



TAX RETURN FILING INSTRUCTIONS

PUBLIC INSPECTION COPY

Prepared by	Grant Thornton Advisors LLC
Special Instructions	<p>The return should be signed and dated by the appropriate officer(s).</p> <p>Exempt organizations are required to provide copies of their returns for a period of three years from the filing date for public inspection upon request. On the Form 990 the names of any contributors should not be disclosed, so we have deleted them. Charities must also provide copies of: 1) Forms 990-T filed after August 17, 2006. 2) Forms 4720 filed by the organization. Form 990-PF contributors must be disclosed.</p>
Application for Recognition of Exemption	<p>Exempt Organizations are also required to provide a copy of the Application for Recognition of Exemption (Form 1023 or 1024) including all documents and statements submitted in support of such application and any letter or other document issued by the Internal Revenue Service with respect to such application.</p> <p>An organization that submitted its Form 1023 or 1024 on or before July 15, 1987 must make this form available for public inspection only if they had a copy of the Application on July 15, 1987.</p>
Requests made in person	If the request is made in person, the organization must respond by the end of the business day.
Requests made in writing	If the request is made in writing, response is generally required within 30 days.
Fees charged for copies	The organization can make a reasonable charge for copying and postage. The regulations limit the copying charge to that charged by the IRS for providing copies, currently \$1.00 for the first page and \$0.15 for each additional page.
What if we post the Form 990 on our website?	The requirement to provide copies can be eliminated if the organization posts the relevant documents on its website. The public must be able to download the documents and print them in the exact form they were filed with the IRS (except for disclosing contributors). The download must be free and use software that is available without charge. Even if the documents are posted on the web, the organization must still have a copy available for inspection at its offices.
What if we fail to comply with requests?	Please be aware that significant monetary penalties may be imposed by the IRS on an organization for failure to follow the above provisions.

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2023

Do not enter social security numbers on this form as it may be made public.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2023 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE AOPA FOUNDATION, INC.		D Employer identification number 20-8817225
	Doing business as		E Telephone number (301) 695-2000
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	421 AVIATION WAY		G Gross receipts \$ 35,728,264.
	City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 21701		
F Name and address of principal officer: MARK BAKER, CEO/PRESIDENT SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions H(c) Group exemption number	

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

J Website: WWW.AOPA.ORG/FOUNDATION

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:	SEE SCHEDULE O	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	9
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	8
	5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5	35
	6	Total number of volunteers (estimate if necessary)	6	8
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	11,516,655.	10,904,623.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	238,435.	423,370.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,457,290.	572,477.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	52,952.	51,211.
	12		13,265,332.	11,951,681.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,647,922.	2,631,013.
	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)	3,599,261.	3,600,557.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25)	598,604.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,800,702.	4,038,246.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,047,885.	10,269,816.	
19	Revenue less expenses. Subtract line 18 from line 12	3,217,447.	1,681,865.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	45,859,308.	52,824,643.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,760,781.	1,208,428.
		44,098,527.	51,616,215.	

Part II Signature Block

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

Sign Here	Signature of officer <i>Erica Saccoia</i>	Date 10/29/2024			
	ERICA SACCOIA, SVP FINANCE & ACCOUNTING Type or print name and title	Date			
Paid Preparer Use Only	Print/Type preparer's name MARY TORRETTA	Preparer's signature <i>Mary Torretta</i>	Date 10/29/2024	Check if self-employed <input type="checkbox"/>	PTIN P00847851
	Firm's name GRANT THORNTON ADVISORS LLC	Firm's EIN 99-1856619	Phone no. (703) 847-7500		
	Firm's address 1000 WILSON BOULEVARD, SUITE 1500 ARLINGTON, VA 22209				

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: SEE SCHEDULE O

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 8,914,838. including grants of \$ 2,631,013.) (Revenue \$ 423,370.) SEE SCHEDULE O

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

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

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

4e Total program service expenses 8,914,838.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows 22-38 covering various organizational requirements.

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 []

Table with 3 columns: Question ID, Question Text, Yes, No. Rows 1a-1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 17 regarding employee counts, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

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 on Schedule O. See instructions.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 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... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 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 on Schedule O

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? 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? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe on 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 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 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 b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process on 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? 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?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, 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 on Schedule O)
19 Describe on 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, address, and telephone number of the person who possesses the organization's books and records
ERICA SACCOIA, SVP FINANCE & ACCOUNTING - 301-695-2000
421 AVIATION WAY, FREDERICK, MD 21701

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

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

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

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

- 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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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.
- See the instructions for the order in which to list the persons above.

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 line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARK R. BAKER PRESIDENT/CEO	10.00 40.00	X		X				0.	1,740,646.	215,298.
(2) GREGORY L. COHEN CHIEF FINANCIAL OFFICER	10.00 40.00			X				0.	379,690.	495,485.
(3) JUSTINE A. HARRISON SVP - GENERAL COUNSEL	10.00 40.00			X				0.	465,163.	38,359.
(4) ELIZABETH A. TENNYSON SVP - AOPA FOUNDATION, INC.	40.00 0.00					X		332,083.	0.	23,703.
(5) ERICA J. SACCOIA SVP - FINANCE & ACCOUNTING	10.00 40.00			X				0.	325,073.	29,709.
(6) DAN JUSTMAN VP - YOU CAN FLY	40.00 0.00					X		185,162.	0.	24,535.
(7) PETER BOWERS AMBASSADOR	40.00 0.00					X		173,471.	0.	30,417.
(8) KATIE PRIBYL VP - CAPITAL CAMPAIGN	40.00 0.00					X		159,580.	0.	18,919.
(9) MORTY LLOYD MAJOR GIFT OFFICER	40.00 0.00					X		117,881.	0.	23,484.
(10) WILLIAM C. TRIMBLE III CHAIRMAN	1.00 1.00	X		X				0.	0.	0.
(11) DARRELL W. CRATE VICE CHAIRMAN (THRU 05/2023)	1.00 1.00	X		X				0.	0.	0.
(12) WILLIAM B. L. HUDSON VICE CHAIRMAN (AS OF 05/2023)	1.00 1.00	X		X				0.	0.	0.
(13) JAMES N. HAUSLEIN TREASURER	1.00 1.00	X		X				0.	0.	0.
(14) LAWRENCE D. BUHL III TRUSTEE	1.00 1.00	X						0.	0.	0.
(15) MATTHEW J. DESCH TRUSTEE	1.00 1.00	X						0.	0.	0.
(16) AMANDA C. FARNSWORTH TRUSTEE	1.00 1.00	X						0.	0.	0.
(17) MICHAEL POZNANSKY TRUSTEE (THRU 05/2023)	1.00 1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) STEPHEN ELOP TRUSTEE	1.00 1.00	X						0.	0.	0.
(19) JAMES G. TUTHILL, JR TRUSTEE (THRU 05/2023)	1.00 1.00	X						0.	0.	0.
(20) LUKE R. WIPPLER TRUSTEE	1.00 1.00	X						0.	0.	0.
1b Subtotal								968,177.	2,910,572.	899,909.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								968,177.	2,910,572.	899,909.

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 11

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
WISEWIRE, INC. 1050 30TH STREET NW, WASHINGTON, DC 20007	CURRICULUM DEVELOPMENT	132,650.
PROLIST, LLC, 4510 BUCKEYSTOWN PIKE, SUITE M, FREDERICK, MD 21704	PRINT/MAIL SERVICE	114,914.
CAMBRIDGE ASSOCIATES, LLC P.O. BOX 412015, BOSTON, MA 02241-2015	INVESTMENT MANAGER	104,362.

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

Part VIII Statement of Revenue

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

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f	10,904,623.				
	g	Noncash contributions included in lines 1a-1f	1g	\$ 473,352.				
	h	Total. Add lines 1a-1f		10,904,623.				
Program Service Revenue	2 a	REGISTRATION REVENUE	Business Code					
			900099	231,401.	231,401.			
	b	GOVERNMENT CONTRACT	900099	191,969.	191,969.			
	c							
	d							
	e							
	f	All other program service revenue						
g	Total. Add lines 2a-2f		423,370.					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		406,415.			406,415.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	6a	(i) Real				
				(ii) Personal				
	b	Less: rental expenses ...	6b					
	c	Rental income or (loss)	6c					
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	7a	(i) Securities				
				(ii) Other				
					23,942,645.			
	b	Less: cost or other basis and sales expenses	7b	23,776,583.				
	c	Gain or (loss)	7c	166,062.				
	d	Net gain or (loss)		166,062.			166,062.	
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a						
b	Less: direct expenses	8b						
c	Net income or (loss) from fundraising events							
9 a	Gross income from gaming activities. See Part IV, line 19	9a						
b	Less: direct expenses	9b						
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	10a						
b	Less: cost of goods sold	10b						
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a	SHARED COST ALLOCATION	Business Code					
			900099	50,000.	50,000.			
	b	MISCELLANEOUS REVENUE	900099	1,211.			1,211.	
	c							
	d	All other revenue						
e	Total. Add lines 11a-11d		51,211.					
12	Total revenue. See instructions		11,951,681.	473,370.	0.	573,688.		

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

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 domestic organizations and domestic governments. See Part IV, line 21 ...	1,500,000.	1,500,000.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	1,131,013.	1,131,013.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,912,571.	2,610,091.	101,852.	200,628.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	189,351.	169,686.	6,622.	13,043.
9 Other employee benefits	294,947.	263,327.	10,619.	21,001.
10 Payroll taxes	203,688.	182,649.	6,366.	14,673.
11 Fees for services (nonemployees):				
a Management				
b Legal				
c Accounting	63,034.		63,034.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	170,908.		170,908.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	351,960.	319,713.	32,247.	
12 Advertising and promotion	186,963.	138,630.		48,333.
13 Office expenses	323,662.	216,790.	41,119.	65,753.
14 Information technology	39,006.	35,026.		3,980.
15 Royalties				
16 Occupancy				
17 Travel	253,316.	225,495.		27,821.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	350,984.	347,326.		3,658.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	16,324.	16,324.		
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a SHARED COSTS & OVERHEAD	2,217,103.	1,734,574.	323,322.	159,207.
b BAD DEBT	47,271.	7,550.		39,721.
c RENTALS, REPAIRS & MAIN	7,371.	7,371.		
d DUES & SUBSCRIPTIONS	6,330.	6,330.		
e All other expenses	4,014.	2,943.	285.	786.
25 Total functional expenses. Add lines 1 through 24e	10,269,816.	8,914,838.	756,374.	598,604.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	2,502,863.	1,904,259.	0.	598,604.

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	4,604,208.	1	4,742,883.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	2,572,717.	3	2,667,208.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	447,859.	9	316,851.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 169,297.		
	b Less: accumulated depreciation	10b 90,969.		
	11 Investments - publicly traded securities	15,022,434.	11	15,816,469.
	12 Investments - other securities. See Part IV, line 11	22,894,385.	12	28,922,212.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	294,873.	15	280,692.
16 Total assets. Add lines 1 through 15 (must equal line 33)	45,859,308.	16	52,824,643.	
Liabilities	17 Accounts payable and accrued expenses	1,465,819.	17	927,736.
	18 Grants payable		18	
	19 Deferred revenue	89.	19	0.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	294,873.	25	280,692.
	26 Total liabilities. Add lines 17 through 25	1,760,781.	26	1,208,428.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	16,418,514.	27	21,125,492.
	28 Net assets with donor restrictions	27,680,013.	28	30,490,723.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	44,098,527.	32	51,616,215.
33 Total liabilities and net assets/fund balances	45,859,308.	33	52,824,643.	

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	11,951,681.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,269,816.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,681,865.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	44,098,527.
5	Net unrealized gains (losses) on investments	5	5,835,823.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	51,616,215.

Part XII Financial Statements and Reporting

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

- 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 on Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
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?
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?
If the organization changed either its oversight process or selection process during the tax year, explain on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F?
- 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 on Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2023)

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) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8,788,993.	9,538,456.	11,064,996.	11,516,655.	10,904,623.	51,813,723.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	8,788,993.	9,538,456.	11,064,996.	11,516,655.	10,904,623.	51,813,723.
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)						17,797,342.
6 Public support. Subtract line 5 from line 4.						34,016,381.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7 Amounts from line 4	8,788,993.	9,538,456.	11,064,996.	11,516,655.	10,904,623.	51,813,723.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	205,172.	235,634.	337,779.	465,413.	406,415.	1,650,413.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)			50,000.	52,952.	51,211.	154,163.
11 Total support. Add lines 7 through 10						53,618,299.
12 Gross receipts from related activities, etc. (see instructions)					12	732,756.

13 First 5 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 2023 (line 6, column (f), divided by line 11, column (f))	14	63.44 %
15 Public support percentage from 2022 Schedule A, Part II, line 14	15	65.12 %

16a 33 1/3% support test - 2023. 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

b 33 1/3% support test - 2022. 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 - 2023. 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 VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2022. 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 VI 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 10 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

Table with 7 columns: (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2019, (b) 2020, (c) 2021, (d) 2022, (e) 2023, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included on 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 VI.); 13 Total support.

14 First 5 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

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2023 (line 8, column (f), divided by line 13, column (f)) 15 %; Row 16: Public support percentage from 2022 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f)) 17 %; Row 18: Investment income percentage from 2022 Schedule A, Part III, line 17 18 %

19a 33 1/3% support tests - 2023. 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 - 2022. 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 Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)?

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? Row 2: Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? Row 3: By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year?

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer lines 2a and 2b below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer lines 3a and 3b below. Sub-rows a, b.

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990) 2023

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2023 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1 Distributable amount for 2023 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2023 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2023			
a From 2018			
b From 2019			
c From 2020			
d From 2021			
e From 2022			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2023 distributable amount			
i Carryover from 2018 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2023 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2023 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2024. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2019			
b Excess from 2020			
c Excess from 2021			
d Excess from 2022			
e Excess from 2023			

Schedule A (Form 990) 2023

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

OTHER

2019 AMOUNT: \$ 0.

2020 AMOUNT: \$ 0.

2021 AMOUNT: \$ 50,000.

2022 AMOUNT: \$ 52,952.

2023 AMOUNT: \$ 51,211.

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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 doesn't meet the filing requirements of Schedule B (Form 990).

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

Schedule B (Form 990) (2023)

Name of organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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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	<hr/> <hr/> <hr/>	\$ 3,750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/>	\$ 690,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<hr/> <hr/> <hr/>	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<hr/> <hr/> <hr/>	\$ 460,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	<hr/> <hr/> <hr/>	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	<hr/> <hr/> <hr/>	\$ 256,581.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(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" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

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" on Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two Yes/No questions regarding donor property and grant fund usage.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose of easements, a table for lines 2a-2d (Total number, acreage, certified historic structures, and non-certified historic structures), and questions about monitoring, expenses, and reporting requirements.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include questions about reporting requirements for art and historical treasures, and a table for revenue and assets included.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2023

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 make 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 program
 - 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" on 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, for escrow or custodial account liability? 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" on 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	13,978,000.	15,172,701.	14,192,341.	13,770,533.	13,694,534.
b Contributions			980,360.	421,808.	75,999.
c Net investment earnings, gains, and losses	1,568,000.	-1,390,000.			
d Grants or scholarships					
e Other expenditures for facilities and programs	1,736,000.	195,299.			
f Administrative expenses					
g End of year balance	17,282,000.	13,978,000.	15,172,701.	14,192,341.	13,770,533.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 15.0000 %
 - b Permanent endowment 85.0000 %
 - c Term endowment _____ %
- The percentages on 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? | | X |
| (ii) Related organizations? | | X |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 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" on 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				
e Other		169,297.	90,969.	78,328.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				78,328.

Part VII Investments - Other Securities

Complete if the organization answered "Yes" on 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	28,922,212.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))	28,922,212.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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. (Col. (b) must equal Form 990, Part X, line 13, col. (B))		

Part IX Other Assets

Complete if the organization answered "Yes" on 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, line 15, col. (B))	

Part X Other Liabilities

Complete if the organization answered "Yes" on 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	280,692.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	280,692.

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 FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ...

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

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

1	Total revenue, gains, and other support per audited financial statements	1	17,616,596.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	5,835,823.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	5,835,823.
3	Subtract line 2e from line 1	3	11,780,773.
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	170,908.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	170,908.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	11,951,681.

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

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

1	Total expenses and losses per audited financial statements	1	10,098,908.
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	0.
3	Subtract line 2e from line 1	3	10,098,908.
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	170,908.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	170,908.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	10,269,816.

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.

PART V, LINE 4:

ENDOWMENT FUNDS

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

SCHEDULE O FOR DETAILED MISSION STATEMENT.

PART X, LINE 2:

FIN 48 FOOTNOTE

THE FOUNDATION HAS DETERMINED THAT THERE ARE NO MATERIAL UNCERTAIN TAX

POSITIONS THAT REQUIRE RECOGNITION OR DISCLOSURE IN THE FINANCIAL

STATEMENTS.

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 the Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately 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 the Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see the Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see the Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see the Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see the Instructions for Form 5713; don't file with Form 990)* Yes No

Part V Supplemental Information

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.

Multiple horizontal lines for supplemental information.

**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" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

**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? **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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
AIRCRAFT OWNERS & PILOTS ASSOCIATION - 421 AVIATION WAY - FREDERICK, MD 21701	52-0636210	501(C)(4)	764,000.	0.			SAFETY SUPPORT
AIRCRAFT OWNERS & PILOTS ASSOCIATION - 421 AVIATION WAY - FREDERICK, MD 21701	52-0636210	501(C)(4)	397,000.	0.			AIRPORT SUPPORT
AIRCRAFT OWNERS & PILOTS ASSOCIATION - 421 AVIATION WAY - FREDERICK, MD 21701	52-0636210	501(C)(4)	339,000.	0.			GROW PILOT POPULATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 0.

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.

Schedule I (Form 990) 2023

Part III Grants and Other Assistance to Domestic Individuals. 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 noncash assistance
FLIGHT TRAINING SCHOLARSHIP	214	1,131,013.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

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

Part IV Supplemental Information

RETURNED.

GRANTS AND OTHER ASSISTANCE TO DOMESTIC INDIVIDUALS

FLIGHT TRAINING SCHOLARSHIPS: THE SCHOLARSHIP RULES REQUIRE THE

RECIPIENT(S) TO BE:

(A) U.S. CITIZEN OR U.S. PERMANENT RESIDENT,

(B) AT LEAST 15 YEARS OF AGE ON OR BEFORE THE APPLICATION CLOSE DATE,

(C) HAVE HAD AN AOPA MEMBER ACCOUNT AT THE TIME OF APPLICATION,

(D) NOT HAVE COMPLETED THE FAA PRACTICAL TEST/CHECKRIDE AT THE TIME OF

APPLICATION.

THE MONEY IS TO BE USED FOR FLIGHT TRAINING EXPENSES ONLY AND IF THE MONEY

IS NOT USED FOR THAT PURPOSE, IT MUST BE RETURNED TO AFI. AFI MONITORS THE

USE OF THESE FUNDS ON A WEEKLY BASIS.

**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" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

Part I Questions Regarding Compensation

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

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

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 on line 1a?

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

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

4 During the year, did any person listed on 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?
- b** Participate in or receive payment from a supplemental nonqualified retirement plan?
- c** Participate in or receive payment from an equity-based compensation arrangement?
- 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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on 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?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on 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

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2023

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 on 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 aren't 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 and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MARK R. BAKER PRESIDENT/CEO	(i)	0.	0.	0.	0.	0.	0.
	(ii)	964,397.	727,500.	48,749.	199,915.	15,383.	1,955,944.
(2) GREGORY L. COHEN CHIEF FINANCIAL OFFICER	(i)	0.	0.	0.	0.	0.	0.
	(ii)	297,755.	81,300.	635.	480,019.	15,466.	875,175.
(3) JUSTINE A. HARRISON SVP - GENERAL COUNSEL	(i)	0.	0.	0.	0.	0.	0.
	(ii)	367,486.	96,725.	952.	24,915.	13,444.	503,522.
(4) ELIZABETH A. TENNYSON SVP - AOPA FOUNDATION, INC.	(i)	256,665.	74,190.	1,228.	21,604.	2,099.	355,786.
	(ii)	0.	0.	0.	0.	0.	0.
(5) ERICA J. SACCOIA SVP - FINANCE & ACCOUNTING	(i)	0.	0.	0.	0.	0.	0.
	(ii)	255,190.	68,637.	1,246.	21,669.	8,040.	354,782.
(6) DAN JUSTMAN VP - YOU CAN FLY	(i)	165,271.	19,107.	784.	9,757.	14,778.	209,697.
	(ii)	0.	0.	0.	0.	0.	0.
(7) PETER BOWERS AMBASSADOR	(i)	162,014.	10,000.	1,457.	13,727.	16,690.	203,888.
	(ii)	0.	0.	0.	0.	0.	0.
(8) KATIE PRIBYL VP - CAPITAL CAMPAIGN	(i)	159,279.	0.	301.	12,379.	6,540.	178,499.
	(ii)	0.	0.	0.	0.	0.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

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 3:

THE ORGANIZATION'S CEO IS COMPENSATED BY THE RELATED ORGANIZATION, AIRCRAFT

OWNERS & PILOTS ASSOCIATION (AOPA). AOPA USES THE FOLLOWING METHODS TO

ESTABLISH THE COMPENSATION OF THE CEO:

- COMPENSATION COMMITTEE

- INDEPENDENT COMPENSATION CONSULTANT

- FORM 990 OF OTHER ORGANIZATIONS

- WRITTEN EMPLOYMENT CONTRACT

- COMPENSATION SURVEY OR STUDY

- APPROVAL BY THE BOARD

PART I, LINE 4B:

NONQUALIFIED RETIREMENT PLAN

MARK BAKER PARTICIPATED IN A SUPPLEMENTAL NONQUALIFIED 457(F) PLAN, WHICH

IS INCLUDED IN PART II, COLUMN C. THE 2023 CONTRIBUTION TO THIS PLAN WAS

\$175,000.

PART I, LINE 7:

Part III Supplemental Information

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.

NONFIXED PAYMENTS

TARGET INCENTIVE AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE

ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL BONUS PAID

IS PROPOSED BY THE EXECUTIVE MANAGEMENT TEAM AND THE PRESIDENT BASED ON

THEIR ASSESSMENT OF THE PARTICIPANT'S INDIVIDUAL PERFORMANCE AND THAT

OF THE ORGANIZATION AGAINST PRE-ESTABLISHED GOALS. THE BOARD OF

TRUSTEES AND COMPENSATION COMMITTEE REVIEW AND MAKE A FINAL

DETERMINATION AS TO THE ACTUAL BONUS AMOUNT PAID TO PARTICIPANTS. NONE

OF THE PERSONS MENTIONED ABOVE PARTICIPATE IN THE DELIBERATION OF THEIR

COMPENSATION ARRANGEMENT. THE DELIBERATIONS AND DECISIONS OF THESE

COMPENSATION ARRANGEMENTS ARE MAINTAINED IN CONTEMPORANEOUS

DOCUMENTATION WITH OUR HUMAN RESOURCES DEPARTMENT.

PART II:

COMPENSATION INFORMATION

AOPA FOUNDATION USES THE SERVICES OF AIRCRAFT OWNERS & PILOTS

ASSOCIATION'S HUMAN RESOURCES DEPARTMENT IN ORDER TO DETERMINE

REASONABLE COMPENSATION OF ITS EMPLOYEES. THE COMPENSATION LEVELS AND

SALARY RANGES FOR CERTAIN EMPLOYEES OF THE ORGANIZATION ARE ESTABLISHED

Part III Supplemental Information

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.

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 BUDGET IS APPROVED BY THE BOARD OF TRUSTEES BASED ON MARKET SURVEYS. CERTAIN EMPLOYEES ALSO PARTICIPATE IN THE ORGANIZATION'S INCENTIVE PAY PROGRAM.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2023

Open to Public Inspection

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

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

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				
8 Intellectual property				
9 Securities - Publicly traded	X	18	473,352. FMV	
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 ()				
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 V, Donee Acknowledgement **29** 0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?
 b If "Yes," describe the arrangement in Part II.
 31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?
 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
 b If "Yes," describe in Part II.
 33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a	X	

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

Schedule M (Form 990) 2023

Part II Supplemental Information. 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.

SCHEDULE M, PART I, COLUMN (B):

NUMBER OF CONTRIBUTIONS

THE ORANGIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS IN COLUMN

(B).

SCHEDULE M, LINE 32B:

AIRCRAFT SALES BROKER

THE AOPA FOUNDATION, INC. USES A BROKER SPECIALIZING IN AIRCRAFT SALES

TO SELL DONATED AIRCRAFT. THE BROKER IS RESPONSIBLE FOR ADVERTISING AND

PLACING LISTINGS TO ALLOW MAXIMUM EXPOSURE AND TO EXPEDITE THE SALE.

**SCHEDULE O
(Form 990)**

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 Form 990-EZ.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Open to Public
Inspection

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

THE AOPA FOUNDATION (THE FOUNDATION) WORKS TO IMPROVE AVIATION SAFETY,
PRESERVE COMMUNITY AIRPORTS, AND ENCOURAGE LEARNING TO FLY FOR CAREER
AND PERSONAL BENEFIT.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION 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 SUCH ACTIVITIES ARE IN
THE FURTHERANCE OF CHARITABLE, EDUCATIONAL AND/OR SCIENTIFIC PURPOSES.

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

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

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

Schedule O (Form 990) 2023

LHA 332211 11-14-23

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

YOU CAN FLY

THE AOPA FOUNDATION'S YOU CAN FLY PROGRAM IS A SET OF INITIATIVES
DESIGNED TO GET PEOPLE FLYING AND KEEP THEM FLYING. WITH INITIATIVES TO
INTRODUCE HIGH SCHOOL STUDENTS TO CAREER OPPORTUNITIES IN AVIATION AND
AEROSPACE, PROVIDE SUPPORT FOR FLIGHT SCHOOLS AND STUDENTS, DELIVER
TOOLS AND RESOURCES TO HELP PILOTS CREATE AND GROW FLYING CLUBS, AND
HELP LAPSED PILOTS GET BACK IN THE AIR, YOU CAN FLY IS SUPPORTING
AVIATORS AT EVERY STAGE OF THEIR JOURNEY.

THE FOUNDATION PROVIDES FREE FOUR YEAR AVIATION STEM CURRICULUM TO
THOUSANDS OF HIGH SCHOOL STUDENTS NATIONWIDE. AN ANNUAL SYMPOSIUM FOR
EDUCATORS HELPS SCHOOLS CREATE AND GROW AVIATION STEM PROGRAMS TO MEET
THEIR SPECIFIC NEEDS, WHILE \$1 MILLION IN SCHOLARSHIPS ARE AWARDED
ANNUALLY TO HIGH SCHOOL TEACHERS AND STUDENTS TO HELP THEM EARN A PILOT
CERTIFICATE.

FOR FLIGHT SCHOOLS, INSTRUCTORS, AND STUDENTS, THE FOUNDATION IS
DELIVERING TRAINING AND TOOLS DESIGNED TO HELP REDUCE THE DROPOUT RATE
BY MAKING TRAINING MORE EFFICIENT, TRANSPARENT, AND CUSTOMER FOCUSED.
THE ANNUAL FLIGHT TRAINING EXPERIENCE AWARDS SUPPORT BEST PRACTICES AND
RECOGNIZE SCHOOLS FROM ACROSS THE COUNTRY THAT DELIVER EXCEPTIONAL
TRAINING EXPERIENCES TO THEIR CLIENTS WHILE THE AOPA FLIGHT TRAINING
ADVANTAGE PLATFORM BRINGS ADAPTIVE LEARNING INTO THE FLIGHT DECK.

TO HELP INCREASE AIRCRAFT UTILIZATION AND BUILD A STRONGER COMMUNITY OF
AVIATORS, THE FOUNDATION IS HELPING PILOTS LAUNCH AND GROW FLYING

Name of the organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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CLUBS. THE FOUNDATION DELIVERS EXTENSIVE RESOURCES, INCLUDING IN-PERSON ASSISTANCE AND ONLINE GUIDANCE, TO HELP PILOTS CREATE NEW CLUBS. THE FOUNDATION'S FLYING CLUB FINDER ALSO LISTS HUNDREDS OF FLYING CLUBS, MAKING IT EASIER FOR PILOTS EVERYWHERE TO CONNECT WITH A CLUB CLOSE TO HOME.

FOR LAPSED PILOTS WHO WANT TO RETURN TO FLYING, THE FOUNDATION'S RUSTY PILOTS INITIATIVE PROVIDES IN-PERSON SEMINARS AND LIVE WEBINARS THAT GIVE PILOTS THREE HOURS OF GROUND TRAINING THAT FULFILLS THE FAA'S FLIGHT REVIEW REQUIREMENTS FOR GROUND INSTRUCTION. AN ONLINE COURSE OPTION MAKES IT POSSIBLE FOR PILOTS TO REFRESH THEIR CRITICAL GROUND SCHOOL KNOWLEDGE ANY TIME. BOTH THE IN-PERSON AND THE ONLINE PROGRAMS PROVIDE FAA WINGS CREDIT.

FOUNDATION GRANTS
DURING 2023, THE AOPA FOUNDATION GRANTED \$1,500,000 TO VARIOUS PROJECTS IN SUPPORT OF ITS MISSION.

THE FOUNDATION PROVIDED A \$764,000 GRANT TO SUPPORT AOPA'S AIR SAFETY INSTITUTE (ASI). ASI SERVES ALL PILOTS BY PROVIDING FREE OR LOW-COST EDUCATION PROGRAMS TO PILOTS AND FLIGHT INSTRUCTORS NATIONWIDE, ANALYZING SAFETY DATA, AND CONDUCTING SAFETY RESEARCH. AS A RESULT OF THE GRANT, ASI'S MATERIAL WAS ACCESSED NEARLY 10 MILLION TIMES. THIS WAS MADE POSSIBLE IN PART BY THE RELEASE OF VARIOUS NEW PRODUCTS INCLUDING VIDEOS, PODCASTS, PUBLICATIONS, AND WEBINARS TO PILOTS AND AVIATION ENTHUSIASTS.

THE FOUNDATION PROVIDED A \$397,000 GRANT TO SUPPORT THE AOPA AIRPORT

Name of the organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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SUPPORT NETWORK. THE AIRPORT SUPPORT NETWORK IS A GROUP OF OVER 2,300

VOLUNTEERS TASKED WITH PROMOTING, PROTECTING, AND DEFENDING AMERICA'S

COMMUNITY AIRPORTS FROM PRESSURES MOUNTING AGAINST SUCH AIRPORTS.

THE FOUNDATION PROVIDED A \$339,000 GRANT TO SUPPORT MEMBER OUTREACH.

EVENTS ARE FOCUSED ON PROVIDING AOPA MEMBERS EDUCATIONAL CONTENT,

ACCESS TO AVIATION INDUSTRY PARTNERS FOR TRANSACTIONS, AND THE

OPPORTUNITY TO CONNECT WITH THE AVIATION COMMUNITY. EACH EVENT IS

INTENDED TO INCREASE ENGAGEMENT BY AOPA MEMBERS WHICH WILL LEAD TO

SAFER PILOTS AND A MORE ROBUST AVIATION INDUSTRY.

FORM 990, PART VI, SECTION A, LINE 2:

BUSINESS RELATIONSHIPS

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. MR. CRATE'S TERM ENDED DURING 2023.

FORM 990, PART VI, SECTION A, LINE 6:

MEMBERS OR STOCKHOLDERS

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.

FORM 990, PART VI, SECTION B, LINE 11B:

Name of the organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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FORM 990 REVIEW PROCESS

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.

FORM 990, PART VI, SECTION B, LINE 12C:

CONFLICT OF INTEREST POLICY

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.

FORM 990, PART VI, SECTION B, LINE 15:

PROCESS FOR DETERMINING COMPENSATION

THE COMPENSATION FOR THE PRESIDENT IS SET BY THE BOARD OF TRUSTEES AND

COMPENSATION COMMITTEE OF AOPA. 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

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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 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 AND RECUSE THEMSELVES
 FROM ALL OTHER DELIBERATIONS AND DISCUSSIONS RELATED TO A MATTER IN WHICH
 THEY MAY HAVE AN INTEREST. THE DELIBERATIONS AND DECISIONS OF THESE
 COMPENSATION ARRANGEMENTS ARE MAINTAINED IN CONTEMPORANEOUS DOCUMENTATION

Name of the organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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WITH OUR HUMAN RESOURCES DEPARTMENT.

AFI DID NOT COMPENSATE ANY CEO, OFFICERS, AND/OR KEY EMPLOYEES DURING THE YEAR, AS A RESULT, DID NOT HAVE A PROCESS IN PLACE FOR DETERMINING COMPENSATION FOR THOSE AFOREMENTIONED POSITIONS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL,AR,CA,FL,GA,HI,IL,KS,KY,MD,MA,MI,MN,MS,NC,NH,NJ,NM,NY,OR,PA,RI,SC,TN,VA
WI,WV

FORM 990, PART VI, SECTION C, LINE 19:

HOW DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC
THE ORGANIZATION DOES MAKE AVAILABLE ITS CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS, FORM 990 RETURNS, AND FORM 1023 TO THE GENERAL PUBLIC. THE ORGANIZATION MAKES AVAILABLE ITS GOVERNING DOCUMENTS TO THE EXTENT REQUIRED BY LAW. THE PUBLIC CAN RECEIVE COPIES BY CONTACTING THE ORGANIZATION'S HEADQUARTERS. COPIES OF THE RETURNS CAN BE OBTAINED AT WWW.AOPA.ORG/ABOUT-AOPA/GOVERNANCE AND OTHER PUBLIC SITES.

FORM 990, PART VII, SECTION A, COLUMN B:

HOURS WORKED FOR THE AOPA FOUNDATION, INC.
MARK BAKER, GREG COHEN, JUSTINE HARRISON, AND ERICA SACCOIA ARE FULL-TIME EMPLOYEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), A RELATED, SECTION 501(C)(4) ORGANIZATION (EIN 52-0636210), ALTHOUGH THEY DEVOTE APPROXIMATELY TEN HOURS PER WEEK TO THE RELATED 501(C)(3) PUBLIC CHARITY ORGANIZATION: THE AOPA FOUNDATION, INC.

**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.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

Open to Public Inspection

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

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
GENERAL AVIATION STAKEHOLDERS UNLIMITED - 88-3921187, 421 AVIATION WAY, FREDERICK, MD 21701	GENERAL AVIATION	DELAWARE	0.	0.	AOPA

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
AIRCRAFT OWNERS & PILOTS ASSOCIATION - 52-0636210, 421 AVIATION WAY, FREDERICK, MD 21701	MEMBERSHIP	NEW JERSEY	501(C)(4)	N/A	N/A		X
AOPA POLITICAL ACTION COMMITTEE - 56-3014117 421 AVIATION WAY FREDERICK, MD 21701	PAC	DISTRICT OF COLUMBIA	527	N/A	AOPA		X

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

Schedule R (Form 990) 2023

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.

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) AIRCRAFT OWNERS & PILOTS ASSOCIATION	P	3,600,556.	FMV
(2) AIRCRAFT OWNERS & PILOTS ASSOCIATION	B	1,500,000.	FMV
(3) AIRCRAFT OWNERS & PILOTS ASSOCIATION	N	1,494,102.	FMV
(4) AIRCRAFT OWNERS & PILOTS ASSOCIATION	M	860,200.	FMV
(5) AOPA HOLDINGS COMPANY	M	260,000.	FMV
(6)			

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Multiple horizontal lines for supplemental information.