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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

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

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

09/19, 2013, and ending

12/31, 2013

Name of foundation <b>THE TAKING FLIGHT FOUNDATION</b>		<b>A Employer identification number</b> 46-3706325
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		<b>C</b> If exemption application is pending, check here <input checked="" type="checkbox"/>
<b>G</b> Check all that apply	<input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,123,544.		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	1,115,845.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments . . . . .	4.	4.		
4	Dividends and interest from securities . . . . .	5,307.	5,307.		
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .	4,423.			
b	Gross sales price for all assets on line 6a . . . . .	1,069,224.			
7	Capital gain net income (from Part IV, line 2) . . . . .		501,887.		
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10 a	Gross sales less returns and allowances . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) . . . . .				
12	<b>Total.</b> Add lines 1 through 11 . . . . .	1,125,579.	507,198.		
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc . . . . .	0			
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .				
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions) . . . . .				
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) . . . . .	5,850.			5,850.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	5,850.			5,850.
25	Contributions, gifts, grants paid . . . . .	13,000.			13,000.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	18,850.			18,850.
27	Subtract line 26 from line 12 . . . . .	1,106,729.			
a	Excess of revenue over expenses and disbursements . . . . .		507,198.		
b	Net investment income (if negative, enter -0-) . . . . .				
c	Adjusted net income (if negative, enter -0-) . . . . .				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .			46,891.	46,891.
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule), . . . . .				
	b	Investments - corporate stock (attach schedule) ATCH 2 . . . . .			1,059,838.	1,076,653.
	c	Investments - corporate bonds (attach schedule), . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
		Less accumulated depreciation ▶ (attach schedule) . . . . .				
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) . . . . .				
14		Land, buildings, and equipment basis ▶ . . . . .				
		Less accumulated depreciation ▶ (attach schedule) . . . . .				
15		Other assets (describe ▶ . . . . .)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	0		1,106,729.	1,123,544.
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
Net Assets or Fund Balances	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			1,106,729.	
	30	Total net assets or fund balances (see instructions) . . . . .	0		1,106,729.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	0		1,106,729.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	0
2	Enter amount from Part I, line 27a . . . . .	2	1,106,729.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,106,729.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,106,729.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	501,887.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

NOT AVAILABLE FOR INITIAL YEAR RETURNS

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			
<b>2</b> Total of line 1, column (d)			<b>2</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1 a. Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	10,144.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	10,144.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	0
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	10,144.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a		
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	10,144.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7		10,144.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10		
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . . ATCH. 3	X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> C/O FOUNDATION SOURCE Telephone no <input type="checkbox"/> 800-839-1754			
Located at <input type="checkbox"/> 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 <input type="checkbox"/> 19809-1377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 4		0	0	0

**2** Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000 ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services . . . . .		▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	509,220.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	20,308.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	529,528.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	529,528.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	7,943.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	521,585.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	7,431.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	7,431.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	10,144.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	10,144.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	-2,713.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	-2,713.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	18,850.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	18,850.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	18,850.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				0
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .				
b Total for prior years 20 11, 20 10, 20 09 . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 18,850.				
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .	18,850.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) .)				
6 Enter the net total of each column as indicated below:	18,850.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	18,850.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	18,850.			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .	18,850.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a . . . . .				
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets . . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .				
(3) Largest amount of support from an exempt organization . . . . .				
(4) Gross investment income . . . . .				

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

JONATHAN BERMAN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  ATCH 5				
<b>Total</b> . . . . .			▶ <b>3a</b>	13,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments			14	4.		
<b>4</b> Dividends and interest from securities . . . . .			14	5,307.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	4,423.		
<b>9</b> Net income or (loss) from special events . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				9,734.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				9,734.		

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |  |              |     |    |
|--|--------------|-----|----|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |              | Yes | No |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:  |              |     |    |
| (1) Cash   | <b>1a(1)</b> |     | X  |
| (2) Other assets   | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions.   |              |     |    |
| (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |     | X  |
| (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |     | X  |
| (4) Reimbursement arrangements   | <b>1b(4)</b> |     | X  |
| (5) Loans or loan guarantees   | <b>1b(5)</b> |     | X  |
| (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    |     | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |              |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

b. If Yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign Here** 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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: *Jonathan Kern* Date: 7/28/14 Title: President

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	07/17/2014		P01345770
	Firm's name ► FOUNDATION SOURCE			Firm's EIN ► 510398347	
	Firm's address ► ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 8008391754	

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

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**

THE TAKING FLIGHT FOUNDATION

**Employer identification number**

46-3706325

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

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

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

**Special Rules**

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

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number  
46-3706325**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	BERMAN, JONATHAN 3119 3RD STREET BOULDER, CO 80304	\$ 1,115,845.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number  
46-3706325**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
1	ISHARES TRUST RUSSELL 1000 VALUE INDEX IWD, 258 SH.	\$ 24,015.	12/23/2013
1	ISHARES TRUST RUSSELL 1000 GROWTH INDEX IWF, 301 SH.	\$ 25,543.	12/23/2013
1	VANGUARD MSCI EMERGING MARKETS ETF VWO, 1277 SH.	\$ 51,444.	12/23/2013
1	UNION PACIFIC UNP, 162 SH.	\$ 25,353.	11/12/2013
1	UNITED TECHNOLOGIES CORP UTX, 174 SH.	\$ 18,715.	11/12/2013
1	UNITEDHEALTH GROUP INC. UNH, 188 SH.	\$ 13,232.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	VISA INC V, 165 SH.	\$ 32,672.	11/12/2013
1	WELLS FARGO & CO. WFC, 535 SH.	\$ 22,689.	11/12/2013
1	WYNDHAM WORLDWIDE WYN, 223 SH.	\$ 14,770.	11/12/2013
1	STARBUCKS CORP SBUX, 142 SH.	\$ 11,443.	11/12/2013
1	TJX COMPANIES INC TJX, 158 SH.	\$ 9,720.	11/12/2013
1	TENCENT HOLDINGS LIMITED TCEHY, 281 SH.	\$ 14,802.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	THERMO FISHER SCIENTIFIC INC TMO, 135 SH.	\$ 13,212.	11/12/2013
1	TWENTY-FIRST CENTURY, FOX INC FOXA, 120 SH.	\$ 3,973.	11/12/2013
1	ULTA SALON, COSMETICS & FRAGRANCE, INC. ULTA, 30 SH.	\$ 3,853.	11/12/2013
1	PRICELINE.COM INC PCLN, 14 SH.	\$ 15,394.	11/12/2013
1	QUALCOMM INC QCOM, 72 SH.	\$ 4,900.	11/12/2013
1	RALPH LAUREN CORP RL, 23 SH.	\$ 3,959.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	REGAL ENTERTAINMENT RGC, 63 SH.	\$ 1,193.	11/12/2013
1	SBA COMMUNICATIONS SBAC, 59 SH.	\$ 5,364.	11/12/2013
1	SALESFORCE.COM CRM, 236 SH.	\$ 13,388.	11/12/2013
1	METLIFE INC. MET, 345 SH.	\$ 17,071.	11/12/2013
1	MONSANTO CO MON, 242 SH.	\$ 26,009.	11/12/2013
1	NEWS CORP LTD CL A NWSA, 30 SH.	\$ 510.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	ORACLE CORP ORCL, 215 SH.	\$ 7,430.	11/12/2013
1	PRAXAIR INC. PX, 77 SH.	\$ 9,551.	11/12/2013
1	PRECISION CASTPARTS PCP, 73 SH.	\$ 18,146.	11/12/2013
1	JOHNSON & JOHNSON JNJ, 82 SH.	\$ 7,671.	11/12/2013
1	KINDER MORGAN INC KMI, 227 SH.	\$ 7,883.	11/12/2013
1	LAS VEGAS SANDS CORP LVS, 166 SH.	\$ 11,745.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	ESTEE LAUDER COMPANIES INC EL, 82 SH.	\$ 5,806.	11/12/2013
1	LOWES COMPANIES INC. LOW, 203 SH.	\$ 10,126.	11/12/2013
1	MASTERCARD INC MA, 39 SH.	\$ 28,708.	11/12/2013
1	GOLDMAN SACHS GROUP GS, 109 SH.	\$ 17,795.	11/12/2013
1	GOOGLE INC GOOG, 30 SH.	\$ 30,338.	11/12/2013
1	GRAINGER W W INC. GWW, 15 SH.	\$ 4,022.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	HONEYWELL INTERNATIONAL INC. HON, 218 SH.	\$ 18,951.	11/12/2013
1	INTUITIVE SURGICAL, INC. ISRG, 6 SH.	\$ 2,370.	11/12/2013
1	JP MORGAN CHASE & CO JPM, 307 SH.	\$ 16,529.	11/12/2013
1	EBAY INC. EBAY, 267 SH.	\$ 14,039.	11/12/2013
1	ECOLAB INC ECL, 165 SH.	\$ 17,453.	11/12/2013
1	EXPRESS SCRIPTS HOLDING CO. ESRX, 174 SH.	\$ 11,272.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	FORD MOTOR COMPANY F, 793 SH.	\$ 13,287.	11/12/2013
1	GENERAL ELECTRIC CO GE, 569 SH.	\$ 15,349.	11/12/2013
1	GILEAD SCIENCES INC GILD, 158 SH.	\$ 10,665.	11/12/2013
1	DANAHER CORP DHR, 199 SH.	\$ 14,695.	11/12/2013
1	WALT DISNEY HOLDINGS CO. DIS, 106 SH.	\$ 7,201.	11/12/2013
1	DISCOVERY COMMUNICATIONS DISCA, 139 SH.	\$ 11,749.	11/12/2013



Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	DOLLAR GENERAL CORP DG, 225 SH.	\$ 13,088.	11/12/2013
1	DRESSER-RAND GROUP DRC, 24 SH.	\$ 1,404.	11/12/2013
1	EMC CORP-MASS EMC, 321 SH.	\$ 7,714.	11/12/2013
1	CERNER CORPORATION CERN, 110 SH.	\$ 6,214.	11/12/2013
1	CHEVRON CORP CVX, 58 SH.	\$ 6,986.	11/12/2013
1	CITIGROUP INC C, 104 SH.	\$ 5,167.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	COGNIZANT TECHNOLOGY SOLUTIONS CORP CTSH, 70 SH.	\$ 6,374.	11/12/2013
1	COMCAST CORP CMCSK, 417 SH.	\$ 19,149.	11/12/2013
1	COSTCO WHOLESALE CORP COST, 51 SH.	\$ 6,228.	11/12/2013
1	BLACKROCK INC BLK, 25 SH.	\$ 7,485.	11/12/2013
1	BORG WARNER INC. BWA, 66 SH.	\$ 6,639.	11/12/2013
1	CBS CORP CL B CBS, 83 SH.	\$ 4,873.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	CVS CAREMARK CORP. CVS, 334 SH.	\$ 21,308.	11/12/2013
1	CALPINE CORP CPN, 410 SH.	\$ 7,909.	11/12/2013
1	CELGENE CORP CELG, 242 SH.	\$ 35,818.	11/12/2013
1	AMER INTERNATIONAL GROUP INC AIG, 202 SH.	\$ 9,794.	11/12/2013
1	AMERICAN TOWER REIT INC AMT, 91 SH.	\$ 7,080.	11/12/2013
1	AMGEN INC AMGN, 122 SH.	\$ 13,688.	11/12/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number

46-3706325

**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
1	APPLE INC. AAPL, 30 SH.	\$ 15,614.	11/12/2013
1	BANK OF AMERICA CORP BAC, 144 SH.	\$ 2,068.	11/12/2013
1	BIOMGEN IDEC INC BIIB, 44 SH.	\$ 10,266.	11/12/2013
1	COVIDIEN LTD COV, 214 SH.	\$ 13,724.	11/12/2013
1	ACE LTD ACE, 134 SH.	\$ 13,013.	11/12/2013
1	TYCO INTERNATIONAL LTD. TYC, 310 SH.	\$ 11,284.	11/12/2013

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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
1	ADT LTD. ADT, 101.5 SH.	\$ 4,321.	11/12/2013
1	ABBVIE INC. ABBV, 236 SH.	\$ 11,300.	11/12/2013
1	AMAZON COM AMZN, 46 SH.	\$ 16,163.	11/12/2013
1	YUM BRANDS INC YUM, 131 SH.	\$ 9,331.	11/12/2013
1	ARGO GROUP INTERNATIONAL HOLDINGS LTD. AGII, 51.7 SH.	\$ 1,555.	11/11/2013
1	FABRINET INC FN, 169 SH.	\$ 3,196.	11/11/2013

Name of organization THE TAKING FLIGHT FOUNDATION

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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
1	AMER EQ INV LIFE HLD AEL, 146 SH.	\$ 3,159.	11/11/2013
1	ANIXTER INTL INC AXE, 10 SH.	\$ 848.	11/11/2013
1	BANK OF THE OZARKS OZRK, 84 SH.	\$ 4,281.	11/11/2013
1	BARNES GPOUP INC B, 98 SH.	\$ 3,588.	11/11/2013
1	TREEHOUSE FOODS INC THS, 61 SH.	\$ 4,322.	11/11/2013
1	TRIMBLE NAV LTD TRMB, 87 SH.	\$ 2,757.	11/11/2013

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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
1	UMB FINANCIAL CORPORATION UMBF, 42 SH.	\$ 2,601.	11/11/2013
1	UMPQUA HOLDINGS CORPORATION UMPQ, 102 SH.	\$ 1,759.	11/11/2013
1	UNITED STATIONERS INC. USTR, 33 SH.	\$ 1,430.	11/11/2013
1	ZEBRA TECHNOLOGIES CORP ZBRA, 73 SH.	\$ 3,684.	11/11/2013
1	PROGRESS SOFTWARE CORP PRGS, 83 SH.	\$ 2,135.	11/11/2013
1	RUSH ENTERPRISES, INC RUSHA, 70 SH.	\$ 1,955.	11/11/2013

Name of organization THE TAKING FLIGHT FOUNDATION

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46-3706325

**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
1	SELECTIVE INS GROUP INC. SIGI, 160 SH.	\$ 4,274.	11/11/2013
1	SIGNATURE BANK SBNY, 26 SH.	\$ 2,745.	11/11/2013
1	SYKES ENTERPRISES, INCORPORATED SYKE, 70 SH.	\$ 1,436.	11/11/2013
1	TORO CO TTC, 59 SH.	\$ 3,441.	11/11/2013
1	MINERAL TECH INC MTX, 66 SH.	\$ 3,722.	11/11/2013
1	NORTHWESTERN CORP NWE, 76 SH.	\$ 3,437.	11/11/2013



Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number  
46-3706325**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
1	OLD DOMINION FREIGHT LINES ODFL, 67 SH.	\$ 3,202.	11/11/2013
1	PS BUSINESS PARKS, INC. PSB, 40 SH.	\$ 3,164.	11/11/2013
1	PLEXUS CORPORATION INC PLXS, 60 SH.	\$ 2,328.	11/11/2013
1	POLARIS INDUSTRIES PII, 33 SH.	\$ 4,261.	11/11/2013
1	HEALTHCARE REALTY TRUST HR, 39 SH.	\$ 895.	11/11/2013
1	HEXCEL CP DELAWARE HXL, 34 SH.	\$ 1,462.	11/11/2013

Name of organization THE TAKING FLIGHT FOUNDATION

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46-3706325

**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
1	JACK IN THE BOX INC JACK, 90 SH.	\$ 3,807.	11/11/2013
1	J2 GLOBAL INC JCOM, 80 SH.	\$ 3,584.	11/11/2013
1	KOPPERS HOLDINGS INC KOP, 50 SH.	\$ 2,456.	11/11/2013
1	MATTHEWS INTERNATIONAL CORPORATION MATW, 27 SH.	\$ 1,100.	11/11/2013
1	FIRST FINANCIAL BANKSHARES, INC. FFIN, 46 SH.	\$ 2,853.	11/11/2013
1	FRANKLIN ELECTRIC CO., INC FELE, 60 SH.	\$ 2,346.	11/11/2013

Name of organization THE TAKING FLIGHT FOUNDATION

Employer identification number  
46-3706325**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
1	G&K SERVICES, INC. GK, 37 SH.	\$ 2,234.	11/11/2013
1	GATX CORP GMT, 75 SH.	\$ 3,931.	11/11/2013
1	G III APPAREL GRP LTD GIII, 47 SH.	\$ 2,589.	11/11/2013
1	GREATBATCH INC GB, 90 SH.	\$ 3,283.	11/11/2013
1	CARBO CERAMICS INC CRR, 23 SH.	\$ 2,794.	11/11/2013
1	CASEY'S GENERAL STORES, INC. CASY, 72 SH.	\$ 5,511.	11/11/2013

Name of organization THE TAKING FLIGHT FOUNDATION

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46-3706325

**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
1	CLARCOR INC CLC, 55 SH.	\$ 3,260.	11/11/2013
1	DIODES DIOD, 23 SH.	\$ 526.	11/11/2013
1	ENPRO INDUSTRIES INC NPO, 39 SH.	\$ 2,166.	11/11/2013
1	F.N.B CORPORATION FNB, 92 SH.	\$ 1,166.	11/11/2013
1	BE AEROSPACE, INC. BEAV, 43 SH.	\$ 3,528.	11/11/2013
1	BLACK HILLS CORP BKH, 50 SH.	\$ 2,580.	11/11/2013

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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
1	BRINKS CO BCO, 49 SH.	\$ 1,540.	11/11/2013
1	BRISTOW GROUP BRS, 65 SH.	\$ 5,424.	11/11/2013
1	CLECO CORP CNL, 99 SH.	\$ 4,533.	11/11/2013
1	CALGON CARBON CP CCC, 149 SH.	\$ 2,993.	11/11/2013
		\$	
		\$	

Name of organization THE TAKING FLIGHT FOUNDATION

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46-3706325

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

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ADMINISTRATIVE SET-UP FEE	4,500.
DELAWARE INCORPORATION FEES	500.
IRS APPLICATION FEES	850.
TOTALS	<u>5,850.</u>

CHARITABLE PURPOSES
4,500.
500.
850.
<u>5,850.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABS	4,990.	5,060.
ACCENTURE PLC	2,468.	2,631.
ACCESSOR FDS INC HIGH YIELD BD	30,720.	30,316.
ADT LTD.	21.	20.
AMERICAN TOWER REIT INC	5,079.	5,108.
ANHEUSER BUSCH COS INC	5,024.	5,110.
ARGO GROUP INTERNATIONAL HLD	21.	33.
AUTOMATIC DATA PROCESSING INC.	2,544.	2,666.
BAXTER INTERNATIONAL INC.	5,063.	5,216.
BLACKROCK INC	5,147.	5,380.
CELGENE CORP	4,945.	5,576.
CHARLES SCHWAB CORP	5,079.	5,434.
CHEVRON CORP	5,023.	5,246.
CISCO SYSTEMS INC	4,425.	4,665.
DANAHER CORP	5,071.	5,250.
DFA EMERGING MARKETS PORTFOLIO	20,240.	20,191.
DFA INTERNATIONAL SMALL CO	17,683.	17,654.
DFA LARGE CAP INTERNATIONAL	76,963.	78,538.
DFA TAX MANAGED U.S. MARKETWID	87,893.	91,310.
DFA U.S. SMALL CAP PORTFOLIO	51,678.	52,502.
DISCOVERY COMMUNICATIONS	4,981.	5,244.
ECOLAB INC	5,035.	4,901.
ESTEE LAUDER COMPANIES INC	5,008.	5,122.
FIRST WESTERN FIXED INCOME FD	100,226.	98,896.
RUSSELL GLOBAL REAL ESTATE SEC	32,501.	29,550.
GILEAD SCIENCES INC	5,028.	5,482.
HALLIBURTON COMPANY	5,055.	4,568.
HONEYWELL INTERNATIONAL INC.	5,060.	5,208.
INTERNATIONAL BUSINESS MACHINE	4,926.	5,064.



FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTUIT	2,491.	2,595.
ISHARES RUSSELL 2000	49,945.	52,143.
ISHARES TR S & P MIDCAP	50,172.	51,383.
ISHARES TRUST RUSSELL 1000 GR	25,543.	25,871.
ISHARES TRUST RUSSELL 1000 VL	24,015.	24,296.
KOHL'S CORP	2,304.	2,440.
MCDONALD'S CORP	4,975.	4,949.
MICROSOFT CORPORATION	4,988.	4,901.
MONSANTO CO	2,544.	2,681.
NIKE INC	5,035.	5,033.
OPPENHEIMER DEVELOPING MARKETS	20,185.	20,513.
ORACLE CORP	4,924.	5,471.
PEPSICO INC	5,015.	4,811.
PETSMART INC.	2,502.	2,474.
PIMCO COMMODITY REAL RETURN ST	10,164.	10,017.
QUALCOMM INC	5,065.	5,272.
ROPER INDUSTRIES	2,533.	2,774.
SCHLUMBERGER LTD	5,034.	4,866.
STATE STREET CORPORATION	5,024.	5,211.
STRYKER CORPORATION	5,066.	5,110.
TEXAS INSTRUMENTS INC.	5,045.	5,181.
THERMO FISHER SCIENTIFIC INC	5,098.	5,679.
THIRD AVENUE FOCUSED CREDIT FD	20,404.	20,286.
THORNBURG GLOBAL VALUE FUND	76,564.	79,155.
UNITED PARCEL SERVICE	4,957.	5,149.
VANGUARD MSCI EMERGING MARKETS	51,444.	52,536.
VANGUARD S&P 500 ETF	88,068.	90,663.
VANGUARD SHORT TERM BOND INDEX	50,138.	49,807.
VISA INC	2,601.	2,895.

ATTACHMENT 2 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WAL-MART STORES INC.	4,990.	4,957.
WILLIAMS COS	5,108.	5,593.
TOTALS	<u>1,059,838.</u>	<u>1,076,653.</u>

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,069,224.		PUBLICLY-TRADED SECURITIES 567,337.					501,887.	
TOTAL GAIN (LOSS) .....							<u>501,887.</u>	

THE TAKING FLIGHT FOUNDATION

46-3706325

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 3

NAME AND ADDRESS

BERMAN, JONATHAN  
3119 3RD STREET  
BOULDER, CO 80304

THE TAKING FLIGHT FOUNDATION

46-3706325

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 4

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PRES / DIR / SEC / TREAS

JONATHAN BERMAN  
FOUNDATION SOURCE 501 SILVERSIDE RD  
123  
WILMINGTON, DE 19809-1377

1.00

THE TAKING FLIGHT FOUNDATION

46-3706325

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Boulder Valley Womens Health Center Inc 2855 Valmont Rd Boulder, CO 80301	N/A PC		GENERAL & UNRESTRICTED	3,000
CHILD AND FAMILY ADVOCACY PROGRAM 1309 Ridge Rd Ste 200 Rockwall, TX 75087	N/A PC		GENERAL & UNRESTRICTED	1,000.
Partners in Action Inc 7729 E Greenway Rd Ste 500 Scottsdale, AZ 85260	N/A PC		FEEDING PROGRAM IN SWAZILAND AND PARTNERS IN ACTION GENERAL FUND	9,000
TOTAL CONTRIBUTIONS PAID				13,000.

ATTACHMENT 5