

# Return of Organization Exempt From Income Tax

# 2012

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

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization THE AOPA FOUNDATION, INC. Doing Business As			<b>D</b> Employer identification number 20-8817225		
	Number and street (or P.O. box if mail is not delivered to street address) 421 AVIATION WAY		Room/suite	<b>E</b> Telephone number (301) 695-2000		
	City, town or post office, state, and ZIP code FREDERICK, MD 21701			<b>G</b> Gross receipts \$ 30,431,985.		
	<b>F</b> Name and address of principal officer: BRUCE LANDSBERG, PRESIDENT 421 AVIATION WAY FREDERICK, MD 21701			<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
<b>I</b> 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		<b>J</b> Website: ▶ WWW.AOPA.ORG/FOUNDATION				
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 2007		<b>M</b> State of legal domicile: MD	

## Part I Summary

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: AFI WORKS TO IMPROVE AVIATION SAFETY THROUGH THE AIR SAFETY INSTITUTE, PRESERVE COMMUNITY AIRPORTS, AND ENCOURAGE LEARNING TO FLY FOR CAREER AND PERSONAL BENEFIT-ALL IN THE INTEREST OF ENSURING FUTURE OF GA.			
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	12	
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	11	
	<b>5</b>	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	25	
	<b>6</b>	Total number of volunteers (estimate if necessary)	0	
	<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	0	
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	0		
<b>Revenue</b>			<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b>	Contributions and grants (Part VIII, line 1h)	6,542,554.	7,352,755.
	<b>9</b>	Program service revenue (Part VIII, line 2g)	1,267,525.	1,164,326.
	<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	787,997.	2,033,776.
	<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,079.	-13,189.
	<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,610,155.	10,537,668.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)		835,828.	507,900.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		2,292,728.	2,398,739.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		131,242.	142,543.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 701,127.			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		4,672,724.	4,623,273.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		7,932,522.	7,672,455.
<b>19</b> Revenue less expenses. Subtract line 18 from line 12		677,633.	2,865,213.	
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b>	Total assets (Part X, line 16)	30,789,674.	32,851,139.
	<b>21</b>	Total liabilities (Part X, line 26)	1,604,316.	1,697,242.
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20		29,185,358.	31,153,897.	

## 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.

<b>Sign Here</b>	Signature of officer ERICA SACCOIA SVP FINANCE		Date		
	Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name MARY TORRETTA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00847851
	Firm's name ▶ GRANT THORNTON			Firm's EIN ▶ 36-6055558	
	Firm's address ▶ 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102			Phone no. 703-847-7500	

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

For Paperwork Reduction Act Notice, see the separate instructions.

# Application for Extension of Time To File an Exempt Organization Return



► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>THE AOPA FOUNDATION, INC.</b>	Employer identification number (EIN) or  <b>20-8817225</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>421 AVIATION WAY</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>FREDERICK, MD 21701</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► ERICA SACCOIA, SENIOR VP

Telephone No. ► 301 695-2000 FAX No. ► 301 695-2202

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ►  calendar year 2012 or  
 ►  tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III  Yes  No

1 Briefly describe the organization's mission:

ATTACHMENT 1

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

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code: ) (Expenses \$ 6,226,688. including grants of \$ 507,900. ) (Revenue \$ 1,164,326. )

ATTACHMENT 2

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

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

4d Other program services (Describe in Schedule O.)

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

4e Total program service expenses 6,226,688.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .		X
<b>23</b> 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> . . . . .	X	
<b>24 a</b> 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 25.</i> . . . . .		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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> . . . . .		X
<b>b</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> . . . . .		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .		X
<b>27</b> 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> . . . . .		X
<b>28</b> 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):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>c</b> 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> . . . . .	X	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	X	
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
<b>32</b> 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> . . . . .		X
<b>33</b> 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> . . . . .		X
<b>34</b> 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> . . . . .	X	
<b>35 a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
<b>b</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> . . . . .		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .	X	
<b>37</b> 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> . . . . .		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members... 2 Did any officer, director, trustee... 3 Did the organization delegate control... 4 Did the organization make any significant changes... 5 Did the organization become aware... 6 Did the organization have members... 7a Did the organization have members... 7b Are any governance decisions... 8 Did the organization contemporaneously document... 8a The governing body... 8b Each committee... 9 Is there any officer, director, trustee...

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters... 10b If "Yes," did the organization have written policies... 11a Has the organization provided a complete copy... 11b Describe in Schedule O the process... 12a Did the organization have a written conflict of interest policy... 12b Were officers, directors, or trustees... 12c Did the organization regularly and consistently monitor... 13 Did the organization have a written whistleblower policy... 14 Did the organization have a written document retention... 15 Did the process for determining compensation... 15a The organization's CEO... 15b Other officers or key employees... 16a Did the organization invest in, contribute assets... 16b If "Yes," did the organization follow a written policy...

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 3
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ERICA SACCOIA, SVP FINANCE 421 AVIATION WAY FREDERICK, MD 21701 301-695-2000

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (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) WILLIAM C. TRIMBLE III CHAIRMAN		X						0	0	0
(2) PAUL C. HEINTZ TRUSTEE		X						0	0	0
(3) HERMAN NEEL HIPPI, JR. TREASURER & ASST. SECRETARY		X		X				0	0	0
(4) R. ANDERSON PEW TRUSTEE		X						0	0	0
(5) BURGESS H. HAMLET III TRUSTEE		X						0	0	0
(6) DARRELL W. CRATE TRUSTEE		X						0	0	0
(7) LAWRENCE D. BUHL III TRUSTEE		X						0	0	0
(8) CRAIG L. FULLER CHIEF EXECUTIVE OFFICER	10.00 40.00	X		X				0	687,978.	49,326.
(9) JAMES G. TUTHILL, JR. TRUSTEE		X						0	0	0
(10) MATTHEW J. DESCH TRUSTEE		X						0	0	0
(11) AMANDA C. FARNSWORTH TRUSTEE		X						0	0	0
(12) JAMES N. HAUSLEIN TRUSTEE		X						0	0	0
(13) JOHN S. YODICE SECRETARY				X				0	0	0
(14) BRUCE LANDSBERG PRESIDENT	40.00			X				554,195.	0	87,137.



**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			
15) DOUGLAS KITANI ----- CHIEF FINANCIAL OFFICER	10.00 40.00			X				0	501,125.	57,075.
16) ERICA SACCOIA ----- SVP FINANCE	10.00 40.00			X				0	134,072.	13,256.
17) ROBERT MORAN ----- CHIEF OPERATING OFFICER	10.00 40.00			X				0	454,748.	173,104.
18) HARVEY COHEN ----- CHIEF DEVELOPMENT OFFICER	40.00					X		325,162.	0	54,690.
19) KATHLEEN VASCONCELOS ----- VP, EDUCATION & OPERATIONS	40.00					X		114,744.	0	11,681.
20) ROGER C. MYERS, JR. ----- FORMER CFO	0 0						X	0	265,976.	0
21) PHILIP B. BOYER ----- FORMER PRESIDENT	0 0						X	0	372,841.	0
<b>1b Sub-total</b> .....								554,195.	687,978.	136,463.
<b>c Total from continuation sheets to Part VII, Section A</b> .....								439,906.	1,728,762.	309,806.
<b>d Total (add lines 1b and 1c)</b> .....								994,101.	2,416,740.	446,269.

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 ▶ 3

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 4		

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

**Part VIII Statement of Revenue**

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>						
	<b>b</b> Membership dues . . . . .	<b>1b</b>						
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	59,350.					
	<b>d</b> Related organizations . . . . .	<b>1d</b>	509,225.					
	<b>e</b> Government grants (contributions) . .	<b>1e</b>	290,323.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	6,493,857.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		499,695.					
	<b>h Total.</b> Add lines 1a-1f . . . . .			7,352,755.				
	<b>Program Service Revenue</b>	<b>2a</b> EDUCATIONAL COURSE	<b>Business Code</b>					
		900099		1,164,326.	1,164,326.			
<b>b</b>								
<b>c</b>								
<b>d</b>								
<b>e</b>								
<b>f</b> All other program service revenue . . . . .								
<b>g Total.</b> Add lines 2a-2f . . . . .			1,164,326.					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .			369,412.			369,412.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . .			0				
	<b>5</b> Royalties . . . . .			100,000.			100,000.	
	<b>6a</b> Gross rents . . . . .	(i) Real	(ii) Personal					
		<b>b</b> Less: rental expenses . . . . .						
		<b>c</b> Rental income or (loss) . . . . .						
		<b>d</b> Net rental income or (loss) . . . . .			0			
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		21,338,591.	60,000.					
		<b>b</b> Less: cost or other basis and sales expenses . . . . .						
		19,648,678.	85,549.					
	<b>c</b> Gain or (loss) . . . . .	1,689,913.	-25,549.					
	<b>d</b> Net gain or (loss) . . . . .			1,664,364.			1,664,364.	
	<b>8a</b> Gross income from fundraising events (not including \$ 59,350. of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>	ATCH 5					
		<b>b</b> Less: direct expenses . . . . .	<b>b</b>	45,850.				
<b>c</b> Net income or (loss) from fundraising events . . . . .		<b>c</b>	160,090.					
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>	ATCH 6		-114,240.			-114,240.	
<b>b</b> Less: direct expenses . . . . .	<b>b</b>							
<b>c</b> Net income or (loss) from gaming activities . . . . .	<b>c</b>			0				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>							
	<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>						
	<b>c</b> Net income or (loss) from sales of inventory . . . . .	<b>c</b>			0			
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> OTHER INCOME	900099		1,051.			1,051.		
<b>b</b>								
<b>c</b>								
<b>d</b> All other revenue . . . . .								
<b>e Total.</b> Add lines 11a-11d . . . . .			1,051.					
<b>12 Total revenue.</b> See instructions . . . . .			10,537,668.	1,164,326.		2,020,587.		

**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 to any question in this Part IX  X

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	507,900.	507,900.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,147,609.	845,691.	116,152.	185,766.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	866,870.	602,012.	36,768.	228,090.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	141,943.	109,081.	12,567.	20,295.
9 Other employee benefits . . . . .	192,045.	147,585.	17,002.	27,458.
10 Payroll taxes . . . . .	50,272.	38,633.	4,451.	7,188.
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	111,159.		62,008.	49,151.
c Accounting . . . . .	63,470.		58,470.	5,000.
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17	142,543.			142,543.
f Investment management fees . . . . .	53,189.		53,189.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) <b>ATCH 7</b>	1,894,121.	1,109,207.	475,261.	309,653.
12 Advertising and promotion . . . . .	28,260.	28,260.		
13 Office expenses . . . . .	17,273.	13,162.	2,817.	1,294.
14 Information technology . . . . .	74,117.	42,353.	7,876.	23,888.
15 Royalties . . . . .	0			
16 Occupancy . . . . .	0			
17 Travel . . . . .	112,027.	16,815.	10,311.	84,901.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings . . . . .	262,787.	7,677.	4,647.	250,463.
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	112,621.		112,621.	
23 Insurance . . . . .	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>COURSE EXPENSE</u> . . . . .	530,004.	530,004.		
b <u>DUES, LICENSES &amp; SUBSCRIPTIO</u> . . . . .	312,208.	9,332.	2,695.	300,181.
c <u>PRINT, MAIL &amp; POSTAGE</u> . . . . .	774,037.	424,196.	1,346.	348,495.
d <u>RENTALS, REPAIRS &amp; MAINTENAN</u> . . . . .	213,808.	202,780.	9,733.	1,295.
e All other expenses . . . . .	64,192.	1,592,000.	-243,274.	-1,284,534.
25 <b>Total functional expenses.</b> Add lines 1 through 24e	7,672,455.	6,226,688.	744,640.	701,127.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input checked="" type="checkbox"/> X if following SOP 98-2 (ASC 958-720) . . . . .	3,571,906.	2,727,810.		844,096.

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	2,031,612.	<b>1</b>	1,925,626.
	<b>2</b> Savings and temporary cash investments	0	<b>2</b>	0
	<b>3</b> Pledges and grants receivable, net	6,770,376.	<b>3</b>	7,864,593.
	<b>4</b> Accounts receivable, net	129,406.	<b>4</b>	86,615.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	<b>5</b>	0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges	93,987.	<b>9</b>	45,426.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 813,889.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 714,864.	286,635.	<b>10c</b> 99,025.
	<b>11</b> Investments - publicly traded securities	21,477,658.	<b>11</b>	22,709,854.
	<b>12</b> Investments - other securities. See Part IV, line 11	0	<b>12</b>	0
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11	0	<b>15</b>	120,000.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	30,789,674.	<b>16</b>	32,851,139.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	550,691.	<b>17</b>	416,550.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	102,807.	<b>19</b>	107,645.
	<b>20</b> Tax-exempt bond liabilities	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> 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	950,818.	<b>25</b>	1,173,047.
	<b>26 Total liabilities.</b> Add lines 17 through 25	1,604,316.	<b>26</b>	1,697,242.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	9,191,559.	<b>27</b>	10,030,546.
	<b>28</b> Temporarily restricted net assets	10,115,176.	<b>28</b>	11,134,503.
	<b>29</b> Permanently restricted net assets	9,878,623.	<b>29</b>	9,988,848.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
<b>33</b> Total net assets or fund balances	29,185,358.	<b>33</b>	31,153,897.	
<b>34</b> Total liabilities and net assets/fund balances	30,789,674.	<b>34</b>	32,851,139.	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	10,537,668.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	7,672,455.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	2,865,213.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	29,185,358.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-896,674.
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	31,153,897.

**Part XII Financial Statements and Reporting**

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

- 1** Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? .....  
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant? .....  
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? .....  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I    b  Type II    c  Type III-Functionally integrated    d  Type III-Non-functionally integrated

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....
- (ii) A family member of a person described in (i) above? .....
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? .....

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

h 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 in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2012

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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 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; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (79.48%); 15 Public support percentage from 2011 Schedule A; 16a 33 1/3% support test - 2012 (checked); 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. 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.

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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.



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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
SHARED COSTS (WITH 501C3)	100,000.	50,001.	18,750.			168,751.
OTHER				4,740.	1,051.	5,791.
<b>TOTALS</b>	<u>100,000.</u>	<u>50,001.</u>	<u>18,750.</u>	<u>4,740.</u>	<u>1,051.</u>	<u>174,542.</u>

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

<b>Name of the organization</b> THE AOPA FOUNDATION, INC.	<b>Employer identification number</b> 20-8817225
--	---

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AOPA INSURANCE AGENCY 1995 MIDFIELD ROAD WICHITA, KS 67209	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HERRICK FOUNDATION 660 WOODWARD AVENUE DETROIT, MI 48226	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	RNAV PO BOX 21948 ALTON BAY, NH 03810	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE AOPA FOUNDATION, INC.

Employer identification number  
20-8817225

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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

**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

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

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1 . . . . . ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ▶ \$ \_\_\_\_\_

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

Schedule D (Form 990) 2012

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	12,467,494.	12,346,793.	105,000.	105,000.	
b Contributions	110,225.	120,701.	12,241,793.		105,000.
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	12,577,719.	12,467,494.	12,346,793.	105,000.	105,000.

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

- a Board designated or quasi-endowment  20.0000 %
- b Permanent endowment  80.0000 %
- c Temporarily restricted endowment  %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
- (ii) related organizations

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

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		67,930.	34,333.	33,597.
d Equipment		25,552.	25,552.	
e Other		720,407.	654,979.	65,428.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				99,025.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) CHARITABLE GIFT ANNUITY LIABILITY	276,828.	
(3) LIFE TIME VALUE OF AOPA MEMBERSHIP	896,219.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,173,047.	

2. FIN 48 (ASC 740) Footnote. 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**

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	9,698,823.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	-896,674.	
<b>b</b>	Donated services and use of facilities	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	-102,261.	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	-998,935.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	10,697,758.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	-160,090.	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	-160,090.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)		<b>5</b>	10,537,668.

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

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	7,730,284.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>		
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	160,090.	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	160,090.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	7,570,194.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	102,261.	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	102,261.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)		<b>5</b>	7,672,455.

**Part XIII Supplemental Information**

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

SEE PAGE 5

**Part XIII** Supplemental Information (continued)

RECONCILIATION OF REVENUE AND EXPENSE PER AUDITED FINANCIALS PART XI & XII

PART XI, LINE 2D AND XII, LINE 4B

THE FOLLOWING CHANGES WERE MADE IN ORDER TO RECONCILE TO AFI'S FORM 990:

PART XI, LINE 2D:

-ASI INTERNAL GRANT = \$49,072

-INVESTMENT FEE = \$53,189

-TOTAL OTHER = \$102,261.

PART XI, LINE 4B:

-RECLASSIFICATION OF FUNDRAISING EVENT EXPENSES. DIRECT FUNDRAISING  
EVENT EXPENSES WAS \$160,090, THIS AMOUNT IS OFFSET AGAINST GROSS INCOME  
FROM FUNDRAISING EVENTS ON LINE 8B, PAGE 9, FORM 990.

PART XII, LINE 2D:

-RECLASSIFICATION OF FUNDRAISING EVENT EXPENSES. DIRECT FUNDRAISING  
EVENT EXPENSES WAS \$160,090, THIS AMOUNT IS OFFSET AGAINST GROSS INCOME  
FROM FUNDRAISING EVENTS ON LINE 8B, PAGE 9, FORM 990.

PART XII, LINE 4B:

-ASI INTERNAL GRANT = \$49,072

-INVESTMENT FEE = \$53,189

-TOTAL OTHER = \$102,261.

**Part XIII** Supplemental Information (continued)

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

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

SEE FORM 990, PART III FOR DETAILED MISSION STATEMENT.

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

THE FOUNDATION RECOGNIZES OR DERECOGNIZES TAX POSITIONS ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN AN INCOME TAX RETURN. THE FOUNDATION DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY MATERIAL UNCERTAIN INCOME TAX POSITIONS.

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I**

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

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

- a  Mail solicitations
- 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 (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 TELEFUND, INC.	FUNDRAISING		X	76,642.	45,830.	30,812.
2 INFOCISION, INC	FUNDRAISING		X	362,266.	96,713.	265,553.
3						
4						
5						
6						
7						
8						
9						
10						
<b>Total</b> .....				438,908.	142,543.	296,365.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		DINNER (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts . . . . .	105,200.			105,200.
	<b>2</b> Less: Contributions . . . . .	59,350.			59,350.
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	45,850.			45,850.
Direct Expenses	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .	35,719.			35,719.
	<b>7</b> Food and beverages . . . . .	63,777.			63,777.
	<b>8</b> Entertainment . . . . .	48,218.			48,218.
	<b>9</b> Other direct expenses . . . . .	12,376.			12,376.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . .				( 160,090.)
<b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . .				-114,240.	

**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))
Revenue	<b>1</b> Gross revenue . . . . .				
Direct Expenses	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Noncash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
	<b>6</b> Volunteer labor . . . . .	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . .				( )
	<b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 . . . . .				

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

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

**b** If "No," explain: \_\_\_\_\_

\_\_\_\_\_

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

**b** If "Yes," explain: \_\_\_\_\_

\_\_\_\_\_

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in:
 

a The organization's facility	<b>13a</b>	%
b An outside facility	<b>13b</b>	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

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

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**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I General Information on Grants and Assistance**

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	69,900.				REGIONAL MANAGERS
(2)	AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	150,000.				AOPA LIVE
(3)	AOPA MEMBERSHIP PUBLICATIONS INC 421 AVIATION WAY FREDERICK, MD 21701	522055960		155,000.				AVIATION GUIDES
(4)	AOPA MEMBERSHIP PUBLICATIONS INC 421 AVIATION WAY FREDERICK, MD 21701	522055960		100,000.				PROMOTE GA
(5)	AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	520636210	501C4	15,000.				AIRPORT AWARENESS
(6)	AOPA MEMBERSHIP PUBLICATIONS, INC. 421 AVIATION WAY FREDERICK, MD 21701	522055960		18,000.				FLIGHT TRAINING
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

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

3 Enter total number of other organizations listed in the line 1 table ..... ▶ 2.

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

Schedule I (Form 990) (2012)

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

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

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

PART I, LINE 2

THE AOPA FOUNDATION (FOUNDATION) HAS WRITTEN PROCEDURES FOR REQUESTING FUNDING. THE REQUEST FOR FUNDING MUST CONFORM TO, AND FOSTER THE PURPOSES SET FORTH IN THE FOUNDATION'S ARTICLES OF INCORPORATION. ALL ORGANIZATIONS AWARDED GRANTS BY THE FOUNDATION MUST COMPLETE AND RETURN, UPON COMPLETION OF THE PROJECT, A FINAL REPORT DETAILING AND ACCOUNTING FOR HOW THE GRANT FUNDS WERE SPENT. GRANT FUNDS MAY ONLY BE SPENT IN FURTHERANCE OF THE PROJECT DOCUMENTED ON THE GRANT APPLICATION. ANY UNUSED FUNDS MUST BE RETURNED.



**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I Questions Regarding Compensation**

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

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

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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and 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 checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" 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 section 501(c)(3) and 501(c)(4) 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
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>	X	
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2012

**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 reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ROGER C. MYERS, JR. FORMER CFO	(i)	0	0	0				
	(ii)	149,348.	0	116,628.			265,976.	259,614.
2 CRAIG L. FULLER CHIEF EXECUTIVE OFFICER	(i)	0	0	0				
	(ii)	522,421.	113,171.	52,386.	36,637.	12,689.	737,304.	
3 HARVEY COHEN CHIEF DEVELOPMENT OFFICER	(i)	210,395.	33,814.	80,953.	42,141.	12,549.	379,852.	41,040.
	(ii)	0	0	0				
4 PHILIP B. BOYER FORMER PRESIDENT	(i)	0	0	0				
	(ii)	0	0	372,841.			372,841.	
5 BRUCE LANDSBERG PRESIDENT	(i)	261,967.	40,429.	251,799.	75,258.	11,879.	641,332.	103,016.
	(ii)	0	0	0				
6 DOUGLAS KITANI CHIEF FINANCIAL OFFICER	(i)	0	0	0				
	(ii)	267,377.	0	233,748.	47,108.	9,967.	558,200.	
7 ROBERT MORAN CHIEF OPERATING OFFICER	(i)	0	0	0				
	(ii)	301,091.	56,272.	97,385.	159,635.	13,469.	627,852.	40,500.
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**Part III Supplemental Information**

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

## PART I, LINE 1A

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

## PART II, COMPENSATION INFORMATION

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

**Part III Supplemental Information**

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

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

CERTAIN INDIVIDUALS LISTED ON THIS RETURN ON SCHEDULE J, PART II, ROW(II)FROM RELATED ORGANIZATION(S) ARE NOT COMPENSATED FROM THE

**Part III Supplemental Information**

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

FOUNDATION.

THE FOLLOWING INDIVIDUALS RECEIVED DISTRIBUTIONS FROM A 457F DEFERRED COMPENSATION PLAN AND INCLUDED ON SCHEDULE J, PART II, COLUMN B(III):  
HARVEY COHEN = \$66,253, BRUCE LANDSBERG = \$163,206, ROBERT MORAN = \$83,900 AND PHILIP BOYER = \$372,841.

THERE WERE SEVERAL LISTED INDIVIDUALS ON SCHEDULE J WHOSE COMPENSATION AND/OR BENEFITS CHANGED DUE TO THE FOLLOWING: -PHILIP BOYER, FORMER PRESIDENT: RECEIVED PAYMENT FROM A RETIREMENT PLAN FOR HIS YEARS OF SERVICE IN THE AMOUNT OF \$372,841. -ROGER MYERS, FORMER CFO: EMPLOYMENT ENDED WITH AOPA IN 2011. 2012 EARNINGS INCLUDE SEVERANCE AND A CONSULTING AGREEMENT. THE COMPENSATION AS A CONSULTANT AND SEVERANCE WAS INCLUDED IN 2011 TOTAL COMPENSATION IN COLUMN C, AS DEFERRED COMPENSATION. SEE COLUMN F FOR AMOUNT SHOWN IN BOTH YEARS (2012 AND 2011). -BRUCE LANDSBERG, PRESIDENT: INCREASED DUE TO PAYMENT OF DEFERRED COMPENSATION PLANS DURING 2012 WHICH WERE REPORTED IN COLUMN C ON PRIOR YEAR 990'S. -DOUGLAS KITANI, CHIEF FINANCIAL OFFICER RECEIVED SEVERANCE

**Part III Supplemental Information**

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

PAYMENT DURING 2012 WHICH IS REPORTED IN COLUMN B(III). -ROBERT MORAN,

CHIEF OPERATING OFFICER: INCREASED DUE TO PAYMENT OF DEFERRED

COMPENSATION AND ACCRUED SEVERANCE TO BE PAID IN 2013.

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**  
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

**2012**

**Open To Public Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
<b>Total</b> . . . . . ▶ \$ _____												

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) JOHN YODICE	SECRETARY/LEGAL	27,514.	CORPORATE LEGAL COUNSEL		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

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

PART IV, LINE 1, JOHN YODICE

JOHN YODICE SERVES ON THE FOUNDATION'S BOARD AS SECRETARY (NON-PAID POSITION) AS WELL AS IS OWNER OF YODICE ASSOCIATES WHO PROVIDES CORPORATE LEGAL COUNSEL TO THE FOUNDATION.



**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

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

▶ **Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open To Public  
Inspection**

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .	X	5 .	3,695 .	SELLING PRICE
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .	X		655 .	SELLING PRICE
5 Clothing and household goods . . . . .				
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .	X	1 .	120,000 .	APPRAISAL
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	12 .	140,567 .	SELLING PRICE
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .	X	4 .	2,920 .	SELLING PRICE
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ (ATCH 1 . . . . .)		96 .	231,858 .	
26 Other ▶ ( . . . . .)				
27 Other ▶ ( . . . . .)				
28 Other ▶ ( . . . . .)				

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

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

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

Schedule M (Form 990) (2012)

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

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ONLINE AUCTION

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

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

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
VARIOUS AUCTION ITEMS	X	96.	231,858.	SELLING PRICE
TOTALS		<u>96.</u>	<u>231,858.</u>	

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

THE AOPA FOUNDATION, INC.

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number

20-8817225

PART VI, SECTION A, LINE 6

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

PART VI, SECTION B, LINE 11A&B

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

PART VI, SECTION B, LINE 12C

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

Name of the organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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PART VI, SECTION B, LINE 15

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

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

PART VI, SECTION B, LINE 16B

THE ORGANIZATION DOES HAVE A WRITTEN MANAGEMENT POLICY TO EVALUATE ALL CONTRACTS & AGREEMENTS, TO ENSURE THAT ALL CONTRACT AND JOINT VENTURE ARRANGEMENTS ARE IN ACCORDANCE WITH FEDERAL, STATE AND LOCAL LAWS AND RELATED REGULATIONS. IN ADDITION, ALL CONTRACTS AND JOINT VENTURE AGREEMENTS ARE REQUIRED TO BE REVIEWED BY THE ORGANIZATION'S GENERAL COUNSEL.

PART VI, SECTION C, LINE 18 & 19

THE ORGANIZATION DOES MAKE AVAILABLE ITS CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS, FORM 990 RETURNS, AND FORM 1023 TO THE GENERAL PUBLIC ALTHOUGH IT DOES NOT MAKE AVAILABLE ITS GOVERNING DOCUMENTS EXCEPT

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TO THE EXTENT REQUIRED BY LAW. THE PUBLIC CAN RECEIVE COPIES BY CONTACTING THE ORGANIZATION'S HEADQUARTERS. COPIES OF THE RETURNS CAN BE OBTAINED AT WWW.AOPA.ORG/ABOUT-AOPA/GOVERNANCE AND WWW.GUIDESTAR.ORG.

PART VII, HOURS WORKED FOR THE AOPA FOUNDATION INC.  
CRAIG FULLER, ROBERT MORAN, DOUGLAS KITANI, AND ERICA SACCOIA ARE/WERE FULL-TIME EMPLOYEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), A RELATED, SECTION 501(C)(4) ORGANIZATION (EIN 52-0636210). THEY DEVOTE SOME OF THEIR (40+ HOURS/WEEK) POSITION AT AOPA TO WORK FOR THE AOPA FOUNDATION, INC.

PART V, LINE 7H

THE QUESTION WAS ANSWERED "NO" DUE TO THE ORGANIZATION RECEIVED AN AIRPLANE DONATION DURING 2012 ALTHOUGH THE AIRPLANE WAS NOT SOLD UNTIL 2013. AS A RESULT, THE ORGANIZATION DID NOT FILE FORM 1098-C DURING 2012. FORM 1098-C WILL BE FILED IN 2013 AND WILL BE REFLECTED ON THE ORGANIZATION'S 2013 FORM 990.

PART VI, SECTION A, LINE 2

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

PART VII, SECTION A, TRUSTEE HOURS

AFI'S TRUSTEES ARE NON-PAID AND DEPENDING ON THE VARIOUS COMMITTEES THAT THESE TRUSTEE'S DEVOTE TIME TO ITS NOT FEASIBLE TO QUANTIFY THEIR HOURS

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PER WEEK.

ATTACHMENT 1

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

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

ATTACHMENT 2

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

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

FOR THE YEAR ENDING 2012, THE AOPA FOUNDATION'S EDUCATIONAL



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ATTACHMENT 2 (CONT'D)

OUTREACH TOTALED 1.8 MILLION VIA ONLINE COURSES (403,195), QUIZZES (292,045), PUBLICATIONS DOWNLOADS (52,103), ITS ACCIDENT DATABASE (196,190), PILOT SAFETY ANNOUNCEMENTS AND OTHER VIDEOS (360,943), SAFETY SEMINARS AND WEBINARS (31,324), FLIGHT INSTRUCTOR REFRESHER CLINICS (10,210), AND OTHER EDUCATIONAL PRODUCTS (425,587).

INTERACTIVE COURSES FROM THE AIR SAFETY INSTITUTE, A DIVISION OF AFI, ARE PROVIDED FREE OF CHARGE TO ALL PILOTS AND ARE EXTREMELY EASY TO USE. MOST COURSES TAKE APPROXIMATELY ONE HOUR TO COMPLETE, BUT USERS CONTROL THE PACE AND CAN SAVE THEIR PROGRESS AT ANY TIME. THIS ALLOWS USERS TO WORK IN SHORT INCREMENTS TO COMPLETE A COURSE OVER MULTIPLE SESSIONS, IF THAT WORKS BETTER WITH THEIR SCHEDULES.

IN 2012, THE AOPA FOUNDATION, THROUGH THE AIR SAFETY INSTITUTE, OFFERED MORE THAN 33 INTERACTIVE ONLINE COURSES ON TOPICS SUCH AS UNMANNED AIRCRAFT, ADS-B, FLYING SAFELY AS A PUBLIC BENEFIT VOLUNTEER PILOT, AND THUNDERSTORM AVOIDANCE. IN ADDITION, 21 REAL PILOT STORIES AND SIX ACCIDENT CASE STUDIES WERE OFFERED. EACH ENABLES PILOTS TO LEARN, REVIEW, AND TEST THEIR UNDERSTANDING ALONG THE WAY.

IN ADDITION, AFI'S AIR SAFETY INSTITUTE WEBSITE OFFERS DOZENS OF PRESENTATIONS TO HELP PILOTS TAKE ADVANTAGE OF THE COLLECTIVE WISDOM OF THE GA COMMUNITY. THESE INCLUDE A COMPREHENSIVE DATABASE OF NATIONAL TRANSPORTATION SAFETY BOARD ACCIDENT REPORTS FROM 1983 THROUGH THE PRESENT. PROVIDING THIS MATERIAL HELPS PILOTS LEARN

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FROM THE MISTAKES OF OTHERS. SIMILARLY, REAL PILOT STORIES OFFER DETAILED FIRST-PERSON ACCOUNTS OF THE CHALLENGES PILOTS HAVE FACED, THE MISTAKES THEY HAVE MADE, AND WHAT THEY HAVE LEARNED FROM THOSE EXPERIENCES. THE AOPA FOUNDATION ALSO CREATES SPECIAL REPORTS FROM HIGH-PROFILE OR COMMON ACCIDENTS TO HELP PILOTS AVOID THE SITUATIONS THAT CAN LEAD TO DISASTER.

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

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

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

>PASSENGER SAFETY BRIEFS - THE VIDEO COVERS OFTEN-OVERLOOKED ITEMS THAT SHOULD BE PART OF EVERY PREFLIGHT PASSENGER BRIEFING. PILOTS ALSO GET HELPFUL SURVIVAL TIPS FROM NTSB AND CAP EXPERTS, AND LEARN THE SINGLE BEST WAY TO INCREASE THEIR ODDS OF RESCUE.

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

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

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ATTACHMENT 2 (CONT'D)

ADJUST.

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

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

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

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

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

THE AFI AIR SAFETY INSTITUTE ALSO CREATES PILOT SAFETY ANNOUNCEMENTS, OR PSAS. FOLLOWING THE MODEL OF TELEVISED PUBLIC SERVICE ANNOUNCEMENTS, THESE SHORT VIDEOS RAISE AWARENESS OF

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COMMON ACCIDENT CAUSES, OFTEN WITH A PINCH OF TONGUE-IN-CHEEK HUMOR TO KEEP PILOTS WATCHING AND MAKE THE MESSAGE MEMORABLE. EACH OF THE NINE AVAILABLE PSAS INCLUDES RESOURCES AND TIPS TO HELP PILOTS AVOID ACCIDENTS.

FOR CERTIFICATED FLIGHT INSTRUCTORS (CFIS), AFI, THROUGH THE AIR SAFETY INSTITUTE, OFFERS BOTH IN-PERSON AND ONLINE RENEWAL PROGRAMS CALLED FLIGHT INSTRUCTOR REFRESHER CLINICS (FIRCS). THE LIVE COURSES ARE AVAILABLE IN APPROXIMATELY 85 LOCATIONS AND BOTH THE IN-PERSON AND ONLINE CLASSES MEET THE FAA'S RENEWAL REQUIREMENTS.

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

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

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

>NALL REPORT - THIS ACCLAIMED ANNUAL SAFETY REPORT PROVIDES PERSPECTIVE TO THE PREVIOUS YEAR'S GENERAL AVIATION ACCIDENT STATISTICS.

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>SPECIAL REPORTS - STRAIGHTFORWARD ANALYSIS-BASED ON ACCIDENT REPORTS IN THE AIR SAFETY INSTITUTE ACCIDENT DATABASE-OF CHALLENGES TO AVIATION SAFETY.

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

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

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

>RUNWAY FLASH CARDS - DESIGNED TO HELP PILOTS BETTER UNDERSTAND RUNWAY SIGNAGE AND MARKINGS. THE FRONT OF EACH CARD DISPLAYS AN AIRPORT SIGN OR PAVEMENT MARKING, WHILE THE BACK PROVIDES A DESCRIPTION AND INFORMATION ON THE REQUIRED PILOT ACTION.

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

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

>FEATURED ACCIDENTS - AN ARCHIVE OF ACCIDENT REPORTS FEATURED IN

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AOPA EPILOT.

>CFI TO CFI NEWSLETTERS - BOTH PILOTS AND INSTRUCTORS BENEFIT FROM THE AIR SAFETY INSTITUTE'S QUARTERLY NEWSLETTER TO INSTRUCTORS.

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

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

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

DURING 2012, AFI GRANTED OVER \$500,000 TO VARIOUS ORGANIZATIONS IN SUPPORT OF ITS MISSION. THESE GRANTS INCLUDE:

AOPA LIVE -

THE FOUNDATION GRANT TO AOPA LIVE FOR THE CONSTRUCTION OF A VIDEO PRODUCTION STUDIO HAS ALLOWED AOPA TO BETTER EDUCATE AND INFORM PILOTS ABOUT SAFETY, THE PUBLIC BENEFIT OF GENERAL AVIATION, AIRPORTS, AND THE WONDERS OF AVIATION AND GA TRAVEL. THE STUDIO HAS ALLOWED AOPA TO DRAMATICALLY RAMP UP VIDEO QUANTITY AND QUALITY AND HAS ALLOWED THE ASSOCIATION TO LAUNCH A WEEKLY TV-STYLE WEBCAST CALLED "AOPA LIVE THIS WEEK."

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THE FOUNDATION FUNDS NOT ONLY BUILT THE STUDIO, BUT ALLOWED AOPA TO PURCHASE ADDITIONAL GEAR TO TAKE ADVANTAGE OF THE STUDIO'S CAPABILITIES. THE HIGHER QUALITY VIDEOS HAVE RESULTED IN NOT ONLY MORE VIEWS BUT THE TIME THAT VIEWERS STAY WITH OUR VIDEOS-NEARLY 9 MINUTES ON AVERAGE - HAS DRAMATICALLY INCREASED.

IN 2012, "AOPA LIVE THIS WEEK" AVERAGED 10,508 PLAYS PER SHOW, BUT WITH THE LAUNCH OF A WEEKLY EMAIL NEWSLETTER EARLY IN 2013, THE NUMBERS QUICKLY CLIMBED. THE EMAIL NEWSLETTER HAS AN OPEN RATE HIGHER THAN 60 PERCENT. SUCH A HIGH OPEN RATE IS NEARLY UNHEARD OF -DEMONSTRATING THAT MEMBERS VALUE IT AND USE IT TO CONNECT TO AOPA'S VALUABLE CONTENT.

REGIONAL REPRESENTATIVES TRANSITION PROGRAM -  
AOPA RECEIVED A FOUNDATION GRANT IN 2012 FOR A PROGRAM TO UTILIZE THE OUTGOING REGIONAL REPRESENTATIVES IN A NEW ROLE AS "AMBASSADORS" FOR AOPA AT REGIONAL AVIATION EVENTS.

AOPA WAS TRANSITIONING ITS PRIMARY FIELD PRESENCE FROM ITS LONG-TIME REGIONAL REPRESENTATIVE PROGRAM TO A NEW GROUP OF FULL-TIME REGIONAL MANAGERS, WHO BEGAN THEIR WORK IN JANUARY 2012.

TRANSITION TO A NEW FIELD TEAM PRESENTED A SIGNIFICANT CHALLENGE FOR AOPA. SOME OF THE INCUMBENTS HAD BEEN IN THEIR ROLES FOR MANY YEARS, AND PRIOR TO THAT WERE ALREADY IMPORTANT FIGURES IN LOCAL

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AVIATION. MANY OF THEM WERE WELL-KNOWN AND RECOGNIZED IN AVIATION CIRCLES, AND HAD ACCUMULATED CONSIDERABLE GOODWILL, WHICH WAS VERY VALUABLE TO AOPA. WE CONSIDERED IT COUNTERPRODUCTIVE TO ABRUPTLY SEVER AOPA'S TIES WITH THOSE INDIVIDUALS NOT MOVING TO THE NEW REGIONAL MANAGER PROGRAM.

THE FOUNDATION GRANT ALLOWED AOPA TO RETAIN THE SERVICES OF MANY OF THESE INDIVIDUALS IN A PUBLIC RELATIONS TYPE ROLE, IN WHICH THEY WOULD BE AVAILABLE TO CONTINUE TO REPRESENT AOPA AT A VARIETY OF REGIONAL AND LOCAL AVIATION CONFERENCES AND EVENTS. IN THAT WAY, AOPA RETAINED THE USE OF THE GOODWILL THEY HAVE GATHERED, CONTINUE TO TIE THEM TO THE ASSOCIATION IN A USEFUL AND POSITIVE WAY FOR SOME PERIOD OF TIME, CONTINUE TO PASS ON VALUABLE INFORMATION ABOUT THE AVIATION COMMUNITY FROM THEIR CONTACTS, AND PROVIDE AN OPPORTUNITY FOR THEM TO PASS ON THEIR RELATIONSHIPS WITH THE NEW REGIONAL MANAGERS.

THE PROGRAM MET WITH CONSIDERABLE SUCCESS. AS THE INCOMING REGIONAL MANAGERS ENGAGED IN THEIR NEW TERRITORIES, THE OUTGOING REPRESENTATIVES WERE VERY HELPFUL IN MAKING INTRODUCTIONS, HANDING OFF ISSUES, AND SHARING THEIR CONSIDERABLE INSTITUTIONAL KNOWLEDGE WITH NEW REGIONAL MANAGERS AND HEADQUARTERS STAFF AS NEEDED.

FLIGHT TRAINING STUDENT RETENTION INITIATIVE (FTSRI) -



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ATTACHMENT 2 (CONT'D)

A FOUNDATION GRANT SUPPORTED THE DEVELOPMENT AND DISTRIBUTION OF THREE EDITIONS OF THE "AOPA FIELD GUIDE FOR FLIGHT TRAINING" WHICH WERE PUBLISHED IN OCTOBER 2012. SINCE THEN, MORE THAN 1,300 OF THE BOOKS HAVE BEEN SOLD IN PRINT AND DIGITAL FORMATS. THE FIELD GUIDES WERE CREATED AS PART OF AOPA'S FLIGHT TRAINING STUDENT RETENTION INITIATIVE.

FEEDBACK FROM STUDENTS, INSTRUCTORS, AND FLIGHT SCHOOLS TO THE GUIDES HAS BEEN RESOUNDINGLY POSITIVE. SOME EXAMPLES:

>"I HAVEN'T ENCOUNTERED AN APPROACH LIKE THIS ELSEWHERE," NOTES ONE STUDENT. "IT WAS VERY MOTIVATING AND AFFIRMATIVE. THERE WILL BE INHERENT CHALLENGES AND OBSTACLES IN THIS PROCESS OF LEARNING TO FLY, AND THIS IS A GREAT VEHICLE TO SQUARE OFF AGAINST THAT."

>"[THE BOOK] WAS HELPFUL TO GAIN INSIGHT INTO THE TYPES OF CONSIDERATIONS WHEN SELECTING AN INSTRUCTOR," SAYS ANOTHER STUDENT.

>"THE [GUIDE] HELPED ME ORGANIZE MY THOUGHTS TO BETTER UNDERSTAND WHERE I WOULD LIKE TO GO IN FLIGHT TRAINING," SAYS YET ANOTHER.

BASED ON FOLLOW-UP SURVEY RESPONSES, ONE SPECIFIC OUTCOME IS THAT FLIGHT INSTRUCTORS WHO HAVE USED THE FIELD GUIDES HAVE BEGUN ADDING INTERMEDIATE MILESTONES TO THEIR LESSON PLANS. THIS IS

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ENCOURAGING BECAUSE INTERMEDIATE MILESTONES ARE AN IMPORTANT ELEMENT IN SUPPORTING STUDENTS TO STAY IN THE "ADHERENCE LOOP."

THE CESSNA PILOT CENTERS HAVE ALSO INCORPORATED THE FIELD GUIDES INTO ITS 165 SCHOOLS NATIONWIDE, AND AOPA HAS EXTENDED THE MATERIAL TO MORE INTERACTIVE AND DIGITAL PLATFORMS (WEB, SMARTPHONE, TABLET APPS).

HUMANITARIAN FLIGHTS -

THROUGH A FOUNDATION GRANT, AMPI AIMED TO ENLIGHTEN A MUCH LARGER AUDIENCE ABOUT THE INCREDIBLE GENEROSITY AND COMPASSION OF THE GENERAL AVIATION COMMUNITY THROUGH AN AGGRESSIVE PR PROGRAM THAT HIGHLIGHTS A PORTION OF THE THOUSANDS OF CHARITABLE FLYING MISSIONS COMPLETED ANNUALLY.

IN AN EFFORT TO REVERSE THE "FAT CAT" IMAGE AND THE PERCEPTION THAT ALL PERSONAL FLYING IS A "RICH PERSON'S HOBBY," THIS PROGRAM WAS INTENDED TO POSITIVELY IMPACT THE PERCEPTION OF GENERAL AND BUSINESS AVIATION AND THE IMPACT THAT IT HAS ON A COMMUNITY AND THE NATION.

A PUBLIC RELATIONS FIRM WAS RETAINED TO LEAD THE EFFORT. OVER THE COURSE OF THE GRANT, AN ESTIMATED AUDIENCE OF OVER 5 MILLION PEOPLE WERE REACHED, MOSTLY THROUGH WEB STORY PLACEMENT AND IN REGIONAL PRESS. THE FIRM WAS ALSO ABLE TO PLACE SEVERAL STORIES

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ATTACHMENT 2 (CONT'D)

IN MAJOR/NATIONAL MEDIA MARKETS LIKE THE DETROIT FREE PRESS.

AIRPORT AWARENESS (QUEEN CITY AIRPORT)-

QUEEN CITY AIRPORT (XLL) IS SITUATED WITHIN THE CITY LIMITS OF THE CITY OF ALLENTOWN, PENNSYLVANIA. IT OCCUPIES 201 ACRES; HAS 71 BASED AIRCRAFT; 2 RUNWAYS WITH THE LONGEST BEING 3,949 X 75 AND SEES ABOUT 54,000 OPERATIONS PER YEAR WITH THE MAJORITY BEING LOCAL OPERATIONS. UNTIL EARLY 2003, THE AIRPORT WAS OWNED BY THE CITY OF ALLENTOWN, UPON WHICH OWNERSHIP OF THE AIRPORT WAS TRANSFERRED TO THE LEIGH-NORTHAMPTON AIRPORT AUTHORITY.

FOR MORE THAN 3 DECADES, THERE HAVE BEEN CALLS TO CLOSE AND/OR RELOCATE THE AIRPORT TO MAKE ROOM FOR COMMERCIAL DEVELOPMENT. THE CURRENT MAYOR OF ALLENTOWN HAS LED THE CHARGE FOR MANY YEARS, AND A FEW YEARS AGO SUCCESSFULLY HAD HIMSELF APPOINTED TO THE LEIGH-NORTHAMPTON AIRPORT AUTHORITY, WHERE HE HAS CONTINUED HIS VOCAL FIGHT FOR CLOSURE, DESPITE THE AIRPORT'S CONTINUING FEDERAL OBLIGATIONS.

AOPA HAS ACTIVELY AND STRONGLY OPPOSED CLOSURE OF THE AIRPORT.

AOPA'S AIRPORT SUPPORT TEAM RECEIVED A FOUNDATION GRANT TO LAUNCH A PUBLIC EDUCATION EFFORT DESIGNED TO ENSURE THAT THE VALUE OF THE AIRPORT IS UNDERSTOOD, APPRECIATED, AND ACCEPTED BY OTHER DECISION-MAKERS AND OPINION LEADERS IN THE COMMUNITY.

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AOPA INITIATED THE CAMPAIGN FOR QUEEN CITY AIRPORT THAT INCLUDED DEVELOPMENT AND REPEATED RECITATIONS OF A PROFESSIONALLY RESEARCHED AND PREPARED PRESENTATION FOR ALLENTOWN AREA LEADERS AND CIVIC GROUPS. THE FIRST PRESENTATION WAS CONDUCTED IN ALLENTOWN AT A MEETING OF AN AIRPORT AUTHORITY ADVISORY COMMITTEE CHARGED WITH PLANNING THE FUTURE OF THE AIRPORT. THE COMMITTEE WAS VERY APPRECIATIVE OF THE PRESENTATION CHARACTERIZING IT AS JUST WHAT WAS NEEDED TO PROVIDE A FOUNDATION FOR COMMITTEE DISCUSSIONS. THE PRESENTATION WAS ALSO USED IN FRONT OF THE LOCAL PILOT GROUP IN ALLENTOWN. AOPA'S AIRPORTS TEAM HAS ALSO SHARED THE PRESENTATION WITH THE REGIONAL MANAGERS WHO HAVE ADAPTED THE PRESENTATION FOR AT-RISK AIRPORTS IN THEIR REGIONS AND ALSO USE IT TO TALK ABOUT THE VALUE OF AIRPORTS IN LOCAL COMMUNITIES.

## FLIGHT TRAINING SCHOLARSHIPS -

THE FOUNDATION'S GRANT TO AMPI FOR THE FLIGHT TRAINING SCHOLARSHIP PROGRAM ALLOWS THE ASSOCIATION TO CONTINUE ITS COMMITMENT TO HELP GROW THE PILOT POPULATION. THE SCHOLARSHIP RECIPIENTS NOT ONLY HELP TO ENSURE WE ARE CREATING NEW PILOTS, BUT THEY ALSO SERVE AS AMBASSADORS FOR GENERAL AVIATION AND FLIGHT TRAINING ON A GRASS-ROOTS LEVEL AND ARE LIVING EXAMPLES OF A POSITIVE FLIGHT TRAINING EXPERIENCE.

SUCCESS IS MEASURED WHEN SCHOLARSHIP RECIPIENTS COMPLETE THEIR FLIGHT TRAINING AND EARN A PILOT CERTIFICATE. INTERMEDIATE SUCCESS

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ATTACHMENT 2 (CONT'D)

ALSO EXISTS WHEN WE ARE ABLE TO PROMOTE AND SHARE THE SUCCESS OF THE SCHOLARSHIP RECIPIENTS WITHIN THE AVIATION INDUSTRY AND WITH NON-TRADE MEDIA. NOT ONLY IS SUCCESS OF THE INDIVIDUAL RECIPIENT CELEBRATED, BUT SHARING THEIR JOURNEY AND THEIR ACCOMPLISHMENT WITH OTHERS ALSO HELPS TO INSPIRE OTHERS TO CONSIDER FLIGHT TRAINING AND EARNING A PILOT CERTIFICATE THEMSELVES.

THE STATUS OF THE THREE WINNERS FOR 2012 ARE:

>THOMAS NEWMAN - PRIVATE PILOT CERTIFICATE, NOVEMBER 2012  
>EMMA QUEDZUWEIT - PRIVATE PILOT CERTIFICATE, NOVEMBER 2012  
>GLEN WENZEL - CLOSE TO PRIVATE PILOT CHECK RIDE, ACTIVELY IN FLIGHT TRAINING

ATTACHMENT 3

FORM 990, PART VI, LINE 17 - STATES

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

ATTACHMENT 4

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
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Name of the organization THE AOPA FOUNDATION, INC.	Employer identification number 20-8817225
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ATTACHMENT 4 (CONT'D)

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
EU SERVICES 649 NORTH HORNERS LANE ROCKVILLE, MD 20850	PRINT/PUBLICATIONS	221,783.
JEPPESEN SANDERSON PO BOX 840864 DALLAS, TX 75284	CFI ONLINE SERVICES	200,468.
ALLEGIANCE CREATIVE 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	CREATIVE SERVICES	128,041.
IMAGE DIRECT LLC 200 MONROE AVE FREDERICK, MD 21701	PRINT/MAIL SERVICES	109,818.
REDMON GROUP, INC 211 NORTH UNION STREET ALEXANDRIA, VA 22314	INTERNET SERVICES	104,535.

ATTACHMENT 5

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NIGHT FOR FLIGHT DINNER	59,350.
TOTAL	<u>59,350.</u>

ATTACHMENT 6

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
NIGHT FOR FLIGHT DINNER	45,850.	160,090.	-114,240.
TOTALS	<u>45,850.</u>	<u>160,090.</u>	<u>-114,240.</u>

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

ATTACHMENT 7FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	(A) <u>TOTAL FEES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
PROFESSIONAL CONSULTING	315,317.	77,760.	127,977.	109,580.
PERSONNEL PLACEMENT & AGENCY	9,446.	3,092.	2,715.	3,639.
EDITORIAL	5,800.	5,800.	0	0
MARKETING	109,637.	34,587.	0	75,050.
PURCHASED SERVICES-OTHER	81,494.	79,603.	86.	1,805.
VIDEO/PHOTOGRAPHY	18,100.	18,100.	0	0
COMMISSIONS	4,327.	0	0	4,327.
SHARED COSTS	1,350,000.	890,265.	344,483.	115,252.
TOTALS	<u>1,894,121.</u>	<u>1,109,207.</u>	<u>475,261.</u>	<u>309,653.</u>

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

THE AOPA FOUNDATION, INC.

Employer identification number

20-8817225

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to 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
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to 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) AIRCRAFT OWNERS & PILOTS ASSOCIATION 52-0636210 421 AVIATION WAY FREDERICK, MD 21701	MEMBERSHIP	NJ	501C4	N/A	N/A		X
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012



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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AOPA SERVICE CORPORATION ----- 530211507 421 AVIATION WAY FREDERICK, MD 21701	MARKETING	DC	AOPA	C CORP					
(2) AOPA MEMBERSHIP PUBLICATIONS, INC. ----- 522055960 421 AVIATION WAY FREDERICK, MD 21701	MAGAZINES	MD	AOPA	C CORP					
(3) AOPA INSURANCE AGENCY ----- 521813554 1995 MIDFIELD ROAD WICHITA, KS 67209	INSURANCE	MD	AOPA	C CORP					
(4) AOPA FLIGHT TECHNOLOGIES INC ----- 454565150 421 AVIATION WAY FREDERICK, MD 21701	AVIATION PRODUCTS	DE	AOPA	C CORP					
(5) AOPA HOLDINGS CORPORATION ----- 461036265 421 AVIATION WAY FREDERICK, MD 21701	HOLDINGS COMPANY	DE	AOPA	C CORP					
(6) -----									
(7) -----									

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to 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.

	Yes	No
<b>1</b> 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?		
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties or <b>(iv)</b> rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to related organization(s)	X	
<b>c</b> Gift, grant, or capital contribution from related organization(s)	X	
<b>d</b> Loans or loan guarantees to or for related organization(s)		X
<b>e</b> Loans or loan guarantees by related organization(s)		X
<b>f</b> Dividends from related organization(s)		
<b>g</b> Sale of assets to related organization(s)		X
<b>h</b> Purchase of assets from related organization(s)		X
<b>i</b> Exchange of assets with related organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
<b>o</b> Sharing of paid employees with related organization(s)	X	
<b>p</b> Reimbursement paid to related organization(s) for expenses	X	
<b>q</b> Reimbursement paid by related organization(s) for expenses		X
<b>r</b> Other transfer of cash or property to related organization(s)		X
<b>s</b> Other transfer of cash or property from related organization(s)	X	

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) AIRCRAFT OWNERS & PILOTS ASSOCIATION	B	234,900.	FMV
(2) AIRCRAFT OWNERS & PILOTS ASSOCIATION	N, P, O	3,865,381.	FMV
(3) AIRCRAFT OWNERS & PILOTS ASSOCIATION	S	778,663.	FMV
(4) AOPA MEMBERSHIP PUBLICATIONS, INC	B	273,000.	FMV
(5) AOPA INSURANCE AGENCY	C	500,000.	FMV
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

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**Part VII** **Supplemental Information**

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

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