



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



NOV 15 2015

EXTENSION FILED

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form 990

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

2014

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 2014, and ending 20

B Check if applicable:

Address change
Name change
Initial return
Terminated
Amended return
Application pending

C Name of organization

THE AOPA FOUNDATION, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

421 AVIATION WAY

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

FREDERICK, MD 21701

F Name and address of principal officer

MARK BAKER, CEO

421 AVIATION WAY FREDERICK, MD 21701

D Employer identification number

20-8817225

E Telephone number

(301) 695-2000

G Gross receipts \$ 11,875,435.

H(a) Is this a group return for subordinates? Yes ☐ No ☒H(b) Are all subordinates included? Yes ☐ No ☐

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

H(c) Group exemption number

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

J Website: WWW.AOPA.ORG/FOUNDATION

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

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

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities	AFT WORKS TO IMPROVE AVIATION SAFETY, PRESERVE COMMUNITY AIRPORTS, AND ENCOURAGE LEARNING TO FLY FOR CAREER AND PERSONAL BENEFIT.	
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	11.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10.
	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	28.
	6	Total number of volunteers (estimate if necessary)	6	0
Revenue	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	3,633.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	1,797.
	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	6,296,243.	8,194,165.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,206,935.	1,332,757.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	243,982.	516,772.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	77,063.	3,633.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,824,223.	10,047,327.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	1,300,000.	1,605,000.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,620,342.	2,897,106.
	16b	Total fundraising expenses (Part IX, column (D), line 25)	215,441.	92,030.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,414,529.	4,256,208.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,550,312.	8,850,344.
	19	Revenue less expenses. Subtract line 18 from line 12	273,911.	1,196,983.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	34,473,022.	36,508,865.
	22	Net assets or fund balances. Subtract line 21 from line 20	956,414.	1,380,977.

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

ERICA SACCOIA

Type or print name and title

SFP-FINANCE

Date

8-6-15

Paid Preparer Use Only

Print/Type preparer's name

MARY TORRETTA

Preparer's signature

Mary Torretta

Date

08/06/2015

Check ☐ if PTIN

self-employed P00847851

Firm's name GRANT THORNTON LLP

Firm's EIN 366055558

Firm's address 2010 CORPORATE BLVD, SUITE 400 MCLEAN, VA 22101

Phone no. 7038477500

May the IRS discuss this return with the preparer shown above? (see instructions)

Yes ☒ No ☐

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2014)

JSA
4E1065 1 000
35880V 649C663² 2

Part III Statement of Program Service Accomplishments

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

☒ X**1** Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ 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 are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 7,599,234 including grants of \$ 1,611,131) (Revenue \$ 1,331,131)

ATTACHMENT 2

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)

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

4e Total program service expenses 7,579,234.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

☒ X

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	45
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	28
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	X
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country: ► ATTACHMENT 3 See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	3
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	X
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state?	13a	
Note: See the instructions for additional information the organization must report on Schedule O.		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 11		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b Enter the number of voting members included in line 1a, above, who are independent 1b 10		
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?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

20 State the name, address, and telephone number of the person who possesses the organization's books and records. ►

ERICA SACCOIA, SVP FINANCE 421 AVIATION WAY FREDERICK, MD 21701

301-695-2969

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII. ☒ X**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (not any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM C. TRIMBLE III CHAIRMAN	1.00	X		X				0	0	0
(2) PAUL C. HEINTZ TRUSTEE	1.00	X						0	0	0
(3) HERMAN NEEL HIPPI, JR. TRUSTEE	1.00	X						0	0	0
(4) BURGESS H. HAMLET III TRUSTEE	1.00	X						0	0	0
(5) DARRELL W. CRATE VICE CHAIRMAN	1.00	X		X				0	0	0
(6) LAWRENCE D. BUHL III TRUSTEE	1.00	X						0	0	0
(7) JAMES G. TUTHILL, JR. TRUSTEE	1.00	X						0	0	0
(8) MARK R. BAKER CHIEF EXECUTIVE OFFICER	10.00 40.00	X		X				0	742,002.	40,700.
(9) MATTHEW J. DESCH TRUSTEE	1.00	X						0	0	0
(10) AMANDA C. FARNSWORTH TRUSTEE	1.00	X						0	0	0
(11) JAMES N. HAUSLEIN TREASURER	1.00	X		X				0	0	0
(12) KENNETH M. MEAD EVP & GENERAL COUNSEL	10.00 40.00			X				0	489,719.	22,152.
(13) TIMOTHY J. FORTUNE CHIEF ADMINISTRATIVE OFFICER	10.00 40.00			X				0	293,994.	29,916.
(14) BRUCE S. LANDSBERG PRESIDENT (THROUGH 12/31/14)	40.00			X				336,935.	0	32,379.

[illegible]

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 ▶ 5

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

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

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

2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization	6
---	--	---

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII. ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	181,000			
	e	Government grants (contributions)	1e	14,200			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	7,199,800			
	g	Noncash contributions included in lines 1a-1f \$		230,400			
	h	Total. Add lines 1a-1f		7,415,400			
Program Service Revenue	2a	EDUCATIONAL PURPOSES	Business Code	1,337,700	1,337,700		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,337,700			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		311,667		
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross rents	(i) Real (ii) Personal				
b		Less: rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		Gross amount from sales of assets other than inventory	(i) Securities (i) Other				
b		Less: cost or other basis and sales expenses		1,568,100			
c		Gain or (loss)		215,100			
d		Net gain or (loss)		215,100			215,100
8a		Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a				
b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities See Part IV, line 19	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11a	ADVERTISING		1,431	1,431			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		1,431				
12	Total revenue. See instructions		10,470,500	1,775,400	1,431	516,767	

Part IX Statement of Functional Expenses

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

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

☒ X**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	1,605,000.	1,605,000.		
2 Grants and other assistance to domestic individuals See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals 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	487,453.	387,567.	51,793.	48,093.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	1,855,869.	1,392,578.	259,095.	204,196.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	112,620.	82,233.	16,988.	13,399.
9 Other employee benefits	296,814.	229,466.	45,367.	21,981.
10 Payroll taxes	144,350.	105,401.	21,775.	17,174.
11 Fees for services (non-employees)				
a Management	0			
b Legal	3,527.		3,527.	
c Accounting	28,878.		28,878.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	92,030.			92,030.
f Investment management fees	53,614.	53,614.		
g Other (If line 11g amount exceeds 10% of line 25 column (A) amount, list line 11g expenses on Schedule O)	367,076.	332,908.	5,285.	28,883.
12 Advertising and promotion	152,911.	134,558.	2,519.	15,834.
13 Office expenses	6,058.	3,425.	2,396.	237.
14 Information technology	403,664.	403,664.		
15 Royalties	0			
16 Occupancy	0			
17 Travel	202,598.	174,112.	3,556.	24,930.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	45,909.	39,018.	6.	6,885.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	42,964.		42,964.	
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25 column (A) amount, list line 24e expenses on Schedule O)				
a COURSE EXPENSE	541,102.	541,102.		
b RENTALS, REPAIRS & MAINTENANCE	234,182.	232,635.		1,547.
c PRINT, MAIL & POSTAGE	645,638.	584,512.	11,554.	49,572.
d SHARED COSTS & OVERHEAD ALLOCATION	1,174,317.	1,094,587.	49,112.	30,618.
e All other expenses	353,770.	182,854.	170,054.	862.
25 Total functional expenses. Add lines 1 through 24e	8,850,344.	7,579,234.	714,869.	556,241.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☒ X if following SOP 98-2 (ASC 958-720)	0	2,338,476.		556,238.

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	3,567,623.	1	4,788,721.
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	4,952,908.	3	4,379,507.
	4 Accounts receivable, net	181,055.	4	97,742.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	66,154.	9	59,502.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 466,565.		
	b Less: accumulated depreciation	10b 316,191.		
	11 Investments - publicly traded securities	21,066,770.	11	22,454,342.
	12 Investments - other securities. See Part IV, line 11	4,362,727.	12	4,503,677.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	103,000.	15	75,000.
16 Total assets. Add lines 1 through 15 (must equal line 34)	34,473,022.	16	36,508,865.	
Liabilities	17 Accounts payable and accrued expenses	523,006.	17	733,600.
	18 Grants payable	0	18	0
	19 Deferred revenue	126,571.	19	168,311.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	306,837.	25	458,986.
	26 Total liabilities. Add lines 17 through 25	956,414.	26	1,380,977.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	15,424,638.	27	15,299,761.
	28 Temporarily restricted net assets	7,652,568.	28	9,213,034.
	29 Permanently restricted net assets	10,439,402.	29	10,615,093.
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	33,516,608.	33	35,127,888.
	34 Total liabilities and net assets/fund balances.	34,473,022.	34	36,508,865.

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,047,327.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,850,344.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,196,983.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	33,516,608.
5	Net unrealized gains (losses) on investments	5	414,297.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	35,127,888.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant? ☐ Yes ☒ No
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant? ☐ Yes ☒ No
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? ☐ Yes ☒ No
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? ☐ Yes ☒ 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.

	Yes	No
2a		☒
2b	☒	
2c	☒	
3a		☒
3b		

Form 990 (2014)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

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

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ 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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B.
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations: _____
- g Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2014

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,151,100	6,542,554	7,252,155	6,306,132	2,471,161	24,723,102
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3.	2,151,100	6,542,554	7,252,155	6,306,132	2,471,161	24,723,102
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).						3,791,241
6 Public support. Subtract line 5 from line 4						20,931,861

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	2,151,100	6,542,554	7,252,155	6,306,132	2,471,161	24,723,102
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,113	53,146	41,412	3,111	1,000	58,782
9 Net income from unrelated business activities, whether or not the business is regularly carried on				1,000	3,611	5,113
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) - ATCH-1	1,113	53,146	41,412	3,111	1,000	58,782
11 Total support. Add lines 7 through 10	3,375	6,648,846	7,334,977	9,410,253	6,482,172	32,242,023
12 Gross receipts from related activities, etc. (see instructions)					12	5,113
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14	84.31%
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	83.77%
16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☒
b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

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

(Complete only if you checked the box on line 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2014. 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 - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐
- 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2)		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document)		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI.		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI.		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI.		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI.		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).

- a ☐ The organization satisfied the Activities Test. Complete line 2 below.
- b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.
- c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.

b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.

3 Parent of Supported Organizations. Answer (a) and (b) below.

a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.

b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.

Yes No

	Yes	No
2a		
2b		
3a		
3b		

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year).			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		
7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).			

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	Total annual distributions. Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	
9	Distributable amount for 2014 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1	Distributable amount for 2014 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3	Excess distributions carryover, if any, to 2014:			
a				
b				
c				
d				
e	From 2013			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2014 distributable amount			
i	Carryover from 2009 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2014 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2014 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6	Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7	Excess distributions carryover to 2015. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a				
b				
c				
d	Excess from 2013			
e	Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

Part VI Supplemental information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2010	2011	2012	2013	2014	TOTAL
SHARED COSTS (WITH 501C3)	10,750					10,750
OTHER		4,740.	1,051.	263.		6,054.
TOTALS	<u>10,750.</u>	<u>4,740.</u>	<u>1,051.</u>	<u>263.</u>		<u>16,804.</u>

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

► Attach to Form 990.

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

OMB No 1545-0047

2014

**Open to Public
Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year) . .		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No		

Part II Conservation Easements.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenue included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$

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

a Revenue included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

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

Schedule D (Form 990) 2014

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" 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	13,028,273.	12,577,719.	12,467,494.	12,346,793.	105,000.
b Contributions	175,692.	450,554.	110,225.	120,701.	12,241,793.
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	13,203,965.	13,028,273.	12,577,719.	12,467,494.	12,346,793.

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

- a Board designated or quasi-endowment ☐ 20.0000 %
 b Permanent endowment ☐ 80.0000 %
 c Temporarily restricted endowment ☐ %
 The percentages in lines 2a, 2b, and 2c should equal 100%

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

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		2,615.	2,615.	
e Other		463,950.	313,575.	150,374.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				150,374.

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ALTERNATIVE INVESTMENTS	4,503,677.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	4,503,677.	

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CHARITABLE GIFT ANNUITY	458,986.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	458,986.

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

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

1	Total revenue, gains, and other support per audited financial statements	1	10,408,010.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	414,297.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	414,297.
3	Subtract line 2e from line 1	3	9,993,713.
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	53,614.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	53,614.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	10,047,327.

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

1	Total expenses and losses per audited financial statements	1	8,796,730.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	8,796,730.
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	53,614.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	53,614.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	8,850,344.

Part XIII Supplemental Information.

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

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

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

SEE FORM 990, PART III FOR DETAILED MISSION STATEMENT.

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

AFI ("FOUNDATION") IS RECOGNIZED AS EXEMPT ON INCOME OTHER THAN UNRELATED BUSINESS INCOME UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("IRC") AND IS CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION AS DEFINED IN SECTION 509(A) OF THE IRC. FOR THE YEAR ENDED DECEMBER 31, 2013, THE FOUNDATION DID NOT GENERATE UNRELATED BUSINESS INCOME. FOR THE YEAR ENDED DECEMBER 31, 2014, THE FOUNDATION GENERATED UNRELATED INCOME. TAXES ASSOCIATED WITH THIS ARE INCLUDED WITHIN THE TAX PROVISION THE FOUNDATION RECOGNIZES OR DERECOGNIZES TAX POSITIONS ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO A POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE FOUNDATION DOES NOT BELIEVE IT HAS ANY MATERIAL UNCERTAIN TAX POSITIONS

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2014

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

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

Name of the organization

Employer identification number

THE ADPA FOUNDATION, INC.

20-8817225

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

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☐ Yes ☐ No

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		1,313,414.
(2)			INVESTMENTS		809,161
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					4,000,000

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

Schedule F (Form 990) 2014

JSA

4E1274 1 000

35880V 649C

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

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

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

3 Enter total number of other organizations or entities. ▶

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

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

Schedule F (Form 990) 2014

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471) ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990) ☐ Yes ☒ No

Schedule F (Form 990) 2014

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No 1545-0047

2014

Open to Public
Inspection.

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

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

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 ENFOCISION, INC	FUNDRAISING		X	165,744.	92,030.	73,714.
2 ALLEGIANCE CREATIVE	ADVISOR		X		153,193.	
3						
4						
5						
6						
7						
8						
9						
10						
Total				165,744.	245,223.	73,714.

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

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

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

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

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

9 Enter the state(s) in which the organization conducts gaming activities: _____

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization conduct 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 conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

PART I, LINE 2B

ALLEGIANCE CREATIVE PROVIDES STRATEGIC GUIDANCE AND DIRECTION INCLUDING
CREATIVE DEVELOPMENT FOR AFI'S DIRECT RESPONSE CAMPAIGNS.

SCHEDULE I
(Form 990)

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

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

2014

**Open to Public
Inspection**

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	52-0636210	501C4	190,000.				AOPA LIVE
(2) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	52-0636210	501C4	110,000				AV8RS YOUTH PROGRAM GUIDES
(3) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	52-0636210	501C4	786,000				ASN
(4) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	52-0636210	501C4	239,000				AIRSHOW OUTREACH
(5) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	52-0636210	501C4	75,000				FT PROGRAM
(6) AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	52-0636210	501C4	105,000				PILOT COMMUNITY
(7) AIR SERV INTERNATIONAL 410 ROSEDALE COURT WARRENTON, VA 20186	95-4371720	501C3	10,000.				HUMANITARIAN
(8) AVIATION ADVENTURES 100 AIRPORT ROAD TAVERNIER, FL 33070	26-4069578	501C3	10,000.				YOUTH
(9) CAVU 941 W. BYRD STREET UNIVERSAL CITY, TX 78148	75-2559486	501C3	10,000				CONSERVATION
(10) GREAT EASTERN BALLOON ASSOCIATION PO BOX 828 FORKED RIVER, NJ 08731	36-4627726	501C3	10,000.				SAFETY
(11) NEW YORK CITY CIVIL AIR PATROL 25 MARLBORO PLACE BELLMORE, NY 11710	59-1743795	501C3	10,000				YOUTH
(12) OPERATION MIGRATION 1623 MILITARY ROAD NIAGARA FALLS, NY 14304	27-1809824	501C3	10,000.				CONSERVATION

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

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

Schedule I (Form 990) (2014)

JSA

4E1288 1 000

35880V 649C

SCHEDULE I
(Form 990)

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

THE AOPA FOUNDATION, INC.

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) PATIENT AIRLIFT SERVICES 120 ADAMS BLVD FARMINGDALE, NY 11735	84-0852104	501C3	10,000				HUMANITARIAN
(2) SCAPA DISASTER AIRLIFT RESPONSE TEAM PO BOX 1440 SAN MARTIN, CA 95046	26-3754228	501C3	10,000				DISASTER RELIEF
(3) TIGERFLIGHT FOUNDATION 304 RUSSELL FIELD ROAD ROME, GA 30165	42-1613294	501C3	10,000				YOUTH
(4) WINGS OVER THE ROCKIES AIR AND SPACE MUSEUM 8001 S INTERPORT BLVD ENGLEWOOD, CO 80112	20-4567769	501C3	10,000				YOUTH
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 10.
- 3 Enter total number of other organizations listed in the line 1 table ▶ 1.

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

Schedule I (Form 990) (2014)

JSA

4E1288 1 000

35880V 649C

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

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

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

PART I, LINE 2

THE AOPA FOUNDATION (FOUNDATION) HAS WRITTEN PROCEDURES FOR REQUESTING

FUNDING. THE REQUEST FOR FUNDING MUST CONFORM TO, AND FOSTER THE PURPOSES

SET FORTH IN THE FOUNDATION'S ARTICLES OF INCORPORATION. ALL

ORGANIZATIONS AWARDED GRANTS BY THE FOUNDATION MUST COMPLETE AND RETURN,

UPON COMPLETION OF THE PROJECT, A FINAL REPORT DETAILING AND ACCOUNTING

FOR HOW THE GRANT FUNDS WERE SPENT. GRANT FUNDS MAY ONLY BE SPENT IN

FURTHERANCE OF THE PROJECT DOCUMENTED ON THE GRANT APPLICATION. ANY

UNUSED FUNDS MUST BE RETURNED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

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

OMB No 1545-0047

2014

**Open to Public
Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

Part I. Questions Regarding Compensation

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

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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

- | | |
|---|---|
| ☒ Compensation committee | ☐ Written employment contract |
| ☒ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ 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 section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

- a** The organization?
- 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 Regulations 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 X

2 X

4a X

4b X

4c X

5a X

5b X

6a X

6b X

7 X

8 X

9

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

Schedule J (Form 990) 2014

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KENNETH M. MEAD VP & GENERAL COUNSEL	(i) 378,283. (ii) 0	97,912.	13,524.	19,630.	2,522.	511,871.	0
2 TIMOTHY J. FORTUNE CHIEF ADMINISTRATIVE OFFICER	(i) 243,550. (ii) 0	46,135.	4,309.	19,101.	10,815.	323,910.	0
3 CRAIG L. FULLER FORMER CEO	(i) 71,556. (ii) 0	0	397,845.	0	0	469,401.	397,845.
4 HARVEY W. COHEN CHIEF DEVELOPMENT OFFICER	(i) 117,666. (ii) 0	35,979.	7,014.	6,093.	7,006.	173,758.	0
5 BRUCE S. LANDSBERG PRESIDENT (THROUGH 12/31/14)	(i) 270,421. (ii) 0	52,415.	14,099.	19,630.	12,749.	369,314.	0
6 MARK R. BAKER CHIEF EXECUTIVE OFFICER	(i) 608,480. (ii) 0	108,000.	25,522.	19,630.	21,070.	782,702.	0
7 ERICA J. SACCOIA SVP FINANCE	(i) 194,415. (ii) 0	27,216.	3,397.	15,699.	1,523.	242,250.	0
8 STEPHANIE L. KENYON VP STRATEGIC PHILANTHROPY	(i) 151,085. (ii) 0	10,660.	3,313.	12,401.	6,145.	183,604.	0
9	(i) 0 (ii) 0	0	0	0	0	0	0
10	(i) 0 (ii) 0	0	0	0	0	0	0
11	(i) 0 (ii) 0	0	0	0	0	0	0
12	(i) 0 (ii) 0	0	0	0	0	0	0
13	(i) 0 (ii) 0	0	0	0	0	0	0
14	(i) 0 (ii) 0	0	0	0	0	0	0
15	(i) 0 (ii) 0	0	0	0	0	0	0
16	(i) 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, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A

CERTAIN DIRECTORS AND OFFICERS RECEIVED FIRST CLASS AIR TRAVEL, AND TRAVEL FOR COMPANIONS. IT IS THE ORGANIZATION'S POLICY TO TREAT THE ABOVE ITEMS AS TAXABLE COMPENSATION AND REPORT THE APPLICABLE AMOUNTS TO THE IRS ON FORM W-2 OR FORM 1099-MISC. FOR THE APPLICABLE TAX YEAR.

PART II, COMPENSATION INFORMATION

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

Part III Supplemental Information

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

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

PART I, LINE 7: TARGET INCENTIVE PAY AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL INCENTIVE PAY AWARDED IS PROPOSED BY THE EXECUTIVE MANAGEMENT TEAM AND THE PRESIDENT BASED ON THEIR ASSESSMENT OF THE PARTICIPANT'S INDIVIDUAL PERFORMANCE AND THAT OF THE ORGANIZATION AGAINST PRE-ESTABLISHED GOALS. THE BOARD OF TRUSTEES AND COMPENSATION COMMITTEE REVIEW AND MAKE A FINAL DETERMINATION AS TO THE ACTUAL INCENTIVE AWARDS PAID TO PARTICIPANTS. ALL PERSONS MENTIONED ABOVE DO NOT PARTICIPATE IN THE DELIBERATION OF THEIR COMPENSATION ARRANGEMENT. THE DELIBERATIONS AND DECISIONS OF THESE COMPENSATION ARRANGEMENTS ARE MAINTAINED IN CONTEMPORANEOUS DOCUMENTATION WITH OUR HUMAN RESOURCES DEPARTMENT.

Part III Supplemental Information

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

CERTAIN INDIVIDUALS LISTED ON THIS RETURN ON SCHEDULE J, PART II,

ROW (II) FROM RELATED ORGANIZATION(S) ARE NOT COMPENSATED FROM THE

FOUNDATION.

CRAIG FULLER, FORMER PRESIDENT RECEIVED A PAYOUT OF HIS PREVIOUSLY EARNED
ACCRUED LEAVE OF \$71,556 AND HAD A BOARD APPROVED CONSULTING AGREEMENT TO
ASSIST IN THE TRANSITION OF \$397,845 WHICH WAS ACCRUED IN 2013 AND PAID
IN 2014 AND IS INCLUDED IN THE \$469,401. LINE 4B IS ANSWERED YES DUE TO

CRAIG FULLER RECEIVED A DISTRIBUTION FROM HIS 457B PLAN.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2014

**Open To Public
Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes	X	4	61,500	SELLING PRICE
8 Intellectual property				
9 Securities - Publicly traded	X	9	78,737	SELLING PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATTCH 1)		10	62,149	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 1.

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

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

Schedule M (Form 990) (2014)

JSA

4E1298 1 090

35880V 649C

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

ONLINE AUCTION

THE AOPA FOUNDATION, INC. USES AN ONLINE SERVICE PROVIDER TO HOST AN
ONLINE AUCTION. THE ONLINE AUCTION SERVICE PROVIDES TRAINING, SUPPORT,
SERVICES AND ACCESS TO SOFTWARE TO FACILITATE AFI'S ONLINE AUCTION NEEDS.

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

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
VARIOUS AUCTION ITEMS	X	40.	99,189.	SELLING PRICE
TOTALS		40.	99,189.	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

THE AOPA FOUNDATION, INC.

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2014

**Open to Public
Inspection**

Employer identification number

20-8817225

PART VI, SECTION A, LINE 6

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

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

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

PART VI, SECTION B, LINE 12C

THE AOPA FOUNDATION'S BOARD IS PROVIDED A WRITTEN "CODE OF ETHICS, CONFLICT OF INTEREST QUESTIONNAIRE AND DISCLOSURE FORM" ("FORM"). THE FORM REQUIRES PERSONS COVERED (OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES) TO ANNUALLY DISCLOSE AND UPDATE THE FORM AND PROVIDE TO LEGAL COUNSEL INTERESTS THAT COULD GIVE RISE TO CONFLICT(S). LEGAL COUNSEL REVIEWS THE ANNUAL DISCLOSURES BY ALL COVERED PERSONS. DISCLOSURES ARE REGULARLY MONITORED BY COUNSEL, ANY POTENTIALLY CONFLICTING OR OTHERWISE QUESTIONABLE RESPONSES ARE FLAGGED AND THE ETHICS POLICY IS ENFORCED.

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

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

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

PART VI, SECTION C, LINES 18 & 19

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

PART VII, HOURS WORKED FOR THE AOPA FOUNDATION INC.

MARK BAKEP, KENNETH MEAD, TIMOTHY FORTUNE, AND ERICA SACCOIA ARE FULL-TIME EMPLOYEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), A RELATED, SECTION 501(C)(4) ORGANIZATION (EIN 52-0636210). THEY DEVOTE

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8617225

SOME OF THEIR (40+ HOURS/WEEK) POSITION AT AOPA TO WORK FOR THE AOPA FOUNDATION, INC.

PART VI, SECTION A, LINE 2

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

ATTACHMENT 1

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

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

ATTACHMENT 2

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

THE AOPA FOUNDATION (AFI) IS A TAX-EXEMPT CHARITABLE, EDUCATIONAL, AND SCIENTIFIC ORGANIZATION THAT EDUCATES THE PUBLIC ABOUT THE

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

VALUE OF GENERAL AVIATION. OUR MISSION IS TO ENSURE THE FUTURE OF GENERAL AVIATION BY IMPROVING SAFETY, PRESERVING COMMUNITY AIRPORTS, AND ENCOURAGING LEARNING TO FLY FOR CAREER AND PERSONAL BENEFIT.

FOR THE YEAR ENDING 2014, THE AOPA FOUNDATION'S EDUCATIONAL OUTREACH WAS THROUGH APPROXIMATELY 2,000,000 POINTS OF CONTACTS VIA ONLINE COURSES (124,390), ACCIDENT CASE STUDIES (80,261), REAL PILOT STORIES (37,320), QUIZZES (200,859), A BLOG (185,976), QUARTERLY NEWSLETTER FOR FLIGHT INSTRUCTORS (153,417), DOWNLOADED PUBLICATIONS (23,227), ACCIDENT DATABASE AND ACCIDENT MAPS (97,543), VIDEOS (1,035,589), LIVE SAFETY SEMINARS, WEBINARS, AND RECORDED WEBINAR VIEWS (40,321), IN-PERSON AND ONLINE FLIGHT INSTRUCTOR REFRESHER COURSES (8,985), MOBILE FLIGHT RISK EVALUATOR DOWNLOADS (12,043), AND DOWNLOADED SEMINAR KITS AND VIDEOS (2,226).

INTERACTIVE COURSES ARE PROVIDED FREE OF CHARGE TO ALL PILOTS AND AVIATION ENTHUSIASTS AND ARE EXTREMELY EASY TO USE. ONLINE COURSE COMPLETION TIMES RANGE FROM 20 TO 45 MINUTES, AND USERS CAN CONTROL THE PACE AND CAN SAVE THEIR PROGRESS AT ANY TIME, ALLOWING THEM TO WORK IN SHORT INCREMENTS TO COMPLETE A COURSE OVER MULTIPLE SESSIONS. SAFETY VIDEOS ARE ANYWHERE FROM TWO TO 30 MINUTES IN LENGTH.

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

IN 2014, THE AOPA FOUNDATION OFFERED 83 SAFETY QUIZZES, 38 INTERACTIVE ONLINE COURSES ON TOPICS SUCH AS VFR INTO IMC, RUNWAY SAFETY, DECISION MAKING, AERODYNAMICS, AND RADIO COMMUNICATIONS. IN ADDITION, 21 REAL PILOT STORIES, 21 SAFETY VIDEOS, 15 ASK ATC VIDEOS, 12 PILOT SAFETY ANNOUNCEMENTS, 11 WEBINARS, NINE ACCIDENT CASE STUDIES, AND 95 PUBLICATIONS WERE OFFERED. EACH EDUCATIONAL PRODUCT ENABLES PILOTS TO DEVELOP AND IMPROVE THEIR SAFETY KNOWLEDGE.

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

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

*SURVIVE: BEYOND THE FORCED LANDING - THIS TWO-PART PROJECT (VIDEO AND PUBLICATION) COVERS IMPORTANT ITEMS PILOTS SHOULD PACK IN

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

THEIR SURVIVAL KITS AND WHAT ACTIONS THEY CAN TAKE TO KEEP THEMSELVES AND THEIR PASSENGERS SAFE UNTIL HELP ARRIVES.

*DATALINK: FROM CONCEPT TO COCKPIT - A VIDEO THAT INCLUDES A BEHIND-THE-SCENES LOOK AT THE "DATALINK REVOLUTION" AS TOLD BY THE PEOPLE WHO MADE IT HAPPEN.

*WEATHER WISE: VFR INTO IMC - THIS COURSE COVERS THE BASIC WEATHER KNOWLEDGE PILOTS NEED TO KNOW TO AVOID FLYING VISUAL FLIGHT RULES (VFR) INTO INSTRUMENT METEOROLOGICAL CONDITIONS (IMC).

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

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

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

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

*CRITICAL INFORMATION: THE PASSENGER SAFETY BRIEFING - THIS VIDEO COVERS OFTEN-OVERLOOKED ITEMS THAT SHOULD BE PART OF EVERY

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-9817225

ATTACHMENT 2 (CONT'D)

PREFLIGHT PASSENGER BRIEFING. PILOTS ALSO GET HELPFUL SURVIVAL TIPS FROM NTSB AND CAP EXPERTS, AND LEARN THE SINGLE BEST WAY TO INCREASE THEIR ODDS OF RESCUE.

*UNMANNED AIRCRAFT AND THE NATIONAL AIRSPACE SYSTEM - THIS COURSE GOES BEHIND THE SCENES OF UAS OPERATIONS AND EXPLORE VARIOUS SCENARIOS TO ILLUSTRATE HOW GA AIRPLANES AND UAS CAN SAFELY COEXIST IN THE NATIONAL AIRSPACE SYSTEM.

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

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

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

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

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

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

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

THE AOPA FOUNDATION ALSO CREATES PILOT SAFETY ANNOUNCEMENTS (PSAS) FOLLOWING THE MODEL OF TELEVISED PUBLIC SERVICE ANNOUNCEMENTS, THESE SHORT VIDEOS RAISE AWARENESS OF COMMON ACCIDENT CAUSES, OFTEN WITH A PINCH OF TONGUE-IN-CHEEK HUMOR TO KEEP PILOTS WATCHING AND MAKE THE MESSAGE MEMORABLE. EACH OF THE NINE AVAILABLE PSAS INCLUDES RESOURCES AND TIPS TO HELP PILOTS AVOID ACCIDENTS.

FOR CERTIFICATED FLIGHT INSTRUCTORS (CFIS), THE AOPA FOUNDATION OFFERS BOTH IN-PERSON AND ONLINE RENEWAL PROGRAMS CALLED FLIGHT INSTRUCTOR REFRESHER COURSES (FIRC). THE IN-PERSON WEEKEND COURSES ARE AVAILABLE IN 95 LOCATIONS AND BOTH THE IN-PERSON AND ONLINE CLASSES MEET THE FAA'S RENEWAL REQUIREMENTS.

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

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

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

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

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

*ACCIDENTS DURING FLIGHT INSTRUCTION - THE AOPA FOUNDATION'S FIRST COMPREHENSIVE ANALYSIS OF INSTRUCTIONAL ACCIDENTS IN A DECADE FINDS SURPRISING DIFFERENCES BETWEEN DIFFERENT TYPES AND PHASES OF TRAINING IN BOTH AIRPLANES AND HELICOPTERS.

*SPECIAL REPORTS - STRAIGHTFORWARD ANALYSIS, BASED ON ACCIDENT REPORTS IN THE AOPA FOUNDATION'S ACCIDENT DATABASE, OF CHALLENGES TO AVIATION SAFETY.

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

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

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

*RUNWAY FLASH CARDS - DESIGNED TO HELP PILOTS BETTER UNDERSTAND

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

RUNWAY SIGNAGE AND MARKINGS. THE FRONT OF EACH CARD DISPLAYS AN AIRPORT SIGN OR PAVEMENT MARKING, WHILE THE BACK PROVIDES A DESCRIPTION AND INFORMATION ON THE REQUIRED PILOT ACTION.

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

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

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

*CFI TO CFI NEWSLETTERS - BOTH PILOTS AND INSTRUCTORS BENEFIT FROM THE AOPA FOUNDATION'S QUARTERLY NEWSLETTER TO INSTRUCTORS.

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

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

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

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

FOUNDATION GRANTS

THE AOPA FOUNDATION RAISES FUNDS TO SUPPORT THE IMPORTANT WORK OF THE AIRCRAFT OWNERS AND PILOTS ASSOCIATION THAT DUES ALONE CANNOT SUPPORT. DURING 2014, THE AOPA FOUNDATION GRANTED \$1,605,000 TO VARIOUS PROJECTS AND ORGANIZATIONS IN SUPPORT OF ITS MISSION. A WIDE VARIETY OF SAFETY EDUCATION IS PROVIDED COMPLETELY FREE OF CHARGE FOR PILOTS REGARDLESS OF WHETHER THEY ARE AOPA MEMBERS. THIS IS DONE WITH THE INTENT OF HELPING PILOTS EVERYWHERE FLY SAFELY.

IN 2014, THE AOPA FOUNDATION FUNDED THE POPULAR ONLINE BROADCAST OF AOPA LIVE THIS WEEK, PROVIDING \$190,000 TO PRODUCE AWARD-WINNING PROGRAMS FEATURING NEWS AND CURRENT EVENTS IN THE GENERAL AVIATION FIELD.

THE FOUNDATION ALSO PROVIDED MORE THAN \$400,000 TO SUPPORT POWERFUL PROGRAMS DESIGNED TO STRENGTHEN THE PILOT COMMUNITY. THIS INCLUDED RUSTY PILOTS, AN EDUCATIONAL WORKSHOP DESIGNED TO ENCOURAGE PILOTS TO RETURN TO FLYING; FLIGHT SCHOOL BUSINESS PROGRAM, WHICH STRENGTHENS FLIGHT SCHOOLS BY PROVIDING MARKETING AND NETWORKING TOOLS; AND FLIGHT TRAINING SCHOLARSHIPS AWARDED TO DESERVING STUDENT PILOTS.

THE AOPA AV8RS PROGRAM, DEVELOPED TO ENGAGE TEENS AND RAISE

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 2 (CONT'D)

AWARENESS OF AVIATION AND AEROSPACE THROUGH EDUCATION, WAS
SUPPORTED WITH A \$110,000 GRANT PROVIDED THROUGH THE AOPA
FOUNDATION

IN 2014, THE AOPA FOUNDATION HELPED SUPPORT NATIONAL EFFORTS TO
PRESERVE AND PROTECT COMMUNITY AIRPORTS WITH A GRANT OF \$786,000.
THE AOPA AIRPORTS TEAM WORKED ON ISSUES AFFECTING AIRPORTS AND
OTHER LANDING FACILITIES, WHILE THE AIRPORT SUPPORT NETWORK
VOLUNTEERS HELP KEEP AOPA INFORMED ABOUT THE ISSUES AFFECTING
GENERAL AVIATION IN THEIR COMMUNITIES.

THE AOPA FOUNDATION'S GIVING BACK PROGRAM WAS ESTABLISHED TO SHINE
A LIGHT ON THE GOOD WORK BEING DONE THROUGH GENERAL AVIATION AND
TO PROVIDE SUPPORT TO THOSE INTERESTED IN AVIATION. TEN \$10,000
GRANTS WERE AWARDED TO NONPROFIT ORGANIZATIONS PERFORMING PUBLIC
BENEFIT FLYING, AND HUMANITARIAN AND CHARITABLE WORK THROUGH
GENERAL AVIATION.

ATTACHMENT 3

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

CAYMAN ISLANDS

BERMUDA

IRELAND

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 4

FORM 990, PART VI, LINE 17 - STATES

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

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

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

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

ATTACHMENT 5

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
EU SERVICES PO BOX 5935 TROY, MI 48007	PRINT/PUBLICATIONS	167,699.
ALLEGIANCE CREATIVE 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	FUNDRAISING COUNSEL	174,375.
IMMERSION ACTIVE INC 44 NORTH MARKET STREET FREDERICK, MD 21701	ONLINE COURSE	238,688.
HEIDRICK & STRUGGLES INC 1133 PAYSHERE CIRCLE CHICAGO, IL 60674	RECRUITMENT	139,543.
REDMON GROUP INC 211 NORTH UNION ST ALEXANDRIA, VA 22314	HTML CONVERSION	145,450.

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

2014Open to Public
Inspection

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

(1)	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(2)						
(3)						
(4)						
(5)						
(6)						

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(2)	AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701 52-0636210	MEMBERSHIP	NJ	501C4	N/A	N/A	X
(3)	AOPA POLITICAL ACTION COMMITTEE 421 AVIATION WAY FREDERICK, MD 21701 56-3014117	PAC		527	N/A	N/A	X
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2014

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AOPA INSURANCE AGENCY 1995 MIDFIELD ROAD WICHITA, KS 67209 521813554	INSURANCE	MD	AOPA	C CORP					X
(2) AOPA FLIGHT TECHNOLOGIES INC 421 AVIATION WAY FREDERICK, MD 21701 454565150	AVIATION PROD	DE	AOPA	C CORP					X
(3) AOPA HOLDINGS CORPORATION 421 AVIATION WAY FREDERICK, MD 21701 461036265	HOLDINGS COMP	DE	AOPA	C CORP					X
(4)									
(5)									
(6)									
(7)									

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

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

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

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

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

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	B	1,505,000.	FMV
(2)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	M, N, O, P	4,642,923.	FMV
(3)	AOPA INSURANCE AGENCY	C	390,000.	FMV
(4)	AIRCRAFT OWNERS & PILOTS ASSOCIATION	S	831,223.	FMV
(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.

(1)	(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	
(1)														
(2)														
(3)														
(4)														
(5)														
(6)														
(7)														
(8)														
(9)														
(10)														
(11)														
(12)														
(13)														
(14)														
(15)														
(16)														