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

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2014
Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014, and ending 12-31-2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE COMMEMORATIVE AIR FORCE		D Employer identification number 74-1484491
	Doing business as		E Telephone number (432) 563-1000
	Number and street (or P O box if mail is not delivered to street address) PO BOX 62000	Room/suite	G Gross receipts \$ 22,903,823
	City or town, state or province, country, and ZIP or foreign postal code MIDLAND, TX 797112000		
F Name and address of principal officer FLOYD HOUDYSHELL POBOX 62000 MIDLAND, TX 797112000		H(a) Is this a group return for subordinates? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number <input type="checkbox"/> 5545	
J Website: WWW.COMMEMORATIVEAIRFORCE.ORG			K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other
			L Year of formation 1961 M State of legal domicile TX

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO ACQUIRE, RESTORE, MAINTAIN AND OPERATE A COLLECTION OF WORLD WAR II AIRCRAFT FOR THE EDUCATION AND ENJOYMENT OF THE PRESENT AND FUTURE GENERATIONS																		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets																		
	<table border="1"> <tr> <td>3 Number of voting members of the governing body (Part VI, line 1a)</td> <td>3</td> <td>11</td> </tr> <tr> <td>4 Number of independent voting members of the governing body (Part VI, line 1b)</td> <td>4</td> <td>11</td> </tr> <tr> <td>5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)</td> <td>5</td> <td>41</td> </tr> <tr> <td>6 Total number of volunteers (estimate if necessary)</td> <td>6</td> <td>10,000</td> </tr> <tr> <td>7a Total unrelated business revenue from Part VIII, column (C), line 12</td> <td>7a</td> <td>104,044</td> </tr> <tr> <td>b Net unrelated business taxable income from Form 990-T, line 34</td> <td>7b</td> <td>103,045</td> </tr> </table>		3 Number of voting members of the governing body (Part VI, line 1a)	3	11	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	41	6 Total number of volunteers (estimate if necessary)	6	10,000	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	104,044	b Net unrelated business taxable income from Form 990-T, line 34	7b
3 Number of voting members of the governing body (Part VI, line 1a)	3	11																	
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11																	
5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	41																	
6 Total number of volunteers (estimate if necessary)	6	10,000																	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	104,044																	
b Net unrelated business taxable income from Form 990-T, line 34	7b	103,045																	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 7,242,035	Current Year: 6,406,074																
	9 Program service revenue (Part VIII, line 2g)	6,844,328	10,134,754																
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	164,538	158,829																
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,751,031	4,430,402																
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	19,001,932	21,130,059																
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	51,666	0															
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0																
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		2,842,471	2,507,534																
16a Professional fundraising fees (Part IX, column (A), line 11e)		466,150	487,233																
b Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 3,663,477																			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		16,723,219	19,156,907																
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	20,083,506	22,151,674																	
19 Revenue less expenses Subtract line 18 from line 12	-1,081,574	-1,021,615																	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year: 19,262,456	End of Year: 21,626,057																
	21 Total liabilities (Part X, line 26)	3,896,513	4,884,074																
	22 Net assets or fund balances Subtract line 21 from line 20	15,365,943	16,741,983																

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	2015-08-05 Date
	FLOYD HOUDYSHELL SECRETARY / TREASURER Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name JAMES R FLATT	Preparer's signature JAMES R FLATT	Date	Check <input type="checkbox"/> if self-employed	PTIN P00444540
	Firm's name <input type="checkbox"/> WEAVER AND TIDWELL LLP			Firm's EIN <input type="checkbox"/> 75-0786316	
	Firm's address <input type="checkbox"/> 400 W ILLINOIS SUITE 1550 MIDLAND, TX 79701			Phone no (432) 683-5226	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
 TO ACQUIRE, RESTORE, MAINTAIN, AND OPERATE A COLLECTION OF WORLD WAR II AIRCRAFT FOR THE EDUCATION AND ENJOYMENT OF PRESENT AND FUTURE GENERATIONS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
 If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
 If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 8,341,006 including grants of \$) (Revenue \$ 9,029,640)
 AIRSHOWS ARE PREMIERE AVIATION EVENTS WHERE WARBIRDS (AIRCRAFT)GATHER TO REENACT HISTORIC BATTLES ADDITIONAL ATTRACTIONS OF THESE SHOWS INCLUDE, JUNIOR ACES KIDS TENT (PROVIDING GAMES, ARTS& CRAFTS AND OTHER FUN ACTIVITIES FOR CHILDREN), FAMED GHOSTSQUADRON AIRCRAFT DISPLAYS, SPECIAL SHOWS FOR SPECIAL PEOPLE ONFRIDAYS, PRECEDING THE REGULAR EVENT, THAT OTHERWISE MIGHT NOT BEABLE TO ATTEND AND NUMEROUS FLYING PERFORMING ACTS SUCH ASWINGWALKING AND AEROBATICS

4b (Code) (Expenses \$ 661,170 including grants of \$) (Revenue \$ 1,562,412)
 MEMBERSHIP DUES & ANUAC FEES MEMBERSHIP DUES ARE ESTABLISHED &COLLECTED TO COVER NORMAL OPERATING EXPENSES OF INDIVIDUAL UNITS MEMBERSHIP FEES INCLUDE MONTHLY OR QUARTERLY SUBSCRIPTIONS TO THECAF'S MAGAZINE, "DISPATCH " MEMBERS RECEIVE FREE ADMISSION TO THEMUSEUMS AND EXHIBITS AND OTHER BENEFITS SUCH AS OPPORTUNITIES TOFLY IN CAF AIRCRAFT AND GIFT SHOP DISCOUNTS EACH UNIT IS ALSOSUBJECT TO ANNUAL ANUAC FEES (ANNUAL ADMINISTRATIVE CHARGES) TOASSIST IN THE OPERATION OF THE NATIONAL HEADQUARTERS NATIONAL &LOCAL MEMBERSHIP FEES ARE SET & COLLECTED BY EACH UNIT AND THENATIONAL HEADQUARTERS, BASED ON THEIR OPERATIONAL NEEDS ANNUALANUAC FEES MAY VARY FROM YEAR TO YEAR

4c (Code) (Expenses \$ 288,238 including grants of \$) (Revenue \$ 321,481)
 MUSEUM ADMISSIONS FOR THE CAF ARE FOR MONIES COLLECTED BYINDIVIDUAL UNITS, LOCATED THROUGHOUT THE UNITED STATES, FOR ENTRYINTO THEIR FACILITIES FACILITIES ARE OPENED TO VISITORS,TOURISTS, SCHOOL GROUPS, ETC TO VIEW THE AIRCRAFT AND EDUCATIONALEXHIBITS WITHIN THE FACILITIES
 See Additional Data

4d Other program services (Describe in Schedule O)
 (Expenses \$ 3,634,364 including grants of \$) (Revenue \$)

4e Total program service expenses 12,924,778

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		No
9 Did the organization report an amount in Part X, line 21 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? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>	Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>	Yes	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions) <input checked="" type="checkbox"/>	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> <input checked="" type="checkbox"/>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> <input checked="" type="checkbox"/>	Yes	
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

<p>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? <i>If "Yes," complete Schedule I, Parts I and II . . .</i></p>	<p>21</p>	<p></p>	<p>No</p>
<p>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? <i>If "Yes," complete Schedule I, Parts I and III . . .</i></p>	<p>22</p>	<p></p>	<p>No</p>
<p>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? <i>If "Yes," complete Schedule J . . .</i></p>	<p>23</p>	<p>Yes</p>	<p></p>
<p>24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a . . .</i></p>	<p>24a</p>	<p></p>	<p>No</p>
<p>b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . .</p>	<p>24b</p>	<p></p>	<p></p>
<p>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? . . .</p>	<p>24c</p>	<p></p>	<p></p>
<p>d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . .</p>	<p>24d</p>	<p></p>	<p></p>
<p>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? <i>If "Yes," complete Schedule L, Part I . . .</i></p>	<p>25a</p>	<p></p>	<p>No</p>
<p>b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I . . .</i></p>	<p>25b</p>	<p></p>	<p>No</p>
<p>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? <i>If "Yes," complete Schedule L, Part II . . .</i></p>	<p>26</p>	<p></p>	<p>No</p>
<p>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? <i>If "Yes," complete Schedule L, Part III . . .</i></p>	<p>27</p>	<p></p>	<p>No</p>
<p>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)</p>	<p></p>	<p></p>	<p></p>
<p>a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . .</i></p>	<p>28a</p>	<p></p>	<p>No</p>
<p>b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . .</i></p>	<p>28b</p>	<p></p>	<p>No</p>
<p>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? <i>If "Yes," complete Schedule L, Part IV . . .</i></p>	<p>28c</p>	<p></p>	<p>No</p>
<p>29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . .</i></p>	<p>29</p>	<p></p>	<p>No</p>
<p>30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . .</i></p>	<p>30</p>	<p></p>	<p>No</p>
<p>31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . .</i></p>	<p>31</p>	<p></p>	<p>No</p>
<p>32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II . . .</i></p>	<p>32</p>	<p></p>	<p>No</p>
<p>33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I . . .</i></p>	<p>33</p>	<p></p>	<p>No</p>
<p>34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 . . .</i></p>	<p>34</p>	<p>Yes</p>	<p></p>
<p>35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?</p>	<p>35a</p>	<p></p>	<p>No</p>
<p>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)? <i>If "Yes," complete Schedule R, Part V, line 2 . . .</i></p>	<p>35b</p>	<p></p>	<p></p>
<p>36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . .</i></p>	<p>36</p>	<p></p>	<p>No</p>
<p>37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . .</i></p>	<p>37</p>	<p></p>	<p>No</p>
<p>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 . . .</p>	<p>38</p>	<p>Yes</p>	<p></p>

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, sub-part, and Yes/No columns. Rows include questions 1a-1b, 1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

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

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	AL, AK, AZ, AR, CA, CO, FL, GA, IL, IN, KS, KY, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, SC, TN, TX, UT, VA, WA, WV, WI
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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 FLOYD HOUDYSHELL 9600 WRIGHT DR MIDLAND, TX 79706 (432) 563-1000	

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

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

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) COL NEILS AGATHER GENERAL STAFF MEMBER	5 00	X					0	0	0	
(2) COL RICK BELL GENERAL STAFF MEMBER	5 00	X					0	0	0	
(3) COL RANDY WILSON GENERAL STAFF MEMBER	5 00	X					0	0	0	
(4) COL CHARLIE WOOD GENERAL STAFF MEMBER	5 00	X					0	0	0	
(5) COL LARRY TURNER GENERAL STAFF MEMBER	5 00	X					0	0	0	
(6) COL KIM PARDON GENERAL STAFF MEMBER	5 00	X					0	0	0	
(7) COL RANDY BUTTRAM GENERAL STAFF MEMBER	5 00	X					0	0	0	
(8) COL JW DON JOHNSON GENERAL STAFF MEMBER	5 00	X					0	0	0	
(9) COL LARRY LUMPKIN GENERAL STAFF MEMBER	5 00	X					0	0	0	
(10) COL GERALD OLIVER GENERAL STAFF MEMBER	5 00	X					0	0	0	
(11) COL KEITH WOOD GENERAL STAFF MEMBER	5 00	X					0	0	0	
(12) STEVE BROWN PRESIDENT	50 00				X		389,853	0	0	
(13) FLOYD HOUDYSHELL SECRETARY / TREASURER	50 00					X	160,295	0	0	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below 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			

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	550,148	0	0

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
HOLLIS TRUCKING TERRY HOLLIS, PO BOX 9126 COLUMBUS, MS 39705	TRANSPORTATION	256,000

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b	1,023,045				
	c	Fundraising events 1c	1,111,896				
	d	Related organizations 1d	711,829				
	e	Government grants (contributions) 1e	1,302				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	3,558,002				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f ▶	6,406,074				
Program Service Revenue	2a	AIRSHOW REVENUE	8,675,710	8,675,710			
	b	ANUAC FEES	533,302	533,302			
	c	MUSEUM ADMISSIONS	321,481	321,481			
	d	WING & SQUADRON DUES	201,943	201,943			
	e	MEMBERSHIP DUES	144,509	144,509			
	f	All other program service revenue	257,809	257,809			
	g	Total. Add lines 2a-2f ▶	10,134,754				
			Business Code				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶	68,781			68,781	
	4	Income from investment of tax-exempt bond proceeds ▶					
	5	Royalties ▶					
	6a	Gross rents	(i) Real				
		b Less rental expenses	(ii) Personal				
		c Rental income or (loss)					
		d Net rental income or (loss) ▶					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	124	89,924		
		b Less cost or other basis and sales expenses	(ii) Other	0	0		
		c Gain or (loss)		124	89,924		
		d Net gain or (loss) ▶			90,048		90,048
	8a	Gross income from fundraising events (not including \$ 1,111,896 of contributions reported on line 1c) See Part IV, line 18 a	3,547,579				
	b	Less direct expenses b	0				
	c	Net income or (loss) from fundraising events ▶	3,547,579			3,547,579	
	9a	Gross income from gaming activities See Part IV, line 19 a	1,107,606				
	b	Less direct expenses b	1,107,163				
	c	Net income or (loss) from gaming activities ▶	443	-103,601	104,044		
	10a	Gross sales of inventory, less returns and allowances a	1,162,607				
		b Less cost of goods sold b	666,601				
		c Net income or (loss) from sales of inventory ▶	496,006	496,006			
	Miscellaneous Revenue	Business Code					
11a	MISCELLANEOUS REVENUE	900099	211,362	211,362			
b	FUEL SALES	900009	75,748	75,748			
c	REFUNDS & REBATES	900099	58,890	58,890			
d	All other revenue		40,374	40,374			
e	Total. Add lines 11a-11d ▶		386,374				
12	Total revenue. See Instructions ▶		21,130,059	10,913,533	104,044	3,706,408	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2	Grants and other assistance to domestic individuals. See Part IV, line 22				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	2,063,310	608,278	1,455,032	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	48,052		48,052	
9	Other employee benefits	249,282		249,282	
10	Payroll taxes	146,890		146,890	
11	Fees for services (non-employees)				
a	Management				
b	Legal	115,215	111,139	4,076	
c	Accounting	119,741	20,031	99,710	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	487,233			487,233
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12	Advertising and promotion	568,574	561,509	7,065	
13	Office expenses	27,149	27,149		
14	Information technology				
15	Royalties				
16	Occupancy	1,928,510	1,024,551	903,959	
17	Travel	629,838	458,494	171,344	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	26,842		26,842	
20	Interest	98,397	93,864	4,533	
21	Payments to affiliates	64,726	11,772	52,954	
22	Depreciation, depletion, and amortization	518,534	225,293	293,241	
23	Insurance	758,971	717,591	41,380	
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	UBIT TAX EXPENSE	10,787		10,787	
b	AIRCRAFT MAINTENANCE	3,292,795	3,266,437	26,358	
c	AIRSHOW EXPENSE	1,828,268	1,315,694	512,574	
d	FUEL & OIL EXPENSE	1,514,118	1,499,538	14,580	
e	All other expenses	7,654,442	2,983,438	1,494,760	3,176,244
25	Total functional expenses. Add lines 1 through 24e	22,151,674	12,924,778	5,563,419	3,663,477
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash-non-interest-bearing	3,776,119	1	5,503,074
	2 Savings and temporary cash investments	1,082,688	2	1,118,595
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,367,622	4	1,346,575
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	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		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	730,269	8	720,913
	9 Prepaid expenses and deferred charges	400,197	9	588,058
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 16,283,730		
	b Less accumulated depreciation	10b 6,140,109	10,197,802	10c 10,143,621
	11 Investments—publicly traded securities		11	
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11	1,596,563	13	2,062,531
	14 Intangible assets	9,089	14	8,787
	15 Other assets See Part IV, line 11	102,107	15	133,903
16 Total assets. Add lines 1 through 15 (must equal line 34)	19,262,456	16	21,626,057	
Liabilities	17 Accounts payable and accrued expenses	1,065,501	17	1,620,751
	18 Grants payable		18	
	19 Deferred revenue	5,186	19	5,186
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	842,206	23	1,333,548
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,983,620	25	1,924,589
	26 Total liabilities. Add lines 17 through 25	3,896,513	26	4,884,074
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	13,689,943	27	15,053,745
	28 Temporarily restricted net assets	1,441,000	28	1,453,238
	29 Permanently restricted net assets	235,000	29	235,000
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	15,365,943	33	16,741,983	
34 Total liabilities and net assets/fund balances	19,262,456	34	21,626,057	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	21,130,059
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,151,674
3	Revenue less expenses Subtract line 2 from line 1	3	-1,021,615
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	15,365,943
5	Net unrealized gains (losses) on investments	5	45,612
6	Donated services and use of facilities	6	2,352,043
7	Investment expenses	7	
8	Prior period adjustments	8	
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	16,741,983

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 74-1484491

Name: THE COMMEMORATIVE AIR FORCE

Form 990, Part III - Line 4c: Program Service Accomplishments (See the Instructions)

(Code) (Expenses \$	3,634,364	including grants of \$) (Revenue \$)
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SCHEDULE A
(Form 990 or 990EZ)

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.

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number
74-1484491

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

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

- 1 A church, convention of churches, or association of churches 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		
Total						

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 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11 Total support Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) **12**

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 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	
15 Public support percentage for 2013 Schedule A, Part II, line 14	15	

- 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.")	5,949,455	5,306,809	5,313,081	7,520,908	6,406,074	30,496,327
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	7,127,557	7,093,815	11,667,876	13,038,916	15,451,152	54,379,316
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	13,077,012	12,400,624	16,980,957	20,559,824	21,857,226	84,875,643
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
c Add lines 7a and 7b						0
8 Public support (Subtract line 7c from line 6)						84,875,643

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	13,077,012	12,400,624	16,980,957	20,559,824	21,857,226	84,875,643
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	525,330	37,324	240,926	169,526	158,829	1,131,935
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	525,330	37,324	240,926	169,526	158,829	1,131,935
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	927	93,989	145,458	98,780	104,044	443,198
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.)	13,603,269	12,531,937	17,367,341	20,828,130	22,120,099	86,450,776
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 ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	98 180 %
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	98 030 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	1 310 %
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	1 370 %

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 II 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).		
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.		

Part IV Supporting Organizations (continued)**Section B. Type I Supporting Organizations**

- 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.*

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

- 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).*

	Yes	No
1		

Section D. All Type III Supporting Organizations

- 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.*

	Yes	No
1		
2		
3		

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
2a		
2b		
3a		
3b		

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

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)	1	
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 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

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 From 2009. _____			
b From 2010. _____			
c From 2011. _____			
d From 2012. _____			
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 From 2010. _____			
b From 2011. _____			
c From 2012. _____			
d From 2013. _____			
e From 2014. _____			

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

Facts And Circumstances Test

Return Reference	Explanation

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2014

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization THE COMMEMORATIVE AIR FORCE

Employer identification number 74-1484491

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and questions about donor informed and grant funds used.

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

Form for Part II Conservation Easements. Includes checkboxes for preservation purposes, questions about easement details, monitoring, and expenses.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting and amounts for art and historical treasures.

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

Table with 2 columns: Description (1c-1f) and Amount

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include 1a-1g.

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

- a Board designated or quasi-endowment 83.870%
b Permanent endowment 16.130%
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

Table with 2 columns: Yes, No. Rows for 3a(i) unrelated organizations, 3a(ii) related organizations, and 3b.

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 4 columns: (a) Cost or other basis (Investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a-1e and Total.

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		
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)		

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) SHORT TERM INVESTMENTS	2,062,531	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)	2,062,531	

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
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
Federal income taxes	
A/P - INTERCOMPANY	1,924,589
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	1,924,589

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	25,301,478
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a	45,612	
b	Donated services and use of facilities	2b	2,352,043	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	1,773,764	
e	Add lines 2a through 2d			2e 4,171,419
3	Subtract line 2e from line 1			3 21,130,059
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			4c 0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)			5 21,130,059

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	23,925,438
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	1,773,764	
e	Add lines 2a through 2d			2e 1,773,764
3	Subtract line 2e from line 1			3 22,151,674
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			4c 0
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)			5 22,151,674

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.

Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	GAMING EXPENSE 1,107,163 COGS 666,601
PART XII, LINE 2D - OTHER ADJUSTMENTS	GAMING EXPENSES 1,107,163 COGS 666,601

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2014

Open to Public Inspection

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

Attach to Form 990 or Form 990-EZ.

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

Department of the Treasury Internal Revenue Service

Name of the organization THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. 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
b Internet and email solicitations
c Phone solicitations
d In-person solicitations
e Solicitation of non-government grants
f Solicitation of government grants
g Special fundraising events

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

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

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

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

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
		CAF RED TAIL SQUADRON - UNITS (event type)	COMMEMORATIVE AIR FORCE - HQ (event type)	(total number)	(add col (a) through col (c))
Revenue	1 Gross receipts	1,539,265	3,120,210		4,659,475
	2 Less Contributions	474,003	637,893		1,111,896
	3 Gross income (line 1 minus line 2)	1,065,262	2,482,317		3,547,579
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) ▶				3,547,579

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	219,838	887,768		1,107,606
Direct Expenses	2 Cash prizes	260,000	636,084		896,084
	3 Non-cash prizes				
	4 Rent/facility costs	5,164	20,836		26,000
	5 Other direct expenses	58,275	126,804		185,079
6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7	Direct expense summary Add lines 2 through 5 in column (d) ▶				1,107,163
8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶				443

9 Enter the state(s) in which the organization conducts gaming activities TX, GA

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

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

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

b If "Yes," explain _____

- 11** Does the organization 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 activities conducted in
- | | | |
|--------------------------------------|------------|-----------|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | 100 000 % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ FLOYD HOUDYSHELL

Address ▶ PO BOX 62000
MIDLAND, TX 797112000

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶ RAY PIERSON

Gaming manager compensation ▶ \$ _____

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

Director/officer

Employee

Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 59,897

Part IV Supplemental Information. Provide the explanations 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).

Return Reference	Explanation
SCHEDULE G, PART I, LINE 2B, COLUMN (V)	AGENCY FEES ARE PAID TO THE PROFESSIONAL FUNDRAISER

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2014

Open to Public Inspection

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

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

▶ **Attach to Form 990.**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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, 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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3), 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		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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 STEVE BROWN, PRESIDENT	(i)	389,853	0	0	0	0	389,853	0
	(ii)	..... 0	..... 0	..... 0	..... 0	..... 0	..... 0	..... 0
2 FLOYD HOUDYSHELL, SECRETARY / TREASURER	(i)	160,295	0	0	0	0	160,295	0
	(ii)	..... 0	..... 0	..... 0	..... 0	..... 0	..... 0	..... 0

Part III Supplemental Information

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

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

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

2014

**Open to Public
Inspection**

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

Return Reference

Explanation

FORM 990, PART VI, SECTION A, LINE 6

THE ORGANIZATION HAS MEMBERS

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	NON VOTING MEMBERSHIP IS NOT RESTRICTED REGULAR, LIFE, ASSOCIATE AND CADET (AGES 13-23) MEMBERSHIPS ARE AVAILABLE NATIONAL ELECTION VOTING RIGHTS AND THE OPPORTUNITY TO HOLD A UNIT LEVEL OFFICE ARE AVAILABLE ONLY TO INDIVIDUALS (18 AND OVER) HOLDING A COLONEL MEMBERSHIP MEMBERS OF THE CAF ARE ALLOWED TO SUBMIT NOMINEES FOR ELECTIN TO THE CAF GENERAL STAFF TO THE V P OF ADMINISTRATION IN ACCORDANCE WITH CAF'S BY LAWS, ABSENTEE BALLOTS ARE MAILED TO ALL COLONELS REQUESTING THEM ALL ELECTION BALLOTS ARE TIMELY COLLECTED AND COUNTED BY THE ORGANIZATION'S INDEPENDENT AUDITOR

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	WHILE, NOT ALL DIRECTORS EXAMINE THE RETURNS BEFORE THEY ARE FILED, COPIES OF THE TAX RETURNS ARE REVIEWED AND APPROVED BY THE SECRETARY/TREASURER (FLOYD HOUDY SHELL) PRIOR TO THEIR FILING

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	POLICIES ARE REVIEWED BY THE BOARD (GENERAL STAFF) IN TIMELY INTERVALS TO ENSURE ENFORCEMENT & COMPLIANCE ANY CONFLICTS WOULD BE DISCLOSED AT BOARD MEETINGS

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15A	ALL PROCESSES ARE ACCURATELY DOCUMENTED IN THE ORGANIZATION'S MEETING MINUTES

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	POLICIES & OTHER INFORMATION ARE MADE AVAILABLE BY REQUEST OR ON THE ORGANIZATION'S MEMBER WEBSITE

Return Reference	Explanation
FORM 990, PART VII	STEVE BROWN - P O BOX 62000, MIDLAND, TX 79711-2000 FLOYD HOUDY SHELL - P O BOX 62000, MIDLAND, TX 79711-2000 COL NEILS AGATHER - 409 RIVERCREST DRIVE, FORT WORTH, TX 76107-1639 COL RICK BELL - 91 MEIGS DRIVE, SHALIMAR, FL 32579-2145 COL RANDY WILSON - 2424 APPERSON DRIVE, MIDLAND, TX 79705-6303 COL CHARLIE WOOD - 738 SMITH LN, SEAGOVILLE, TX 75159-1829 COL LARRY TURNER - 8307 E LAKEVIEW, MESA, AZ 85209-5148 COL KIM PARDON - 2501 W 51ST TERRACE, WESTWOOD, KS 66205-2059 COL RANDY BUTTRAM - PO BOX 12267, OKLAHOMA CITY, OK 73157-2267 COL JW "DON" JOHNSON - 1807 BRITTMOORE RD, HOUSTON, TX 77043-2213 COL LARRY LUMPKIN - 1715 N 216TH ST, ELKHORN, NE 68022-4635 COL GERALD OLIVER - 6310 DOUGLAS ST, PLANO, TX 75093-6503 COL KEITH WOOD - 97 KEYS FERRY ST, MCDONOUGH, GA 30253

Return Reference	Explanation
FORM 990, PART IX, LINE 24E	<p>DIRECT MAIL POSTAGE PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 1,043,991 TOTAL EXPENSES 1,043,991 DIRECT MAIL PRINTING PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 770,713 TOTAL EXPENSES 770,713 CONTRACT SERVICES PROGRAM SERVICE EXPENSES 525,967 MANAGEMENT AND GENERAL EXPENSES 187,044 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 713,011 ALL OTHER OPERATING EXPENSES PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 543,886 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 543,886 ANNUAC EXPENSE PROGRAM SERVICE EXPENSES 529,215 MANAGEMENT AND GENERAL EXPENSES 1,700 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 530,915 DM MAILHOUSE / LASER PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 413,911 TOTAL EXPENSES 413,911 DIRECT MAIL FULFILLMENT PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 377,659 TOTAL EXPENSES 377,659 BANK CHARGES & CREDIT CARD FEE PROGRAM SERVICE EXPENSES 371,459 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 371,459 TOUR EXPENSE PROGRAM SERVICE EXPENSES 344,476 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 344,476 REPAIRS & MAINTENANCE PROGRAM SERVICE EXPENSES 259,225 MANAGEMENT AND GENERAL EXPENSES 44,782 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 304,007 EXHIBITS EXPENSE PROGRAM SERVICE EXPENSES 288,238 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 288,238 SUPPLIES PROGRAM SERVICE EXPENSES 188,067 MANAGEMENT AND GENERAL EXPENSES 95,613 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 283,680 DIRECT MAIL LIST RENTAL PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 179,112 TOTAL EXPENSES 179,112 PRINTING & REPRODUCTION PROGRAM SERVICE EXPENSES 64,433 MANAGEMENT AND GENERAL EXPENSES 106,075 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 170,508 HQ OVERHEAD & OTHER EXPENSE PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 166,966 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 166,966 DIRECT MAIL FRONT - END PREM PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 148,654 TOTAL EXPENSES 148,654 SALES & OTHER TAXES PROGRAM SERVICE EXPENSES 135,491 MANAGEMENT AND GENERAL EXPENSES 5,943 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 141,434 SHIPPING, POSTAGE & FREIGHT PROGRAM SERVICE EXPENSES 40,928 MANAGEMENT AND GENERAL EXPENSES 88,830 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 129,758 DIRECT MAIL DATA PROCESSING PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 102,622 TOTAL EXPENSES 102,622 EQUIPMENT RENTAL PROGRAM SERVICE EXPENSES 67,179 MANAGEMENT AND GENERAL EXPENSES 27,475 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 94,654 AVIATION FUEL PROGRAM SERVICE EXPENSES 77,889 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 77,889 RELOCATION EXPENSE PROGRAM SERVICE EXPENSES 6,808 MANAGEMENT AND GENERAL EXPENSES 64,950 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 71,758 DUES & SUBSCRIPTIONS PROGRAM SERVICE EXPENSES 37,600 MANAGEMENT AND GENERAL EXPENSES 23,141 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 60,741 DIRECT MAIL BACK - END PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 60,527 TOTAL EXPENSES 60,527 DIRECT MAIL OTHER PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 58,810 TOTAL EXPENSES 58,810 AIRCRAFT ACQUISITION EXPENSE PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 50,000 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 50,000 DESIGNATED EXPENSE PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 48,704 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 48,704 LICENSE & PERMIT PROGRAM SERVICE EXPENSES 12,143 MANAGEMENT AND GENERAL EXPENSES 29,272 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 41,415 SAFETY EXPENSE PROGRAM SERVICE EXPENSES 26,145 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 26,145 DIRECT MAIL ESCROW PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 20,245 TOTAL EXPENSES 20,245 ENTERTAINMENT PROGRAM SERVICE EXPENSES 7,011 MANAGEMENT AND GENERAL EXPENSES 4,146 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 11,157 TRANSPORTATION EXPENSE PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 5,009 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 5,009 BAD DEBT EXPENSE PROGRAM SERVICE EXPENSES 60 MANAGEMENT AND GENERAL EXPENSES 1,224 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,284 MCRP EXPENSE PROGRAM SERVICE EXPENSES 1,104 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,104</p>

Return Reference	Explanation
PART XII FINANCIAL STATEMENTS & REPORTING LINE 2C	THE ORGANIZATION DID NOT CHANGE ITS OVERSIGHT OR SELECTION PROCESS DURING THE YEAR

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2014

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE COMMEMORATIVE AIR FORCE

Employer identification number

74-1484491

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

(a) Name, address, and EIN (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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) AMERICAN AIRPOWER HERITAGE MUSEUM PO BOX 62000 MIDLAND, TX 79711 74-2553763	PUBLIC ENJOYMENT	TX	501(C)	509(A)			No
(2) AMERICAN AIRPOWER HERITAGE FOUNDATION PO BOX 62000 MIDLAND, TX 79711 74-2318005	ASSIST FUNDING	TX	501(C)	509(A)			No
(3) AMERICAN AIRPOWER HERITAGE FLYING MUSEUM PO BOX 62000 MIDLAND, TX 79711 74-2554138	MUSEUM	TX	501(C)	509(A)			No

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

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)

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

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) AAHM & AAHF		807,897	
(2) AAHM & AAHF		140,691	

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

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

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

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference**Explanation**

TY 2014 Affiliate Listing

Name: THE COMMEMORATIVE AIR FORCE

EIN: 74-1484491

TY 2014 Affiliate Listing

Name	Address	EIN	Name control
WINGS OVER HOUSTON INC	1807 BRITTMOORE RD HOUSTON, TX 77043	27-3783881	WING