							
	(i)							
16	(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 RECEIVED FIRST CLASS AIR TRAVEL, AND TRAVEL FOR COMPANIONS. 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 II, COMPENSATION INFORMATION

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" PHILOSOPHY ALLOWING MANAGERS TO AWARD MERIT INCREASES BASED ON AN INDIVIDUAL'S PERFORMANCE AGAINST PRE-ESTABLISHED GOALS. THE

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.

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 PAY AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL INCENTIVE PAY AWARDED 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 INCENTIVE AWARDS PAID TO PARTICIPANTS. ALL PERSONS MENTIONED ABOVE DO NOT 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.

CERTAIN INDIVIDUALS LISTED ON THIS RETURN ON SCHEDULE J, PART II, ROW(II)FROM RELATED ORGANIZATION(S) ARE NOT COMPENSATED FROM THE

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.

FOUNDATION.

THE FOLLOWING INDIVIDUAL RECEIVED DISTRIBUTIONS FROM A 457F DEFERRED COMPENSATION PLAN FROM A RELATED ORGANIZATION AND INCLUDED ON SCHEDULE J, PART II, COLUMN B(III): PHILIP BOYER = $274,449.

THERE WERE SEVERAL LISTED INDIVIDUALS ON SCHEDULE J 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. -ROBERT MORAN, CHIEF OPERATING OFFICER: RECEIVED SEVERANCE IN 2013 IN THE AMOUNT OF $95,385.

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
2013
Open To Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.
Employer identification number: 20-8817225

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? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? 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.

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 S. YODICE	SECRETARY/LEGAL	25,754.	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 THE FOUNDATION'S BOARD AS SECRETARY (NON-PAID POSITION) AS WELL AS IS OWNER OF YODICE ASSOCIATES WHO PROVIDES CORPORATE LEGAL COUNSEL TO THE FOUNDATION.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2013

Open To Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes	X	4.	188,000.	APPRAISAL
8	Intellectual property				
9	Securities - Publicly traded	X	4.	49,063.	SELLING PRICE
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶(ATCH 1)		21.	86,095.	
26	Other ▶( )				
27	Other ▶( )				
28	Other ▶( )				

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

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

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

ONLINE AUCTION

THE AOPA FOUNDATION, INC. USES AN ONLINE SERVICE PROVIDER TO HOST AN

ONLINE AUCTION. THE ONLINE AUCTION SERVICE PROVIDES TRAINING, SUPPORT,

SERVICES AND ACCESS TO SOFTWARE TO FACILITATE AFI'S ONLINE AUCTION NEEDS.

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

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
VARIOUS AUCTION ITEMS	X	21.	86,095.	SELLING PRICE
TOTALS		21.	86,095.	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

PART VI, SECTION A, LINE 6

THE AOPA FOUNDATION'S BYLAWS STATE THE MEMBERS SHALL BE THOSE PERSONS WHO, FROM TIME TO TIME, CONSTITUTE THE BOARD OF TRUSTEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION, A NON PROFIT NEW JERSEY CORPORATION. WHENEVER ANY PERSON SHALL CEASE TO BE A MEMBER OF THE BOARD OF TRUSTEES OF SAID ASSOCIATION, FOR ANY REASON, HE SHALL CONTEMPORANEOUSLY CEASE TO BE A MEMBER OF THIS FOUNDATION, AND HIS SUCCESSOR UPON THE BOARD OF TRUSTEES OF SAID ASSOCIATION SHALL FORTHWITH BECOME A MEMBER OF THIS FOUNDATION.

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

IN CONJUNCTION WITH GRANT THORNTON LLP TAX SPECIALISTS, AOPA FOUNDATION 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 AOPA FOUNDATION'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 CONFLICTING OR OTHERWISE QUESTIONABLE RESPONSES ARE FLAGGED AND THE ETHICS POLICY IS ENFORCED.

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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

THE COMPENSATION FOR THE PRESIDENT IS SET BY THE BOARD OF TRUSTEES AND COMPENSATION COMMITTEE. 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 TARGET 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, ORGANIZATION, AND HUMAN RESOURCES 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 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

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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 PAY AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL INCENTIVE PAY AWARDED 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 INCENTIVE AWARDS 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.

PART VI, SECTION C, LINES 18 & 19

THE ORGANIZATION DOES MAKE AVAILABLE ITS CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS, FORM 990 RETURNS, AND FORM 1023 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

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

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, TIMOTHY FORTUNE, AND ERICA SACCOIA ARE/WERE FULL-TIME EMPLOYEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), A RELATED, SECTION 501(C)(4) ORGANIZATION (EIN 52-0636210). THEY DEVOTE SOME OF THEIR (40+ HOURS/WEEK) POSITION AT AOPA TO WORK FOR THE AOPA FOUNDATION, INC.

PART VI, SECTION A, LINE 2

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

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

TO PROMOTE, ADVANCE AND ENCOURAGE AVIATION AND AIRPORT SAFETY AND SECURITY AND THE RESEARCH AND TESTING IN THE SUPPORT THEREOF; TO EDUCATE THE PUBLIC AND USERS OF THE NATIONAL AIR TRANSPORTATION SYSTEM TO THE VALUE AND IMPORTANCE OF GENERAL AVIATION TO THE NATIONAL AIR TRANSPORTATION SYSTEM; TO ENCOURAGE AND SUPPORT THE FLIGHT TRAINING OF PILOTS TO ASSURE THE FUTURE OF GENERAL AVIATION AS AN IMPORTANT COMPONENT OF THE NATIONAL AIR SYSTEM; TO LESSEN THE BURDENS OF FEDERAL, STATE AND LOCAL GOVERNMENTS IN CONNECTION WITH THE MAINTENANCE AND ADVANCEMENT OF GENERAL AVIATION, AND AVIATION AND AIRPORT SAFETY AND SECURITY; AND TO ASSIST OTHER CHARITABLE AND OTHER ORGANIZATIONS IN THE CONDUCT OF SIMILAR ACTIVITIES TO THE EXTENT THAT

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

ATTACHMENT 1 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

SUCH ACTIVITIES ARE IN THE FURTHERANCE OF CHARITABLE, EDUCATIONAL AND/OR SCIENTIFIC PURPOSES.

ATTACHMENT 2

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

THE AOPA FOUNDATION (AFI) IS A TAX-EXEMPT CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ORGANIZATION THAT EDUCATES THE PUBLIC ABOUT THE VALUE OF GENERAL AVIATION. OUR MISSION IS TO ENSURE THE FUTURE OF GENERAL AVIATION BY IMPROVING SAFETY THROUGH THE AIR SAFETY INSTITUTE, PRESERVING COMMUNITY AIRPORTS, AND ENCOURAGING LEARNING TO FLY FOR CAREER AND PERSONAL BENEFIT.

FOR THE YEAR ENDING 2013, THE AOPA FOUNDATION'S EDUCATIONAL OUTREACH INCLUDED ONLINE COURSES, ACCIDENT CASE STUDIES, AND REAL PILOT STORIES (425,945), QUIZZES (246,540), PUBLICATIONS DOWNLOADS (35,113), ACCIDENT DATABASE (322,937), PILOT SAFETY ANNOUNCEMENTS AND OTHER VIDEOS (441,025), SAFETY SEMINARS AND WEBINARS (49,192), FLIGHT INSTRUCTOR REFRESHER CLINICS (8,948), MOBILE FLIGHT RISK EVALUATOR DOWNLOADS (3,236), AND OTHER EDUCATIONAL PRODUCTS (327,298).

INTERACTIVE COURSES ARE PROVIDED FREE OF CHARGE TO ALL PILOTS AND ARE EXTREMELY EASY TO USE. MOST COURSES TAKE APPROXIMATELY ONE HOUR TO COMPLETE, BUT USERS CONTROL THE PACE AND CAN SAVE THEIR PROGRESS AT ANY TIME. THIS ALLOWS USERS TO WORK IN SHORT INCREMENTS TO COMPLETE A COURSE OVER MULTIPLE SESSIONS, IF THAT

Name of the organization: THE AOPA FOUNDATION, INC.

Employer identification number: 20-8817225

ATTACHMENT 2 (CONT'D)

WORKS BETTER WITH THEIR SCHEDULES.

IN 2013, THE AOPA FOUNDATION OFFERED MORE THAN 36 INTERACTIVE ONLINE COURSES ON TOPICS SUCH AS VFR INTO IMC, RUNWAY SAFETY, DECISION MAKING, AERODYNAMICS, AND RADIO COMMUNICATIONS. IN ADDITION, 21 REAL PILOT STORIES, NINE ACCIDENT CASE STUDIES, 30 SAFETY VIDEOS, 11 PILOT SAFETY ANNOUNCEMENTS, AND 76 PUBLICATIONS WERE OFFERED. EACH ENABLES PILOTS TO LEARN, REVIEW, AND TEST THEIR UNDERSTANDING ALONG THE WAY.

IN ADDITION, THE AOPA FOUNDATION'S WEBSITE OFFERS DOZENS OF PRESENTATIONS TO HELP PILOTS TAKE ADVANTAGE OF THE COLLECTIVE WISDOM OF THE GA COMMUNITY. THESE INCLUDE A COMPREHENSIVE DATABASE OF NATIONAL TRANSPORTATION SAFETY BOARD ACCIDENT REPORTS FROM 1983 THROUGH THE PRESENT. PROVIDING THIS MATERIAL HELPS PILOTS LEARN FROM THE MISTAKES OF OTHERS. SIMILARLY, REAL PILOT STORIES OFFER DETAILED FIRST-PERSON ACCOUNTS OF THE CHALLENGES PILOTS HAVE FACED, THE MISTAKES THEY HAVE MADE, AND WHAT THEY HAVE LEARNED FROM THOSE EXPERIENCES. THE AOPA FOUNDATION ALSO CREATES SPECIAL REPORTS FROM HIGH-PROFILE OR COMMON ACCIDENTS TO HELP PILOTS AVOID THE SITUATIONS THAT CAN LEAD TO DISASTER.

OTHER PRESENTATIONS AVAILABLE ON THE WEBSITE INCLUDE THE FOLLOWING, AND MANY MORE:

>WEATHER WISE: VFR INTO IMC - THIS COURSE COVERS THE BASIC WEATHER

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ATTACHMENT 2 (CONT'D)

KNOWLEDGE PILOTS NEED TO KNOW TO AVOID FLYING VISUAL FLIGHT RULES (VFR) INTO INSTRUMENT METEOROLOGICAL CONDITIONS (IMC).

>ACCIDENT CASE STUDY: COMMUNICATION BREAKDOWN - THIS VIDEO RE-CREATES AN ACCIDENT AND RECONNECTS THE LINKS OF THE ACCIDENT CHAIN, TO PROVIDE LESSONS THAT PILOTS CAN LEARN FROM THE TRAGEDY.

>TAKEOFF AND LANDING VIDEOS - THIS SERIES OF VIDEOS ADDRESSES AREAS IN WHICH A HIGH NUMBER OF ACCIDENTS OCCUR EACH YEAR - THE TAKEOFF AND LANDING PHASES OF FLIGHT. EACH VIDEO OFFERS A CONCISE OVERVIEW OF ONE SEGMENT OF A TAKEOFF OR LANDING, DISCUSSES COMMON PROBLEM AREAS, AND OFFERS EXPERT COMMENTS ABOUT HOW TO FLY SAFELY DURING THOSE PHASES.

>PUBLIC BENEFIT FLYING - A PRESENTATION DESIGNED TO INCREASE THE SAFETY CULTURE OF VOLUNTEER PILOT FLYING.

>ADS-B FOR GENERAL AVIATION: THE BASICS - THIS PRESENTATION HELPS CLARIFY WHAT THIS NEW TECHNOLOGY WILL MEAN FOR GA PILOTS AND THE WAY THEY FLY. IT DISCUSSES WHAT ADS-B IS, ITS BENEFITS, AND WHAT A PILOT SHOULD KNOW BEFORE MAKING ANY CHANGES TO THEIR AIRCRAFT.

>CRITICAL INFORMATION: THE PASSENGER SAFETY BRIEFING - THIS VIDEO COVERS OFTEN-OVERLOOKED ITEMS THAT SHOULD BE PART OF EVERY PREFLIGHT PASSENGER BRIEFING. PILOTS ALSO GET HELPFUL SURVIVAL TIPS FROM NTSB AND CAP EXPERTS, AND LEARN THE SINGLE BEST WAY TO INCREASE THEIR ODDS OF RESCUE.

>UNMANNED AIRCRAFT AND THE NATIONAL AIRSPACE SYSTEM - THIS COURSE GOES BEHIND THE SCENES OF UAS OPERATIONS AND EXPLORES VARIOUS SCENARIOS TO ILLUSTRATE HOW GA AIRPLANES AND UAS CAN SAFELY

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ATTACHMENT 2 (CONT'D)

COEXIST IN THE NATIONAL AIRSPACE SYSTEM.

>AGING GRACEFULLY, FLYING SAFELY - THIS COURSE DISCUSSES HOW GETTING OLDER IMPACTS A PILOT'S PERFORMANCE AND HOW THEY CAN ADJUST.

>IFR INSIGHTS: COCKPIT WEATHER - THIS COURSE TAKES A PRACTICAL LOOK AT COCKPIT WEATHER PRODUCTS AND HOW THEY FIT INTO A PILOT'S DECISION MAKING PROCESS.

>KNOW BEFORE YOU GO: NAVIGATING TODAY'S AIRSPACE - THIS COMPREHENSIVE COURSE COVERS EVERYTHING A PILOT NEEDS TO KNOW TO KEEP THEIR CERTIFICATE SAFE.

>ACCIDENT STATISTICS-GRAPHICAL REPRESENTATIONS OF THE LATEST STATISTICAL DATA AVAILABLE FROM THE FAA AND NTSB.

>SAFETY QUIZZES-A QUICK, EASY, AND INTERACTIVE WAY FOR PILOTS TO ASSESS AND EXPAND THEIR KNOWLEDGE OF DOZENS OF AVIATION SUBJECTS, INCLUDING WEATHER; AIRPORT LIGHTING; IFR AND VFR FLYING; STALLS AND SPINS; COLLISION AVOIDANCE; CHARTS; EMERGENCY PROCEDURES; MOUNTAIN FLYING; SPATIAL DISORIENTATION; PREVENTIVE MAINTENANCE; WAKE TURBULENCE; SPECIAL USE AIRSPACE; AND MANY MORE.

THE AOPA FOUNDATION ALSO HOSTS APPROXIMATELY 200 IN-PERSON, FREE SAFETY SEMINARS NATIONWIDE EACH YEAR. THESE LIVE SEMINARS QUALIFY FOR THE FAA WINGS PROGRAM AND CAN HELP PILOTS QUALIFY FOR AVIATION ACCIDENT FORGIVENESS PROGRAMS THROUGH SEVERAL INSURANCE COMPANIES.

THE AOPA FOUNDATION ALSO CREATES PILOT SAFETY ANNOUNCEMENTS (PSAS). FOLLOWING THE MODEL OF TELEVISED PUBLIC SERVICE

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ATTACHMENT 2 (CONT'D)

ANNOUNCEMENTS, THESE SHORT VIDEOS RAISE AWARENESS OF COMMON ACCIDENT CAUSES, OFTEN WITH A PINCH OF TONGUE-IN-CHEEK HUMOR TO KEEP PILOTS WATCHING AND MAKE THE MESSAGE MEMORABLE. EACH OF THE NINE AVAILABLE PSAS INCLUDES RESOURCES AND TIPS TO HELP PILOTS AVOID ACCIDENTS.

FOR CERTIFICATED FLIGHT INSTRUCTORS (CFIS), THE AOPA FOUNDATION OFFERS BOTH IN-PERSON AND ONLINE RENEWAL PROGRAMS CALLED FLIGHT INSTRUCTOR REFRESHER COURSES (FIRCS). THE IN-PERSON WEEKEND COURSES ARE AVAILABLE IN APPROXIMATELY 81 LOCATIONS AND BOTH THE IN-PERSON AND ONLINE CLASSES MEET THE FAA'S RENEWAL REQUIREMENTS.

FOR THOSE WHO WANT TO READ MORE ABOUT GA SAFETY, THE AOPA FOUNDATION OFFERS A BROAD RANGE OF SAFETY PUBLICATIONS AND ARTICLES, BOTH IN PRINTED AND DOWNLOADABLE FORMATS. ALL OF THESE SAFETY PUBLICATIONS ARE AVAILABLE TO THE PUBLIC AT NO CHARGE. THEY INCLUDE:

>SAFETY ADVISORS - FIND NEED-TO-KNOW INFORMATION AND A WEALTH OF PRACTICAL ADVICE IN THE SAFETY ADVISORS. A VARIETY OF TOPICS ARE AVAILABLE, INCLUDING AIRSPACE, WEATHER, INSTRUMENT OPERATIONS, AND GPS.

>SAFETY BRIEFS - SHORT (2-4 PAGE) PUBLICATIONS DESIGNED TO OFFER EXPERT GUIDANCE AND USEFUL TIPS FOR PILOTS.

>JOSEPH T. NALL REPORT - THIS ACCLAIMED SAFETY REPORT PROVIDES ANALYSIS AND PERSPECTIVE TO THE PREVIOUS YEAR'S GENERAL AVIATION

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ATTACHMENT 2 (CONT'D)

ACCIDENT STATISTICS.

>SPECIAL REPORTS - STRAIGHTFORWARD ANALYSIS, BASED ON ACCIDENT REPORTS IN THE ACCIDENT DATABASE, OF CHALLENGES TO AVIATION SAFETY.

>AIRSPACE AT-A-GLANCE CARD - KNOW AT A GLANCE WHAT THE WEATHER MINIMUMS AND COMMUNICATION REQUIREMENTS ARE FOR THE SURROUNDING AIRSPACE.

>INTERCEPT PROCEDURES CARD - NOTAMS AND TFRS ARE MORE COMMON THAN EVER. THIS CARD REMINDS PILOTS OF WHAT TO DO IF AN F-16 POPS UP IN THEIR WINDOW.

>FLIGHT PLANNER FORM - A GUIDE TO HELP WITH EFFICIENT AND COMPLETE FLIGHT PLANNING-READY FOR PILOTS TO PRINT AND USE.

>RUNWAY FLASH CARDS - DESIGNED TO HELP PILOTS BETTER UNDERSTAND RUNWAY SIGNAGE AND MARKINGS. THE FRONT OF EACH CARD DISPLAYS AN AIRPORT SIGN OR PAVEMENT MARKING, WHILE THE BACK PROVIDES A DESCRIPTION AND INFORMATION ON THE REQUIRED PILOT ACTION.

>AIRSPACE FLASH CARDS - DESIGNED TO HELP PILOTS KEEP THE DIFFERENT TYPES OF AIRSPACE STRAIGHT. EACH CARD INCLUDES A COLOR DEPICTION OF THE AIRSPACE, A DESCRIPTION OF ITS CHARACTERISTICS, AND A DISCUSSION QUESTION.

>AIRCRAFT FLASH CARDS - DESIGNED TO HELP NEW, SEASONED, AND TRANSITIONING PILOTS GAIN KNOWLEDGE OF AIRCRAFT SPEEDS, PROFILES, SYSTEMS, AND EMERGENCY PROCEDURES. EACH CARD INCLUDES A SUBJECT AREA ON THE FRONT, AND FILL-IN-THE-BLANK SPACES AND A HELPFUL TIP ON THE BACK.

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ATTACHMENT 2 (CONT'D)

>FEATURED ACCIDENTS - AN ARCHIVE OF ACCIDENT REPORTS FEATURED IN AOPA EPILOT.

>CFI TO CFI NEWSLETTERS - BOTH PILOTS AND INSTRUCTORS BENEFIT FROM THE QUARTERLY NEWSLETTER TO INSTRUCTORS.

>PILOT'S CHECKRIDE GUIDE - THIS BOOKLET IS DESIGNED TO PROVIDE PILOTS AND FLIGHT INSTRUCTORS WITH A COMPACT REFERENCE GUIDE TO FREQUENTLY USED PRACTICAL TEST STANDARDS AND LOGBOOK ENDORSEMENTS.

>SPORT PILOT CHECKRIDE GUIDE - A COMPACT REFERENCE ON PRACTICAL TEST STANDARDS, ELIGIBILITY REQUIREMENTS, FLIGHT AND AERONAUTICAL EXPERIENCE REQUIREMENTS, AND REQUIRED ENDORSEMENT

>ANNUAL REPORT - A REVIEW OF THE FOUNDATION'S PROGRESS AND ACCOMPLISHMENTS FOR THE YEAR.

GRANTS

DURING 2013, THE AOPA FOUNDATION GRANTED $1,300,000 TO VARIOUS PROJECTS AND ORGANIZATIONS IN SUPPORT OF ITS MISSION. SOME OF THESE GRANTS INCLUDED:

THE CENTER TO ADVANCE THE PILOT COMMUNITY WITHIN AOPA

IN 2013, THE AOPA FOUNDATION PROVIDED A GRANT TO AOPA TO SUPPORT POWERFUL PROGRAMS DESIGNED TO STRENGTHEN THE PILOT COMMUNITY.

FLIGHT TRAINING EXCELLENCE POLL AND FLIGHT TRAINING EXCELLENCE AWARDS

AOPA INVITED STUDENT PILOTS WHO HAVE BEEN IN FLIGHT TRAINING

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ATTACHMENT 2 (CONT'D)

WITHIN THE LAST 24 MONTHS TO COMPLETE THE FLIGHT TRAINING EXCELLENCE POLL. THE POLL WAS BASED ON AOPA'S EXTENSIVE RESEARCH INTO THE OPTIMAL FLIGHT TRAINING EXPERIENCE, AND AN IMPRESSIVE 3,375 INDIVIDUALS COMPLETED THE POLL, RESULTING IN REVIEWS OF 508 DIFFERENT FLIGHT SCHOOLS AND 956 DIFFERENT FLIGHT INSTRUCTORS. THE POLL MEASURED THE OVERALL PERFORMANCE OF A FLIGHT SCHOOL OR FLIGHT INSTRUCTOR THROUGH THE EYES OF THEIR CUSTOMERS. RESULTS OF THE POLL HELPED AOPA IDENTIFY FACTORS, SUCH AS ACCESS TO A SIMULATOR, PERCEPTION OF THE VALUE OF FLIGHT TRAINING, AND ACCESSIBILITY OF FLIGHT INSTRUCTORS, PLAY A ROLE IN HOW STUDENTS FEEL ABOUT THEIR OVERALL FLIGHT TRAINING EXPERIENCE. AOPA CAN NOW OFFER QUALIFIED GUIDANCE TO HELP FLIGHT TRAINING PROGRAMS OFFER SUCCESSFUL TRAINING EXPERIENCES.

FLIGHT SCHOOL BUSINESS

THE FLIGHT SCHOOL BUSINESS PROGRAM OFFERS SUPPORT AND RESOURCES FOR FLIGHT SCHOOL OWNERS AND MANAGERS. WITH THE SUPPORT OF DONORS TO THE AOPA FOUNDATION, AOPA WAS ABLE TO PRODUCE AN E-NEWSLETTER THAT GOES OUT TWICE A MONTH, A FLIGHT SCHOOL BUSINESS FACEBOOK GROUP, AND A WEBINAR HELD EVERY MONTH TO HELP FLIGHT SCHOOLS SUCCEED. THE SUCCESS OF THIS EFFORT IS IN THE NUMBERS: THE FACEBOOK GROUP HAS ATTRACTED HUNDREDS OF MEMBERS, MORE THAN 3,000 PEOPLE SUBSCRIBE TO THE E-NEWSLETTER AND TOTAL WEBINAR ATTENDANCE IN 2013 WAS NEARLY 2,000 PEOPLE.

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ATTACHMENT 2 (CONT'D)

FIELD GUIDE TO FLIGHT TRAINING FOR STUDENT PILOTS

DURING THE SUMMER OF 2013, AOPA INCREASED ITS MARKETING OF THE POPULAR FIELD GUIDE TO FLIGHT TRAINING FOR STUDENT PILOTS. THIS HELPED TO SIGNIFICANTLY INCREASE ACCESS TO THIS USEFUL INFORMATION TO HELP EMPOWER PROSPECTIVE FLIGHT STUDENTS TO TAKE CHARGE OF THEIR FLIGHT TRAINING EXPERIENCE.

RUSTY PILOTS PROGRAM

IN 2013, AOPA WORKED WITH AVIATION ADVENTURES, AN AOPA EXCELLENCE AWARD WINNING FLIGHT SCHOOL WITH THREE LOCATIONS IN VIRGINIA, TO LEARN MORE ABOUT THEIR INNOVATIVE PROGRAM CALLED "RUSTY PILOTS." THE GOAL IS TO DEVELOP A NATIONAL PROGRAM USING THE CONCEPT FROM AVIATION ADVENTURES AS THE BASIS FOR EXPANDING THIS WORKSHOP. IN 2014, AOPA WILL CREATE THE NECESSARY CONTENT FOR THE PROGRAM INCLUDING POWER POINT PRESENTATION, VIDEO, AND INSTRUCTOR GUIDE AND PROVIDE IT TO QUALIFIED FLIGHT SCHOOLS.

AOPA AV8RS - YOUTH PROGRAM

THE AOPA AV8RS PROGRAM WAS DEVELOPED TO ENGAGE TEENS, AGES 13-18, AND RAISE AWARENESS OF AVIATION AND AEROSPACE THROUGH EDUCATION, ENGAGEMENT, AND SUPPORT, AND SUBSEQUENTLY DEVELOP A NEW GENERATION OF PILOTS, INDUSTRY LEADERS, AND AOPA MEMBERS.

AIRPORT PRESERVATION

IN 2013, THE AOPA FOUNDATION HELPED SUPPORT NATIONAL EFFORTS TO

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ATTACHMENT 2 (CONT'D)

PRESERVE AND PROTECT COMMUNITY AIRPORT WITH A GRANT TO SUPPORT THE AOPA AIRPORTS TEAM AS THEY CONTINUED TO WORK ON CLOSURE, ENCROACHMENT, ACCESS AND OTHER ISSUES AT AIRPORTS AND OTHER LANDING PLACES, INCLUDING AIRPORTS IN PARIS IL, MORRIS IL, LIVERMORE CA, ELY NV, MILLARD NE, KENNEWICK WA, TEHACHAPI CA, MIDLOTHIAN TX, WAYNESBORO VA, STOCKTON CA, ENTERPRISE AL, GROSSE ILE MI, BAINBRIDGE GA, ALBANY NY, OHIO STATE UNIVERSITY OH, TAFT CA, MUNSON FL, PRINCETON MN, BURLINGTON WA, CALIFORNIA CITY CA, READINGTON NJ, MCALLEN TX, COLORADO SPRINGS CO, FALCON FIELD AZ, OGALLALA NE, SAN LUIS OBISPO CA, ACCIDENT MD, MILTON FL, DALLAS TX; DESTIN FL, JOPLIN MO, KALAMAZOO MI, STEWART NY, CHATHAM MA, AND OF COURSE, SANTA MONICA, CA.

THE AIRPORT SUPPORT NETWORK VOLUNTEER PROGRAM CONTINUED TO BE AT THE HEART OF AOPA'S EFFORTS TO ENGAGE WITH AIRPORT COMMUNITIES. THIS YEAR, THE PROGRAM PASSED A MAJOR MILESTONE, EXPANDING TO MORE THAN 2,500 AIRPORTS WITH ASN VOLUNTEERS. VIRGINIA BECAME THE FIRST STATE IN THE NATION TO HAVE AN ASN VOLUNTEER AT EVERY ONE OF ITS PUBLIC USE AIRPORTS.

GIVING BACK

THE AOPA FOUNDATION'S GIVING BACK PROGRAM WAS ESTABLISHED IN 2013 TO SHINE A LIGHT ON THE GOOD WORK BEING DONE THROUGH GENERAL AVIATION AND TO PROVIDE SUPPORT TO THOSE INTERESTED IN AVIATION. FUNDS WERE AWARDED IN TWO WAYS:

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ATTACHMENT 2 (CONT'D)

1. MODEST GRANTS WERE AWARDED TO NONPROFIT ORGANIZATIONS PERFORMING PUBLIC BENEFIT FLYING, AND HUMANITARIAN AND CHARITABLE WORK THROUGH GENERAL AVIATION.

2. SCHOLARSHIPS WERE AWARDED TO STUDENTS WISHING TO LEARN TO FLY OR PURSUE CAREERS IN AVIATION.

THE AOPA FOUNDATION'S SUPPORT OF THE GRANTEES AND SCHOLARSHIP RECIPIENTS RESULTED IN POSITIVE PUBLICITY AND INSPIRING STORIES THAT PILOTS EVERYWHERE CAN BE PROUD OF.

ATTACHMENT 3

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

CAYMAN ISLANDS

BERMUDA

IRELAND

ATTACHMENT 4

FORM 990, PART VI, LINE 17 - STATES

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

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

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

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

ATTACHMENT 5

Name of the organization: THE AOPA FOUNDATION, INC.

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ATTACHMENT 5 (CONT'D)

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
EU SERVICES PO BOX 5935 TROY, MI 48007	PRINT/PUBLICATIONS	169,660.
JEPPESEN SANDERSON PO BOX 840864 DALLAS, TX 75284	CFI ONLINE SERVICES	189,376.
ALLEGIANCE CREATIVE 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	CREATIVE SERVICES	164,240.
COMMUNICATIONS CORP OF AMERICA 13195 FREEDOM WAY BOSTON, VA 22713	PRINT/MAIL SERVICES	149,984.
BLATANT MEDIA CORPORATION #275, 1011-9TH AVE, S.E. T2GOH7 CALGARY ALBERTA CANADA	FIRC COURSE DEV.	284,565.

ATTACHMENT 6

FORM 990, PART IX - OTHER FEES

DESCRIPTION	(A) TOTAL FEES	(B) PROGRAM SERVICE EXP.	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING EXPENSES
PROFESSIONAL CONSULTING	275,562.	180,866.	7,501.	87,195.
INTERNET SERVICES	252,202.	252,202.		
MARKETING AGENCY	50,308.	50,308.		
SHARED COSTS	946,965.	815,370.	49,479.	82,116.
RECRUITMENT	6,842.		1,091.	5,751.
OTHER	1,484.	1,171.		313.
TOTALS	1,533,363.	1,299,917.	58,071.	175,375.

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

2013

Open to Public Inspection

Name of the organization: THE AOPA FOUNDATION, INC.

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

(a) Name, address, and EIN (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) AIRCRAFT OWNERS & PILOTS ASSOCIATION 52-0636210 421 AVIATION WAY FREDERICK, MD 21701	MEMBERSHIP	NJ	501C4	N/A	N/A		X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(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	(i) No
(1) AOPA SERVICE CORPORATION 530211507 421 AVIATION WAY FREDERICK, MD 21701	MARKETING	DC	AOPA	C CORP					X
(2) AOPA INSURANCE AGENCY 521813554 1995 MIDFIELD ROAD WICHITA, KS 67209	INSURANCE	MD	AOPA	C CORP					X
(3) AOPA FLIGHT TECHNOLOGIES INC 454565150 421 AVIATION WAY FREDERICK, MD 21701	AVIATION PROD	DE	AOPA	C CORP					X
(4) AOPA HOLDINGS CORPORATION 461036265 421 AVIATION WAY FREDERICK, MD 21701	HOLDINGS COMP	DE	AOPA	C CORP					X
(5)									
(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	**1a**		X
b	Gift, grant, or capital contribution to related organization(s)	**1b**	X	
c	Gift, grant, or capital contribution from related organization(s)	**1c**	X	
d	Loans or loan guarantees to or for related organization(s)	**1d**		X
e	Loans or loan guarantees by related organization(s)	**1e**		X
f	Dividends from related organization(s)	**1f**		
g	Sale of assets to related organization(s)	**1g**		X
h	Purchase of assets from related organization(s)	**1h**		X
i	Exchange of assets with related organization(s)	**1i**		X
j	Lease of facilities, equipment, or other assets to related organization(s)	**1j**		X
k	Lease of facilities, equipment, or other assets from related organization(s)	**1k**		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	**1l**		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	**1m**	X	
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	**1n**	X	
o	Sharing of paid employees with related organization(s)	**1o**	X	
p	Reimbursement paid to related organization(s) for expenses	**1p**	X	
q	Reimbursement paid by related organization(s) for expenses	**1q**		X
r	Other transfer of cash or property to related organization(s)	**1r**	X	
s	Other transfer of cash or property from related organization(s)	**1s**	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)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	B	1,200,000.	FMV
(2)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	M,N,O,P	3,542,834.	FMV
(3)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	R	2,350,000.	FMV
(4)	AOPA SERVICE CORPORATION	C	128,000.	FMV
(5)	AOPA INSURANCE AGENCY	C	400,000.	FMV
(6)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	S	1,161,995.	FMV

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).