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Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

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

C Name of organization
 THE COMMEMORATIVE AIR FORCE

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
 PO BOX 62000

City or town, state or country, and ZIP + 4
 MIDLAND, TX 797112000

D Employer identification number
 74-1484491

E Telephone number
 (432) 563-1000

G Gross receipts \$ 15,869,671

F Name and address of principal officer
 STEVE BROWN
 PO BOX 62000
 MIDLAND, TX 797112000

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number ▶ 5545

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

J Website: ▶ www.commemorativeairforce.org

K Form of organization Corporation Trust Association Other ▶ **L** Year of formation 1961 **M** State of legal domicile TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO ACQUIRE, RESTORE, MAINTAIN AND OPERATE A COLLECTION OF WORLD WAR II AIRCRAFT FOR THE EDUCATION AND ENJOYMENT OF THE PRESENT AND FUTURE GENERATIONS		
	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	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	38
	6 Total number of volunteers (estimate if necessary)	6	10,000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	10,346
b Net unrelated business taxable income from Form 990-T, line 34	7b	93,989	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	5,848,323	5,183,892
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,837,421	7,153,784
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	525,330	37,324
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	583,034	437,881
		12,794,108	12,812,881
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	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)	1,357,925	1,571,456
	16a Professional fundraising fees (Part IX, column (A), line 11e)	146,645	156,039
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,485,966		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	9,985,451	10,962,661
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	11,490,021	12,690,156
19 Revenue less expenses Subtract line 18 from line 12	1,304,087	122,725	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	17,629,476	18,313,308
	21 Total liabilities (Part X, line 26)	3,831,814	3,471,623
22 Net assets or fund balances Subtract line 21 from line 20	13,797,662	14,841,685	

Part II Signature Block

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

Sign Here

Signature of officer: *****
 Date: 2012-08-30

FLOYD HOUDYSHELL SECRETARY / TREASURER
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: James R Flatt
 Date: _____
 Check if self-employed

Preparer's taxpayer identification number (see instructions): _____
 Firm's name (or yours if self-employed), address, and ZIP + 4: WEAVER & TIDWELL LLP
 400 W ILLINOIS SUITE 1550
 MIDLAND, TX 79701
 EIN: _____
 Phone no: (432) 683-5226

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 to any question in this Part III Yes No

1 Briefly describe the organization's mission

TO ACQUIRE, RESTORE, MAINTAIN, AND OPERATE A COLLECTION OF WORLD WAR II AIRCRAFT FOR THE EDUCATION AND ENJOYMENT OF PRESENT AND FUTURE GENERATIONS

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 No

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code 711,130) (Expenses \$ 5,756,836 including grants of \$) (Revenue \$ 5,460,441)

AIRSHOWS ARE PREMIERE AVIATION EVENTS WHERE WARBIRDS (AIRCRAFT) GATHER TO REENACT HISTORIC BATTLES ADDITIONAL ATTRACTIONS OF THESE SHOWS INCLUDE, JUNIOR ACES KIDS TENT (PROVIDING GAMES, ARTS & CRAFTS AND OTHER FUN ACTIVITIES FOR CHILDREN), FAMED GHOST SQUADRON AIRCRAFT DISPLAYS, SPECIAL SHOWS FOR SPECIAL PEOPLE ON FRIDAYS, PRECEDING THE REGULAR EVENT, THAT OTHERWISE MIGHT NOT BE ABLE TO ATTEND AND NUMEROUS FLYING PERFORMING ACTS SUCH AS WINGWALKING AND AEROBATICS

4b (Code 713,990) (Expenses \$ 1,590,705 including grants of \$) (Revenue \$ 1,483,932)

MEMBERSHIP DUES & ANUAC FEES MEMBERSHIP DUES ARE ESTABLISHED & COLLECTED TO COVER NORMAL OPERATING EXPENSES OF INDIVIDUAL UNITS MEMBERSHIP FEES INCLUDE MONTHLY OR QUARTERLY SUBSCRIPTIONS TO THE CAF'S MAGAZINE, "DISPATCH " MEMBERS RECEIVE FREE ADMISSION TO THE MUSEUMS AND EXHIBITS AND OTHER BENEFITS SUCH AS OPPORTUNITIES TO FLY IN CAF AIRCRAFT AND GIFT SHOP DISCOUNTS EACH UNIT IS ALSO SUBJECT TO ANNUAL ANUAC FEES (ANNUAL ADMINISTRATIVE CHARGES) TO ASSIST IN THE OPERATION OF THE NATIONAL HEADQUARTERS NATIONAL & LOCAL MEMBERSHIP FEES ARE SET & COLLECTED BY EACH UNIT AND THE NATIONAL HEADQUARTERS, BASED ON THEIR OPERATIONAL NEEDS ANNUAL ANUAC FEES MAY VARY FROM YEAR TO YEAR

4c (Code 712,110) (Expenses \$ 257,003 including grants of \$) (Revenue \$ 272,359)

MUSEUM ADMISSIONS FOR THE CAF ARE FOR MONIES COLLECTED BY INDIVIDUAL UNITS, LOCATED THROUGHOUT THE UNITED STATES, FOR ENTRY INTO THEIR FACILITIES FACILITIES ARE OPENED TO VISITORS, TOURISTS, SCHOOL GROUPS, ETC TO VIEW THE AIRCRAFT AND EDUCATIONAL EXHIBITS WITHIN THE FACILITIES

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses \$ 7,604,544

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> <input checked="" type="checkbox"/>		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/>		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> <input checked="" type="checkbox"/>		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/>		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> <input checked="" type="checkbox"/>		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> <input checked="" type="checkbox"/>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> <input checked="" type="checkbox"/>	Yes	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> <input checked="" type="checkbox"/>	Yes	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> <input checked="" type="checkbox"/>	Yes	
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		
20b			

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable trusts.

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

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

Section A. Governing Body and Management

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

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? (Yes); 10b 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? (Yes); 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review the Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 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? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (No); 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? (No); 16b 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

Table with 3 columns: Question, Yes, No. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed (AL, AK, AZ, AR, CA, CO, FL, GA, IL, IN, KS, KY, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, SC, TN, UT, VA, WA, WV, WI); 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: Own website, Another's website, Upon request; 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table; 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: FLOYD HOUDYSHELL, 9600 WRIGHT DR, MIDLAND, TX 79706, (432) 563-1000.

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) COL STEVE BARBER GENERAL STAFF MEMBER	5 0	X						0	0	0
(2) COL NEILS AGATHER GENERAL STAFF MEMBER	5 0	X						0	0	0
(3) COL RICK BELL GENERAL STAFF MEMBER	5 0	X						0	0	0
(4) COL RANDY WILSON GENERAL STAFF MEMBER	5 0	X						0	0	0
(5) COL CHARLIE WOOD GENERAL STAFF MEMBER	5 0	X						0	0	0
(6) COL KEITH WOOD GENERAL STAFF MEMBER	5 0	X						0	0	0
(7) COL LARRY TURNER GENERAL STAFF MEMBER	5 0	X						0	0	0
(8) COL KIM PARDON GENERAL STAFF MEMBER	5 0	X						0	0	0
(9) COL RANDY BUTTRAM GENERAL STAFF MEMBER	5 0	X						0	0	0
(10) COL JW DON JOHNSON GENERAL STAFF MEMBER	5 0	X						0	0	0
(11) COL LARRY LUMPKIN GENERAL STAFF MEMBER	5 0	X						0	0	0
(12) STEVE BROWN PRESIDENT	50 0				X			259,771	0	0
(13) FLOYD HOUDYSHELL SECRETARY / TREASURER	50 0				X			111,365	0	0

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

Table with 6 main columns: (A) Name and Title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation.

Summary rows: 1b Sub-Total, c Total from continuation sheets to Part VII, Section A, d Total (add lines 1b and 1c) with values 371,136, 0, 0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 4

Table with 3 columns: Question, Yes, No. Questions 3, 4, 5 regarding compensation reporting and unrelated compensation.

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

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Example: HOLLIS TRUCKING, TRANSPORTATION, 112,893.

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 2

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b	824,684				
	c	Fundraising events 1c					
	d	Related organizations 1d	1,395,557				
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	2,963,651				
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f ▶		5,183,892			
Program Service Revenue			Business Code				
	2a	AIRSHOW REVENUE	711130	5,556,358	5,556,358		
	b	MEMBERSHIP DUES	713990	122,917	122,917		
	c	HANGAR INCOME		182,671	182,671		
	d	MUSEUM ADMISSIONS		272,359	272,359		
	e	ANUAC FEES	713990	536,331	536,331		
	f	All other program service revenue		483,148	483,148		
g	Total. Add lines 2a-2f ▶		7,153,784				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		36,472		36,472	
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties ▶		0			
	6a	(i) Real		(ii) Personal			
		b	Gross rents				
		c	Less rental expenses				
		d	Net rental income or (loss) ▶				
	7a	(i) Securities		(ii) Other			
		b	Gross amount from sales of assets other than inventory				
		c	Less cost or other basis and sales expenses				
		d	Net gain or (loss) ▶		852		852
	8a	Gross income from fundraising events (not including \$ 347,809 of contributions reported on line 1c) See Part IV, line 18 a	1,048,140				
	b	Less direct expenses b	1,048,140				
	c	Net income or (loss) from fundraising events . . ▶		0			
9a	Gross income from gaming activities See Part IV, line 19 a		1,075,663				
	b	Less direct expenses b	1,051,559				
	c	Net income or (loss) from gaming activities . . ▶		24,104			
10a	Gross sales of inventory, less returns and allowances a		1,297,574				
	b	Less cost of goods sold b	957,091				
	c	Net income or (loss) from sales of inventory . . ▶		340,483			
Miscellaneous Revenue		Business Code					
11a	ADVERTISING INCOME	541800	10,346		10,346		
b	REFUNDS & REBATES	900099	62,948	62,948			
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶		73,294				
12	Total revenue. See Instructions ▶		12,812,881	7,216,732	10,346	37,324	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question 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 governments and organizations in the United States See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	371,136	105,797	246,782	18,557
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	916,222	204,220	712,002	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	28,304		28,304	
9	Other employee benefits	144,038	4,427	139,611	
10	Payroll taxes	111,756	9,539	102,217	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	320,718	320,133	585	
c	Accounting	95,194	18,851	76,343	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	156,039			156,039
f	Investment management fees	0			
g	Other	0			
12	Advertising and promotion	347,196	330,244	6,738	10,214
13	Office expenses	237,865	106,599	131,266	
14	Information technology	2,207		2,207	
15	Royalties	0			
16	Occupancy	1,597,683	707,374	890,309	
17	Travel	211,953	122,096	89,857	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	2,703		2,703	
20	Interest	109,498	109,498		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	507,462	255,213	252,249	
23	Insurance	787,250	727,403	59,847	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	AIRSHOW EXPENSE	2,139,945	1,647,528	492,417	
b	DUES & SUBSCRIPTIONS	41,971	33,622	8,349	
c	ENTERTAINMENT	27,502	23,108	4,394	
d	FUEL & OIL EXPENSE	1,016,527	1,016,527		
e					
f	All other expenses	3,516,987	1,862,365	353,466	1,301,156
25	Total functional expenses. Add lines 1 through 24f	12,690,156	7,604,544	3,599,646	1,485,966
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	2,878,933	1	3,189,528
	2 Savings and temporary cash investments	1,974,738	2	1,461,267
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	520,769	4	693,359
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	543,325	8	687,764
	9 Prepaid expenses and deferred charges	424,902	9	421,997
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	15,734,208		
	b Less accumulated depreciation	4,671,611	10c	11,062,597
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities See Part IV, line 11	0	12	0
	13 Investments—program-related See Part IV, line 11	591,630	13	731,047
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	43,314	15	65,749
16 Total assets. Add lines 1 through 15 (must equal line 34)	17,629,476	16	18,313,308	
Liabilities	17 Accounts payable and accrued expenses	906,680	17	883,922
	18 Grants payable	0	18	0
	19 Deferred revenue	18,773	19	139,169
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	2,433,982	23	2,066,679
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	472,379	25	381,853
	26 Total liabilities. Add lines 17 through 25	3,831,814	26	3,471,623
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	13,016,566	27	13,956,145
	28 Temporarily restricted net assets	546,096	28	650,540
	29 Permanently restricted net assets	235,000	29	235,000
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	13,797,662	33	14,841,685	
34 Total liabilities and net assets/fund balances	17,629,476	34	18,313,308	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,812,881
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,690,156
3	Revenue less expenses Subtract line 2 from line 1	3	122,725
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,797,662
5	Other changes in net assets or fund balances (explain in Schedule O)	5	921,298
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	14,841,685

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

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

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

- 1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

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

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

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

Part II Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2011. 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 <input type="checkbox"/>		
b 33 1/3% support test—2010. If the organization did not check the 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 <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
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 <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	2,293,258	6,491,536	4,444,189	5,949,455	5,306,809	24,485,247
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	6,582,307	8,129,187	6,575,323	7,127,557	7,093,815	35,508,189
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	8,875,565	14,620,723	11,019,512	13,077,012	12,400,624	59,993,436
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						59,993,436

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	8,875,565	14,620,723	11,019,512	13,077,012	12,400,624	59,993,436
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	265,048	661,413	61,847	525,330	37,324	1,550,962
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	265,048	661,413	61,847	525,330	37,324	1,550,962
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	31,456	85,800	114,106	927	93,989	326,278
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	606,539	144,708	0			751,247
13 Total support (Add lines 9, 10c, 11 and 12)	9,778,608	15,512,644	11,195,465	13,603,269	12,531,937	62,621,923
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	95.803 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	94.442 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	2.477 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	2.795 %

- 19a 33 1/3% support tests—2011.** 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—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization THE COMMEMORATIVE AIR FORCE

Employer identification number 74-1484491

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X

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

a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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

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

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

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

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

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

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

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

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	278,166	419,337	2,394,870	1,926,065	
b Contributions	1,195,076				
c Investment earnings or losses		0	171,816	468,805	
d Grants or scholarships					
e Other expenditures for facilities and programs	1,017,785	141,171			
f Administrative expenses					
g End of year balance	455,457	278,166	2,566,686	2,394,870	

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

- a** Board designated or quasi-endowment ▶ 10 285 %
- b** Permanent endowment ▶ 89 715 %
- c** Term endowment ▶

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

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

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

Part VI Land, Buildings, and Equipment. 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		16,500		16,500
b Buildings		7,285,001	2,093,690	5,191,311
c Leasehold improvements		5,884,528	1,087,849	4,796,679
d Equipment		1,316,919	1,119,254	197,665
e Other		1,231,260	370,818	860,442
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				11,062,597

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	12,812,881
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,690,156
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	122,725
4	Net unrealized gains (losses) on investments	4	13,302
5	Donated services and use of facilities	5	1,865,087
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	1,878,389
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	2,001,114

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

1	Total revenue, gains, and other support per audited financial statements	1	17,756,760
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	13,302
b	Donated services and use of facilities	2b	1,873,787
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	3,056,790
e	Add lines 2a through 2d	2e	4,943,879
3	Subtract line 2e from line 1	3	12,812,881
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	12,812,881

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

1	Total expenses and losses per audited financial statements	1	15,755,646
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	8,700
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	3,056,790
e	Add lines 2a through 2d	2e	3,065,490
3	Subtract line 2e from line 1	3	12,690,156
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	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	12,690,156

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
PART XII	RECONCILIATION OF REVENUE TO AUDITED STATEMENTS	COGS \$ 957,091 GAMING EXPENSES \$1,051,559 F/R EXPENSES \$1,048,140
PART V	ENDOWMENT FUNDS	ASSIST THE CAF IN THE PRESERVATION, OPERATION & EXHIBITION OF WORLD WAR II AIRCRAFT & RELATED PARAPHERNALIA AND ADMINISTER ENDOWMENT FUND MONIES FOR ORGANIZATIONAL PURPOSES OF CAF
PART XIII	RECONCILIATION OF EXPENSE TO AUDITED STATEMENTS	COGS \$ 957,091 GAMING EXPENSES \$1,051,559 F/R EXPENSES \$1,048,140

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

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

2a Did the organization have a written or oral agreement with any individual... Yes No

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

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization.

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		(event type)	(event type)	0 (total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				()
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
		1 Gross revenue	272,169	803,494	
Direct Expenses	2 Cash prizes	262,500	575,905		838,405
	3 Non-cash prizes				
	4 Rent/facility costs	6,787	20,038		26,825
	5 Other direct expenses	77,013	109,314		186,327
	6 Volunteer labor	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶				(1,051,557)	
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶				24,106	

9 Enter the state(s) in which the organization operates gaming activities See Additional Data Table

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

b If "No," Explain THE ORGANIZATION IS LICENSED TO OPERATE GAMING ACTIVITIES IN GA & TX ONLY

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

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	0 %
b An outside facility	13b	100 000 %

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

Name ▶ FLOYD HOUDYSHELL

Address ▶ PO BOX 62000
MIDLAND, TX 797112000

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ RAY PIERSON

Gaming manager compensation ▶ \$ 0

Description of services provided ▶ MR PIERSON VOLUNTEERS FOR CAF AS BINGO CHAIRPERSON

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 24,104

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 74-1484491

Name: THE COMMEMORATIVE AIR FORCE

Form 990 Schedule G Part III Line 9

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

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input 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 (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input checked="" 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 in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- 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 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

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

6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)	STEVE BROWN	(i) 259,771	0	0	0	0	259,771	0
		(ii) 0	0	0	0	0	0	0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

Identifier	Return Reference	Explanation
PT VI GOVERNANCE, MANAGEMENT, DISCLOSURE	GOVERNING BODY AND MANAGEMENT	NON VOTING MEMBERSHIP IS NOT RESTRICTED REGULAR, LIFE, ASSOCIATE AND CADET (AGES 13-23) MEMBERSHIPS ARE AVAILABLE NATIONAL ELECTION VOTING RIGHTS AND THE OPPORTUNITY TO HOLD A UNIT LEVEL OFFICE ARE AVAILABLE ONLY TO INDIVIDUALS (18 AND OVER) HOLDING A COLONEL MEMBERSHIP MEMBERS OF THE CAF ARE ALLOWED TO SUBMIT NOMINEES FOR ELECTION TO THE CAF GENERAL STAFF TO THE V P OF ADMINISTRATION IN ACCORDANCE WITH CAF'S BYLAWS, ABSENTEE BALLOTS ARE MAILED TO ALL COLONELS REQUESTING THEM ALL ELECTION BALLOTS ARE TIMELY COLLECTED AND COUNTED BY THE ORGANIZATION'S INDEPENDENT AUDITOR
PT V IRS FILINGS	TAX COMPLIANCE	FORM 990T IS TIMELY FILED FOR UNRELATED BUSINESS INCOME (GAMING)
PT VI GOVERNANCE, MANAGEMENT, DISCLOSURE	POLICIES & DISCLOSURE	POLICIES ARE REVIEWED BY THE BOARD (GENERAL STAFF) IN TIMELY INTERVALS TO ENSURE ENFORCEMENT / COMPLIANCE WITH POLICIES ANY CONFLICTS WOULD BE DISCLOSED AT BOARD MEETINGS
PT VI GOVERNANCE, MANAGEMENT, DISCLOSURE	POLICIES & DISCLOSURE	WHILE, NOT ALL DIRECTORS EXAMINE THE RETURN BEFORE IT IS FILED, A COPY OF THE TAX RETURN IS REVIEWED BY THE SECRETARY/TREASURER (FLOYD HOUDY SHELL) BEFORE IT IS MAILED
PT VI GOVERNANCE, MANAGEMENT, DISCLOSURE	POLICIES & DISCLOSURE	POLICIES ARE MADE AVAILABLE BY REQUEST OR ON THE ORGANIZATION'S MEMBER WEBSITE
PT VI, SECTION A	GOVERNING BODY AND MANAGEMENT	PLEASE CONTACT STEVE BROWN AND/OR FLOYD HOUDY SHELL AT P O BOX 62000 MIDLAND, TX 79711-2000 PHONE 877-767-7175 FAX 432-563-8046
PART VII	SECTION A	TO CLEAR EFILE DIAGNOSTIC
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION REPAIRS & MAINTENANCE TOTAL EXPENSES 209866 PROGRAM SERVICES 184454 MANAGEMENT AND GENERAL 25412
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION BAD DEBT EXPENSE TOTAL EXPENSES -3039 PROGRAM SERVICES 2580 MANAGEMENT AND GENERAL -5619
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION AIRCRAFT INSURANCE & ANUAC EXP TOTAL EXPENSES 491497 PROGRAM SERVICES 488872 MANAGEMENT AND GENERAL 2625
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION AIRCRAFT MAINTENANCE TOTAL EXPENSES 940167 PROGRAM SERVICES 940167
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL POSTAGE TOTAL EXPENSES 379827 FUNDRAISING 379827
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL FULFILLMENT TOTAL EXPENSES 188951 FUNDRAISING 188951
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DM MAILHOUSE / LASER TOTAL EXPENSES 204363 FUNDRAISING 204363
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL PRINTING TOTAL EXPENSES 355318 FUNDRAISING 355318
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL LIST RENTAL TOTAL EXPENSES 63629 FUNDRAISING 63629
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL DATA PROCESSING TOTAL EXPENSES 43450 FUNDRAISING 43450
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL OTHER TOTAL EXPENSES 33213 FUNDRAISING 33213
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL BACK - END TOTAL EXPENSES 21284 FUNDRAISING 21284
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL ESCROW TOTAL EXPENSES 9992 FUNDRAISING 9992

Identifier	Return Reference	Explanation
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DIRECT MAIL FRONT - END PREM TOTAL EXPENSES 1129 FUNDRAISING 1129
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION LICENSE & PERMIT TOTAL EXPENSES 23205 MANAGEMENT AND GENERAL 23205
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION CONTRACT SERVICES TOTAL EXPENSES 120335 PROGRAM SERVICES 79077 MANAGEMENT AND GENERAL 41258
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION DESIGNATED EXPENSE TOTAL EXPENSES 31972 MANAGEMENT AND GENERAL 31972
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION EXHIBITS EXPENSE TOTAL EXPENSES 20194 PROGRAM SERVICES 20194
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION BANK CHARGES & CREDIT CARD FEE TOTAL EXPENSES 103181 PROGRAM SERVICES 71907 MANAGEMENT AND GENERAL 31274
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION TRANSPORTATION EXPENSE TOTAL EXPENSES 6154 MANAGEMENT AND GENERAL 6154
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION SHIPPING, POSTAGE & FREIGHT TOTAL EXPENSES 99620 PROGRAM SERVICES 29305 MANAGEMENT AND GENERAL 70315
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION PRINTING & REPRODUCTION TOTAL EXPENSES 101752 MANAGEMENT AND GENERAL 101752
OTHER EXPENSES	FORM 990 PART IX	DESCRIPTION EQUIPMENT RENTAL TOTAL EXPENSES 70927 PROGRAM SERVICES 45809 MANAGEMENT AND GENERAL 25118

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

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

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

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 organization	
						Yes	No
(1) AMERICAN AIRPOWER HERITAGE MUSEUM PO BOX 62000 MIDLAND, TX 79711 74-2553763	PUBLIC ENJOY	TX	501(C)(3)	509 (A)(3)	NONE		No
(2) AMERICAN AIRPOWER HERITAGE FOUNDATION PO BOX 62000 MIDLAND, TX 79711 74-2318005	ASSIST FUNDNG	TX	501(C)(3)	509(A)(2)	NONE		No
(3) AMERICAN AIRPOWER HERITAGE FLYING MUSEUM PO BOX 6200 MIDLAND, TX 79711 74-2554138	MUSEUM	TX	501(C)(3)	509(A)(3)	NONE		

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

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

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

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

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

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c	Yes	
1d	Yes	
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o	Yes	
1p	Yes	
1q	Yes	
1r	Yes	

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) AAHM & AAHF	B,D,O	1,348,221	
(2) AAHM & AAHF	C,E,P	91,814	
(3)			
(4)			
(5)			
(6)			

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

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

Additional Data

Software ID:

Software Version:

EIN: 74-1484491

Name: THE COMMEMORATIVE AIR FORCE

Form 990, Special Condition Description:

Special Condition Description