

# Return of Organization Exempt From Income Tax

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

# 2012

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 checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION			<b>D</b> Employer identification number 52-0636210	
	Doing Business As			<b>E</b> Telephone number (301) 695-2000	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 421 AVIATION WAY		<b>G</b> Gross receipts \$ 104,618,901.		
	City or town, state or country, and ZIP + 4 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>F</b> Name and address of principal officer: CRAIG L. FULLER, CEO/PRESIDENT 421 AVIATION WAY FREDERICK, MD 21701			<b>I</b> Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( 4 ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: WWW.AOPA.ORG			<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: 1939			<b>M</b> State of legal domicile: NJ		

### Part I Summary

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: SERVES THE INTERESTS AND NEEDS OF ITS MEMBERS AND ESTABLISHES, MAINTAINS & ARTICULATES POSITION OF LEADERSHIP TO PROMOTE THE ECONOMY, SAFETY, UTILITY, & POPULARITY OF FLIGHT IN GENERAL AVIATION AIRCRAFT.		
	<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)	<b>3</b>	12.
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	11.
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	142.
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	2,392.
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	47,045.
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	-17,026.	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	295,808.	401,438.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,286,075.	18,000,919.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,836,488.	6,037,477.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,052,445.	12,617,400.
		34,470,816.	37,057,234.
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	<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)	11,820,805.	13,297,041.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶	0	
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	20,010,437.	20,625,863.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	31,831,242.	33,922,904.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	2,639,574.	3,134,330.	
Net Assets or Fund Balances	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	90,333,696.	97,854,971.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.	16,784,550.	18,658,023.
	73,549,146.	79,196,948.	

### Part II Signature Block

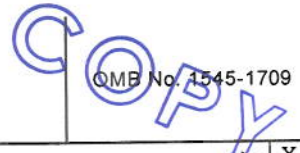
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	ERICA SACCOIA SVP FINANCE Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶ MARY TORRETTA				P00847851
	Firm's address ▶ 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102			EIN ▶ 36-6055558	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

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  AIRCRAFT OWNERS & PILOTS ASSOCIATION	Employer identification number (EIN) or  52-0636210
	Number, street, and room or suite no. If a P.O. box, see instructions. 421 AVIATION WAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FREDERICK, MD 21701	

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 Balance due. 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 \$ 29,474,016. including grants of \$ ) (Revenue \$ 18,000,919. )

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 29,474,016.

**Part IV Checklist of Required Schedules**

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

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

		Yes	No
21	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
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i> . . . . .	X	
24 a	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	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
25 a	<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	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
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i> . . . . .		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
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
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> . . . . .		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i> . . . . .		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> . . . . .	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	X	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .	X	
36	<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> . . . . .		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i> . . . . .		X
38	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 included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets?... 6 Did the organization have members or stockholders?... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?... 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?... 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done... 13 Did the organization have a written whistleblower policy?... 14 Did the organization have a written document retention and destruction policy?... 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 4
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [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	1.00	X		X				0	0	0
(2) PAUL C. HEINTZ TRUSTEE	1.00	X						0	0	0
(3) HERMAN NEEL HIPPI, JR. TREASURER & ASSIST. SECRETARY	1.00	X		X				0	0	0
(4) R. ANDERSON PEW TRUSTEE	1.00	X						0	0	0
(5) MATTHEW J. DESCH TRUSTEE	1.00	X						0	0	0
(6) BURGESS H. HAMLET III TRUSTEE	1.00	X						0	0	0
(7) DARRELL W. CRATE TRUSTEE	1.00	X						0	0	0
(8) LAWRENCE D. BUHL III TRUSTEE	1.00	X						0	0	0
(9) CRAIG L. FULLER PRESIDENT AND CEO	40.00 10.00	X		X			687,978.	0	49,326.	
(10) JAMES G. TUTHILL, JR. TRUSTEE	1.00	X						0	0	0
(11) AMANDA C. FARNSWORTH TRUSTEE	1.00	X						0	0	0
(12) JAMES N. HAUSLEIN TRUSTEE	1.00	X						0	0	0
(13) JOHN S. YODICE SECRETARY	1.00			X				0	0	0
(14) ERICA J. SACCOIA SVP-FINANCE	40.00 10.00			X			134,072.	0	13,256.	



**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) ROBERT H. MORAN EXECUTIVE VP/COO	40.00 10.00			X				454,748.	0	173,104.
( 16) DOUGLAS KITANI EXECUTIVE VP/CFO	40.00 10.00			X				501,125.	0	57,075.
( 17) MELISSA K. RUDINGER SENIOR VP GOVERNMENT AFFAIRS	40.00					X		356,717.	0	65,134.
( 18) TIMOTHY J. FORTUNE SENIOR VP OF HUMAN RESOURCES	40.00					X		268,921.	0	32,116.
( 19) LORRAINE C. HOWERTON VP LEGISLATIVE AFFAIRS	40.00					X		238,455.	0	33,451.
( 20) CRAIG J. SPENCE VP-OPERATIONS & INTERNATIONAL	40.00					X		195,579.	0	31,046.
( 21) MICHELLE T. PETERSON VP - MEMBERSHIP	40.00					X		180,962.	0	22,530.
( 22) PHILIP B. BOYER FORMER PRESIDENT	1.00 1.00						X	132,950.	239,891.	0
( 23) ROGER C. MYERS, JR. FORMER CFO	1.00						X	265,976.	0	0
( 24) DIANA ROBERTS DIRECTOR	20.00 1.00						X	105,300.	41,490.	10,656.
<b>1b Sub-total</b>								822,050.	0	62,582.
<b>c Total from continuation sheets to Part VII, Section A</b>								2,700,733.	281,381.	425,112.
<b>d Total (add lines 1b and 1c)</b>								3,522,783.	281,381.	487,694.

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 **25**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person	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 5		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **30**

**Part VIII Statement of Revenue**

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 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>						
	<b>d</b> Related organizations . . . . .	<b>1d</b>	401,038.					
	<b>e</b> Government grants (contributions) . .	<b>1e</b>						
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	400.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$							
	<b>h Total.</b> Add lines 1a-1f . . . . .			401,438.				
<b>Program Service Revenue</b>	<b>Business Code</b>							
	<b>2a</b> AOPA SUMMIT REVENUE		900099	1,615,164.	1,615,164.			
	<b>b</b> MEMBERSHIP DUES		900099	16,214,173.	16,214,173.			
	<b>c</b> AOPA ROUNDTABLE REVENUE		900099	171,582.	171,582.			
	<b>d</b> _____							
	<b>e</b> _____							
	<b>f</b> All other program service revenue . . . . .							
<b>g Total.</b> Add lines 2a-2f . . . . .			18,000,919.					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .			1,100,893.			1,100,893.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . .			0				
	<b>5</b> Royalties . . . . .			10,613,290.			10,613,290.	
	<b>6a</b> Gross rents . . . . .	(i) Real	725,609.					
		(ii) Personal						
		<b>b</b> Less: rental expenses . . . . .		628,494.				
		<b>c</b> Rental income or (loss) . . . . .		97,115.				
	<b>d</b> Net rental income or (loss) . . . . .			97,115.			97,115.	
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	71,869,757.					
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses . . . . .		66,933,173.				
		<b>c</b> Gain or (loss) . . . . .		4,936,584.				
	<b>d</b> Net gain or (loss) . . . . .			4,936,584.			4,936,584.	
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>						
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>						
<b>c</b> Net income or (loss) from fundraising events . . . . .			0					
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>							
<b>b</b> Less: direct expenses . . . . .	<b>b</b>							
<b>c</b> Net income or (loss) from gaming activities . . . . .			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 . . . . .			0					
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> AD&D STABILIZATION RESERVE DISTRIBUTION		900099	336,270.			336,270.		
<b>b</b> COST SHARING		900099	1,503,081.			1,503,081.		
<b>c</b> ADVERTISING FEES		511190	47,045.		47,045.			
<b>d</b> All other revenue . . . . .		900099	20,599.			20,599.		
<b>e Total.</b> Add lines 11a-11d . . . . .			1,906,995.					
<b>12 Total revenue.</b> See instructions . . . . .			37,057,234.	18,000,919.	47,045.	18,607,832.		

**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 .	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	3,501,957.	2,951,634.	550,323.	
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 . . . . .	7,350,764.	6,203,698.	1,147,066.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	1,556,770.		1,556,770.	
9 Other employee benefits . . . . .	650,636.	126,597.	524,039.	
10 Payroll taxes . . . . .	236,914.	1,976,317.	-1,739,403.	
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	977,475.	888,682.	88,793.	
c Accounting . . . . .	271,352.	3,034.	268,318.	
d Lobbying . . . . .	352,064.	352,064.		
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees . . . . .	231,504.		231,504.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) <u>ATCH 6</u>	6,098,746.	6,009,247.	89,499.	
12 Advertising and promotion . . . . .	449,100.	449,100.		
13 Office expenses . . . . .	110,554.	65,454.	45,100.	
14 Information technology . . . . .	0			
15 Royalties . . . . .	0			
16 Occupancy . . . . .	882,991.	472,341.	410,650.	
17 Travel . . . . .	1,352,689.	1,323,755.	28,934.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings . . . . .	1,786,010.	1,772,221.	13,789.	
20 Interest . . . . .	43,852.		43,852.	
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	959,076.	548,910.	410,166.	
23 Insurance . . . . .	207,701.	191,475.	16,226.	
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>POSTAGE, PREMIUM, EMAIL, PRI</u>	3,441,365.	3,422,280.	19,085.	
b <u>RENTALS</u>	934,283.	846,661.	87,622.	
c <u>BANK &amp; CREDIT CARD FEES</u>	402,500.	365,525.	36,975.	
d <u>DUES, LICENSES &amp; SUBSCRIPTIO</u>	752,934.	660,175.	92,759.	
e All other expenses	1,371,667.	844,846.	526,821.	
25 <b>Total functional expenses.</b> Add lines 1 through 24e	33,922,904.	29,474,016.	4,448,888.	
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 type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	-146,304.	<b>1</b>	184,617.
	<b>2</b> Savings and temporary cash investments	0	<b>2</b>	0
	<b>3</b> Pledges and grants receivable, net	0	<b>3</b>	0
	<b>4</b> Accounts receivable, net	2,255,637.	<b>4</b>	4,554,318.
	<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	1,070,444.	<b>9</b>	1,066,215.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 23,845,187.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 11,634,750.	9,698,264.	<b>10c</b> 12,210,437.
	<b>11</b> Investments - publicly traded securities	61,050,734.	<b>11</b>	60,860,893.
	<b>12</b> Investments - other securities. See Part IV, line 11	9,037,307.	<b>12</b>	10,494,601.
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	5,289,385.	<b>14</b>	5,280,835.
	<b>15</b> Other assets. See Part IV, line 11	2,078,229.	<b>15</b>	3,203,055.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	90,333,696.	<b>16</b>	97,854,971.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	5,138,691.	<b>17</b>	5,490,550.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	10,664,331.	<b>19</b>	10,036,601.
	<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>	2,623,993.
	<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	981,528.	<b>25</b>	506,879.
	<b>26 Total liabilities.</b> Add lines 17 through 25	16,784,550.	<b>26</b>	18,658,023.
<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	73,549,146.	<b>27</b>	79,196,948.
	<b>28</b> Temporarily restricted net assets	0	<b>28</b>	0
	<b>29</b> Permanently restricted net assets	0	<b>29</b>	0
	<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	73,549,146.	<b>33</b>	79,196,948.
	<b>34</b> Total liabilities and net assets/fund balances	90,333,696.	<b>34</b>	97,854,971.

**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>	37,057,234.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	33,922,904.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	3,134,330.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	73,549,146.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-256,987.
<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>	2,770,459.
<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>	79,196,948.

**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 of Contributors**

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

**2012**

<b>Name of the organization</b> AIRCRAFT OWNERS AND PILOTS ASSOCIATION	<b>Employer identification number</b> 52-0636210
---	---

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)(4) (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 <b>AIRCRAFT OWNERS AND PILOTS ASSOCIATION</b>	Employer identification number <b>52-0636210</b>
--	---

**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		\$ 234,900.	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.)
		\$ -----	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 AIRCRAFT OWNERS AND PILOTS ASSOCIATION

Employer identification number

52-0636210

**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 AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.  
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

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

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

**For Organizations Exempt From Income Tax Under section 501(c) and section 527**

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

Department of the Treasury  
Internal Revenue Service

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <b>AIRCRAFT OWNERS AND PILOTS ASSOCIATION</b>	Employer identification number <b>52-0636210</b>
---	---

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures . . . . . ▶ \$ \_\_\_\_\_
- 3 Volunteer hours . . . . . \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. . . . . ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . . . . ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . .  Yes  No
- 4a Was a correction made? . . . . .  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . . . ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? . . . . .  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .														
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) . . . . .														
<b>d</b>	Other exempt purpose expenditures . . . . .														
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .														
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) . . . . .														
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .														
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .														
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . .		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
<b>2 a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: Description, (a) Yes/No, and (b) Amount. Rows include questions about lobbying activities like influencing legislation, using volunteers, paid staff, media, mailings, publications, grants, and direct contact with legislators.

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 4 columns: Question, 1, Yes, No. Questions include: Were substantially all dues received nondeductible by members? Did the organization make only in-house lobbying expenditures of \$2,000 or less? Did the organization agree to carry over lobbying and political expenditures from the prior year?

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 5 main rows and sub-rows (2a, 2b, 2c) for questions about dues, nondeductible lobbying and political expenditures, and carryover amounts.

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.



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**Part IV** Supplemental Information *(continued)*

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SCHEDULE D (Form 990)

Supplemental Financial Statements

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 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization: AIRCRAFT OWNERS AND PILOTS ASSOCIATION; Employer identification number: 52-0636210

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for totals, 5-6 for questions about donor advisement.

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

Questions 1-9 regarding conservation easements, including a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Questions 1a-1b and 2a-2b regarding collections of art and historical treasures, including dollar amounts.

**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 . . . . .					
b Contributions . . . . .					
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 . . . . .					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
  - b Permanent endowment ▶ \_\_\_\_\_ %
  - 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:
- |   | Yes    | No |
|---|--------|----|
| (i) unrelated organizations . . . . .   | 3a(i)  |    |
| (ii) related organizations . . . . .  | 3a(ii) |    |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | 3b     |    |
- 4 Describe in Part 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 . . . . .	640,871.	584,609.		1,225,480.
b Buildings . . . . .	4,479,440.	6,392,061.	6,143,749.	4,727,752.
c Leasehold improvements . . . . .				
d Equipment . . . . .		1,403,521.	1,168,026.	235,495.
e Other . . . . .	21,460.	10,323,225.	4,322,975.	6,021,710.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . .				12,210,437.

**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 . . . . .	10,494,601.	ATTACHMENT 1
(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.) ▶	10,494,601.	

**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) AIRCRAFT RESERVES	195,760.	
(3) BUILDING RESERVES/MAINTENANCE	213,104.	
(4) DEFERRED RENT LIABILITY	98,015.	
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	506,879.	

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>	60,109,031.
<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>	-256,987.	
<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>	22,680,290.	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	22,423,303.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	37,685,728.
<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>	-628,494.	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	-628,494.
<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>	37,057,234.

**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>	56,802,468.
<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>	22,251,070.	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	22,251,070.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	34,551,398.
<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>	-628,494.	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	-628,494.
<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>	33,922,904.

**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 AND XII

THE AUDITED FINANCIALS ARE PRESENTED ON A CONSOLIDATED BASIS. THE FOLLOWING CHANGES WERE MADE IN ORDER TO RECONCILE TO AOPA'S FORM 990:

## PART XI, LINE 2D:

-EXCLUDE REVENUE FROM RELATED ORGANIZATIONS = (\$22,959,219)  
-INVESTMENT RELATED FEES OFFSET INVESTMENT EARNINGS PER AUDITED FINANCIALS = \$278,929  
-TOTAL OTHER, LINE 2D = (\$22,680,290)

## PART XI, LINE 4B:

-REAL ESTATE EXPENSES WHICH OFFSET GROSS RENTS = (\$628,494)

## PART XII, LINE 2D:

-EXCLUDE EXPENSES FROM RELATED ORGANIZATIONS = (\$22,529,999)  
-INVESTMENT RELATED FEES OFFSET INVESTMENT EARNINGS PER AUDITED FINANCIALS = \$278,929  
-TOTAL OTHER, LINE 2D = (\$22,251,070)

## PART XII, LINE 4B:

-REAL ESTATE EXPENSES WHICH OFFSET GROSS RENTS = (\$628,494)



**Part XIII** Supplemental Information (continued)

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

THE ASSOCIATION RECOGNIZES OR DERECOGNIZES TAX POSITIONS ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO A POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ASSOCIATION DOES NOT BELIEVE IT HAS ANY MATERIAL UNCERTAIN TAX POSITIONS.

ATTACHMENT 1SCHEDULE D, PART VII - INVESTMENTS - FINANCIAL DERIVATIVES

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
OTHER SECURITIES	10,494,601.	FMV
TOTALS	<u>10,494,601.</u>	

**SCHEDULE F  
(Form 990)**

**Statement of Activities Outside the United States**

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 14b, 15, or 16.**

▶ **Attach to Form 990. ▶ See separate instructions.**

Name of the organization

AIRCRAFT OWNERS AND PILOTS ASSOCIATION

Employer identification number

52-0636210

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

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  **Yes**  **No**

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		9,176,842.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a</b> Sub-total . . . . .					9,176,842.
<b>b</b> Total from continuation sheets to Part I . . . . .					
<b>c Totals</b> (add lines 3a and 3b)					9,176,842.

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

Schedule F (Form 990) 2012

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

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

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

3 Enter total number of other organizations or entities. . . . . ▶ -----

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

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

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* . . . . .  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* . . . . .  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* . . . . .  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* . . . . .  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* . . . . .  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* . . . . .  Yes  No

**Part V** **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

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**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  
**AIRCRAFT OWNERS AND PILOTS ASSOCIATION**

Employer identification number  
**52-0636210**

**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 checked="" 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 checked="" 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 PHILIP B. BOYER FORMER PRESIDENT	(i)	0	0	132,950.	0	0	132,950.	0
	(ii)	0	0	239,891.	0	0	239,891.	0
2 ROGER C. MYERS, JR. FORMER CFO	(i)	149,348.	0	116,628.	0	0	265,976.	259,614.
	(ii)	0	0	0	0	0	0	0
3 CRAIG L. FULLER PRESIDENT AND CEO	(i)	522,421.	113,171.	52,386.	36,637.	12,689.	737,304.	0
	(ii)	0	0	0	0	0	0	0
4 DIANA ROBERTS DIRECTOR	(i)	99,075.	0	6,225.	6,500.	4,156.	115,956.	0
	(ii)	0	0	41,490.	0	0	41,490.	0
5 MELISSA K. RUDINGER SENIOR VP GOVERNMENT AFFAIRS	(i)	210,779.	49,379.	96,559.	52,550.	12,584.	421,851.	61,500.
	(ii)	0	0	0	0	0	0	0
6 TIMOTHY J. FORTUNE SENIOR VP OF HUMAN RESOURCES	(i)	219,160.	45,794.	3,967.	21,983.	10,133.	301,037.	0
	(ii)	0	0	0	0	0	0	0
7 ROBERT H. MORAN EXECUTIVE VP/COO	(i)	301,091.	56,272.	97,385.	159,635.	13,469.	627,852.	40,500.
	(ii)	0	0	0	0	0	0	0
8 LORRAINE C. HOWERTON VP LEGISLATIVE AFFAIRS	(i)	199,078.	32,966.	6,411.	20,712.	12,739.	271,906.	0
	(ii)	0	0	0	0	0	0	0
9 CRAIG J. SPENCE VP-OPERATIONS & INTERNATIONAL	(i)	172,645.	20,647.	2,287.	17,581.	13,465.	226,625.	0
	(ii)	0	0	0	0	0	0	0
10 DOUGLAS KITANI EXECUTIVE VP/CFO	(i)	267,377.	0	233,748.	47,108.	9,967.	558,200.	0
	(ii)	0	0	0	0	0	0	0
11 MICHELLE T. PETERSON VP - MEMBERSHIP	(i)	159,022.	20,052.	1,888.	16,037.	6,493.	203,492.	0
	(ii)	0	0	0	0	0	0	0
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 WERE PROVIDED BENEFITS TO HEALTH AND SOCIAL CLUBS. IN ADDITION, CERTAIN DIRECTORS AND OFFICERS RECEIVED FIRST CLASS AIR TRAVEL, TRAVEL FOR COMPANIONS AS WELL AS TAX INDEMNIFICATION PAYMENTS. 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

**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.

PERFORMANCE" PHILOSOPHY ALLOWING MANAGERS TO AWARD MERIT INCREASES BASED 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 AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL BONUS PAID 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 BONUS AMOUNT 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.

THE FOLLOWING INDIVIDUALS RECEIVED DISTRIBUTIONS FROM A 457F DEFERRED

**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.

COMPENSATION PLAN AND INCLUDED ON SCHEDULE J, PART II, COLUMN B(III):

MELISSA RUDINGER = \$94,424, ROBERT MORAN = \$83,900, PHILIP BOYER =  
\$372,841 AND DIANA ROBERTS = \$41,490.

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). -ROBERT MORAN, CHIEF OPERATING OFFICER: INCREASED DUE TO PAYMENT OF DEFERRED COMPENSATION AND ACCRUED SEVERANCE TO BE PAID IN 2013. -MELISSA RUDINGER, SVP OF GOVERNMENT AFFAIRS: COMPENSATION AND/OR BENEFITS INCREASED DUE TO PAYMENT OF 457F PLAN IN 2012. DOUGLAS KITANI, CHIEF FINANCIAL OFFICER: RECEIVED SEVERANCE PAYMENT DURING 2012 WHICH IS REPORTED IN COLUMN B(III).

**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  
**AIRCRAFT OWNERS AND PILOTS ASSOCIATION**

Employer identification number  
**52-0636210**

**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	306,336.	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 AOPA'S BOARD AS SECRETARY (NON-PAID POSITION) AS WELL AS IS OWNER OF YODICE ASSOCIATES WHO PROVIDED CORPORATE LEGAL COUNSEL TO AOPA.

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

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

AIRCRAFT OWNERS AND PILOTS ASSOCIATION

Employer identification number

52-0636210

PART VI, SECTION A, LINE 6 AND 7A

AT ANNUAL MEETING OF MEMBERS, AOPA MEMBERS IN GOOD STANDING ARE ENTITLED TO VOTE FOR THE AOPA BOARD OF TRUSTEES. AOPA MEMBERS ARE ENTITLED TO ONE VOTE. EACH MEMBER ENTITLED TO VOTE MAY DO SO EITHER IN PERSON OR BY WRITTEN PROXY.

PART VI, SECTION B, LINE 11A&B

IN CONJUNCTION WITH GRANT THORNTON LLP TAX SPECIALISTS, AOPA 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 AIRCRAFT OWNERS & PILOTS ASSOCIATION'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.

PART VI, SECTION B, LINE 15

THE COMPENSATION FOR THE PRESIDENT IS SET BY THE BOARD OF TRUSTEES AND



Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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COMPENSATION COMMITTEE AND CONTRACTUALLY CONFIRMED THROUGH AN EMPLOYMENT AGREEMENT BETWEEN THE BOARD AND THE INCUMBENT. 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 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 COMMITTEE AND THE PRESIDENT. PERIODIC INDEPENDENT REVIEWS OF THE PRESIDENT'S COMPENSATION ARE CONDUCTED BY OUTSIDE COMPENSATION EXPERTS TO ENSURE THAT THE COMPENSATION PAID IS REASONABLE BASED ON APPROPRIATE DATA AS TO COMPARABILITY OF COMPENSATION PAID BY SIMILAR ORGANIZATIONS FOR POSITIONS OF SIMILAR SCOPE OF RESPONSIBILITY. THE COMPENSATION LEVELS AND SALARY RANGES FOR OFFICERS AND CERTAIN EMPLOYEES OF THE ORGANIZATION ARE ESTABLISHED BASED ON COMPETITIVE MARKET DATA OBTAINED THROUGH PERIODIC SALARY SURVEYS PERFORMED BY OUTSIDE COMPENSATION EXPERTS ENGAGED BY THE ORGANIZATION. THESE SURVEYS PROVIDE GUIDANCE FOR ESTABLISHING REASONABLE COMPENSATION RATES AS COMPARED TO COMPENSATION PAID BY SIMILARLY SITUATED ORGANIZATIONS FOR POSITIONS OF SIMILAR SCOPE OF RESPONSIBILITY. ALL POSITIONS ARE EVALUATED AND PLACED IN THE APPROPRIATE GRADES/SALARY RANGES. AN INDIVIDUAL EMPLOYEE'S SALARY, WITHIN THEIR ASSIGNED RANGE, VARIES DEPENDING PRIMARILY UPON EXPERIENCE AND PERFORMANCE. THE ORGANIZATION HAS ADOPTED A "PAY FOR PERFORMANCE" PHILOSOPHY ALLOWING MANAGERS TO AWARD MERIT INCREASES BASED ON AN INDIVIDUAL'S PERFORMANCE AGAINST PRE-ESTABLISHED GOALS. THE ORGANIZATION'S ANNUAL MERIT INCREASE

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
--	--

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 AMOUNTS, AS A PERCENTAGE OF BASE SALARY, ARE ESTABLISHED BASED ON THE PARTICIPANT'S POSITION. THE ACTUAL BONUS PAID 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 BONUS AMOUNT 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 1024 TO THE GENERAL PUBLIC ALTHOUGH IT DOES NOT MAKE AVAILABLE ITS GOVERNING DOCUMENTS EXCEPT

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
--	--

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, ERICA SACCOIA AND TIMOTHY FORTUNE ARE/WERE FULL-TIME EMPLOYEES OF AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), ALTHOUGH THEY DEVOTE APPROXIMATELY TEN HOURS PER WEEK TO THE RELATED 501(C)(3) PUBLIC CHARITY ORGANIZATION: THE AOPA FOUNDATION, INC.

PART XI, RECONCILIATION OF NET ASSETS, LINE 9  
OTHER CHANGES IN NET ASSETS OF \$2,770,459 REPRESENT DIVIDENDS FROM SUBSIDIARIES AND A MERGER OF AOPA MEMBERSHIP PUBLICATION'S INC AT 12/31/12.

PART VI, SECTION A, LINE 4  
THE BYLAWS WERE CHANGED & ADOPTED ON SEPTEMBER 7, 2012 TO CHANGE THE DEFINITION OF "MEMBERSHIP QUALIFICATION" TO "THE MEMBERS OF THIS CORPORATION SHALL CONSIST OF INDIVIDUALS WHO HOLD, OR HAVE HELD, A PILOT CERTIFICATE ISSUED BY THE CERTIFICATING AGENCY OF THE UNITED STATES OF AMERICA, AS WELL AS INDIVIDUALS WHO HAVE SOLOED OR OWNED, OR NOW OWN, AN AIRCRAFT, AND INDIVIDUALS WHO HAVE AN INTEREST IN ADVANCING THE CAUSE OF GENERAL AVIATION."

PART VI, SECTION A, LINE 2  
THERE ARE TWO TRUSTEES (MR. TRIMBLE AND MR. CRATE) WHO HAVE A BUSINESS

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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RELATIONSHIP OUTSIDE OF AOPA. THESE TWO TRUSTEES ARE PARTNERS IN THE SAME COMPANY.

PART VI, SECTION A, TRUSTEE HOURS

AOPA'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 PER WEEK.

PART X, BALANCE SHEET, COLUMN A

SEVERAL ASSETS WERE RECLASSIFIED AT THE BEGINNING OF THE YEAR TO BETTER PRESENT AOPA'S BALANCE SHEET.

ATTACHMENT 1

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

AIRCRAFT OWNERS & PILOTS ASSOCIATION (AOPA), A NOT-FOR-PROFIT INDIVIDUAL MEMBERSHIP ORGANIZATION EFFECTIVELY SERVES THE INTERESTS AND NEEDS OF ITS MEMBERS AND ESTABLISHES, MAINTAINS, AND ARTICULATES POSITION OF LEADERSHIP TO PROMOTE THE ECONOMY, SAFETY, UTILITY AND POPULARITY OF FLIGHT IN GENERAL AVIATION AIRCRAFT.

AOPA PRESERVES THE FREEDOM TO FLY BY ADVOCATING ON BEHALF OF OUR MEMBERS; EDUCATING PILOTS, NONPILOTS, AND POLICY MAKERS ALIKE; SUPPORTING ACTIVITIES THAT ENSURE THE LONG-TERM HEALTH OF GENERAL AVIATION; FIGHTING TO KEEP GENERAL AVIATION ACCESSIBLE TO ALL; AND SECURING SUFFICIENT RESOURCES TO ENSURE OUR SUCCESS.

ATTACHMENT 2

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)FORM 990, PART III - PROGRAM SERVICE, LINE 4A

GENERAL AVIATION PILOTS THROUGHOUT THE UNITED STATES RELY ON THE AIRCRAFT OWNERS AND PILOTS ASSOCIATION (AOPA) TO PROTECT THEIR FREEDOM TO FLY. SERVING NEARLY 400,000 MEMBERS IN 2012, AOPA ADVOCATES FOR THE INTERESTS OF GENERAL AVIATION PILOTS AT ALL LEVELS OF GOVERNMENT, PROVIDES THE INFORMATION PILOTS NEED TO GET THE MOST FROM THEIR FLYING, AND DELIVERS THE TOOLS TO HELP KEEP GENERAL AVIATION SAFE, FUN, AND AFFORDABLE. AOPA ALSO REACHES BEYOND THE FLYING COMMUNITY TO HELP EDUCATE DECISION MAKERS AND THE PUBLIC ABOUT THE VALUE AND UTILITY OF GENERAL AVIATION.

AOPA'S WORK BENEFITS NOT ONLY OUR MEMBERS, BUT ALSO THE ENTIRE GENERAL AVIATION COMMUNITY BY HELPING TO ENSURE THAT GA REMAINS A VIBRANT AND VIABLE FORM OF TRANSPORTATION AND RECREATION FOR GENERATIONS TO COME. AT THE SAME TIME, AOPA PROVIDES ITS MEMBERS WITH AN EXTENSIVE PORTFOLIO OF BENEFITS THAT CAN BE LOOSELY GROUPED INTO THREE AREAS: ADVOCACY, COMMUNICATIONS AND EDUCATION, AND SERVICES.

## ADVOCACY

IN ORDER TO EFFECTIVELY MANAGE THE MANY ISSUES THAT AFFECT GENERAL AVIATION, AOPA'S ADVOCACY ARM IS DIVIDED INTO GROUPS RESPONSIBLE FOR LEGISLATIVE AFFAIRS, REGULATORY AFFAIRS, OPERATIONS AND INTERNATIONAL AFFAIRS, AND AIRPORTS AND STATE ADVOCACY. EACH OF THESE GROUPS WORKS WITHIN ITS OWN AREA OF EXPERTISE WHILE

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

COORDINATING ACROSS THE ENTIRE ADVOCACY TEAM TO SUPPORT AOPA MEMBER INTERESTS.

AOPA'S LEGISLATIVE AFFAIRS STAFF IS LOCATED IN OFFICES IN WASHINGTON, D.C. THIS EXPERIENCED TEAM WORKS TO DEVELOP RELATIONSHIPS WITH MEMBERS OF CONGRESS IN ORDER TO ADVANCE LEGISLATION THAT SUPPORTS GENERAL AVIATION WHILE FIGHTING TO PREVENT THE IMPOSITION OF MANDATES THAT MAKE FLYING MORE COSTLY, COMPLICATED, OR RESTRICTIVE. THE GROUP ALSO WORKS TO DRAW ATTENTION TO ISSUES OF IMPORTANCE TO THE GENERAL AVIATION COMMUNITY AS A WHOLE.

AOPA'S REGULATORY EXPERTS DELIVER THE GENERAL AVIATION PERSPECTIVE AND MESSAGE TO THE FEDERAL AVIATION ADMINISTRATION (FAA), TRANSPORTATION SECURITY ADMINISTRATION (TSA), NATIONAL TRANSPORTATION SECURITY BOARD (NTSB) AND OTHER FEDERAL AGENCIES WHOSE DECISIONS AND POLICIES AFFECT AVIATION. AMONG THE BROAD ISSUES CONTINUOUSLY ADDRESSED BY THIS GROUP ARE PILOT AND MEDICAL CERTIFICATION, AIRCRAFT CERTIFICATION, MAINTENANCE, OPERATIONS, FUEL, AND INTERNATIONAL REGULATORY HARMONIZATION.

AOPA'S OPERATIONS AND INTERNATIONAL AFFAIRS TEAM FOCUSES ON ISSUES RELATED TO AIR TRAFFIC SERVICES AND ADVOCATES FOR POLICIES AND PROCEDURES THAT ENSURE GENERAL AVIATION USERS ENJOY ACCESS TO AIRSPACE AND AIRPORTS, OPERATIONAL FLEXIBILITY, AND SAFETY. THIS

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

GROUP ALSO HELPS KEEP MEMBERS INFORMED ABOUT THE EVER-CHANGING AIRSPACE ENVIRONMENT AND THEY ALSO ADDRESS SECURITY MATTERS AND ADVOCATE FOR REASONABLE AND APPROPRIATE SECURITY MEASURES THAT RECOGNIZE THE UNIQUE NATURE OF GENERAL AVIATION.

TO HELP ORGANIZE AND DISTRIBUTE INFORMATION ABOUT AOPA'S ADVOCACY EFFORTS TO MEMBERS, DECISION MAKERS, AND OTHERS, AOPA ROUTINELY PRODUCES BRIEFING DOCUMENTS ON CURRENT ISSUES AFFECTING THE GENERAL AVIATION COMMUNITY. AOPA CURRENTLY OFFERS SOME 60 SUCH BRIEFS ON SUBJECTS AS DIVERSE AS CHARITABLE FLYING, THE IMPACT OF USER FEES ON GENERAL AVIATION, AND THE LARGE AIRCRAFT SECURITY PROGRAM.

IN ADDITION TO AOPA'S EFFORTS ON THE FEDERAL LEVEL, THE ASSOCIATION ALSO HAS A NETWORK OF 7 REGIONAL MANAGERS AND NEARLY 2,500 AIRPORT SUPPORT NETWORK VOLUNTEERS WHO HELP KEEP AOPA INFORMED ABOUT THE ISSUES AFFECTING GENERAL AVIATION IN THEIR COMMUNITIES. WORKING THROUGH OUR VOLUNTEERS, REGIONAL MANAGERS, AND HEADQUARTERS-BASED STAFF, AOPA PROMOTES, PROTECTS, AND DEFENDS COMMUNITY AIRPORTS; ADVOCATES TO MAINTAIN SUFFICIENT STATE AND LOCAL FUNDING FOR GA AIRPORTS AND INFRASTRUCTURE; WORKS TO PREVENT EXCESS STATE TAXATION ON FLYING; AND PROTECTS GENERAL AVIATION PILOTS FROM UNNECESSARY OR INAPPROPRIATE STATE AND LOCAL REGULATION. DURING 2012, AOPA ADDRESSED MORE THAN 374 SEPARATE ISSUES AFFECTING ALL 50 STATES.

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

TWO OF THE LARGEST "WINS" FOR AOPA'S STATE ADVOCACY TEAM IN 2012 INCLUDED SECURING A SALES TAX EXEMPTION ON GA MAINTENANCE IN FLORIDA WHICH WILL SAVE PILOTS BETWEEN \$16-\$20 MILLION PER YEAR. AND AFTER SEVERAL YEARS OF MICHIGAN LAWMAKERS TRYING TO RAISE THE TAXES ON GA FOR EXTRA AIRPORT MONEY, AOPA INITIATED AND GOT A BILL PASSED THAT DEDICATES A PORTION OF THE EXISTING SALES TAX ON FUEL TO BE REINVESTED INTO AVIATION. WORK ON THE BILL ALSO STOPPED THE MOVEMENT TO INCREASE TAXES.

IN ADDITION TO OUR WORK DIRECTLY WITH LAWMAKERS AND POLICY MAKERS, AOPA'S ADVOCACY TEAM PROVIDES RESOURCES THAT CAN HELP PILOTS BE THEIR OWN ADVOCATES WITHIN THEIR COMMUNITIES. THESE TOOLS ARE DESIGNED TO HELP PILOTS AND AVIATION GROUPS ADDRESS COMMON CONCERNS AND PROMOTE AVIATION IN THEIR AREAS. AVAILABLE ONLINE, AS DVDS, PAMPHLETS, BROCHURES, BOOKLETS, AND FACT SHEETS, THESE RESOURCES FALL INTO SIX GENERAL CATEGORIES: SAVING AIRPORTS; TALKING TO THE MEDIA; FACTS, STATISTICS, AND GLOSSARIES; WRITING LETTERS TO DEFEND GA; PROVIDING FIRST-HAND FLIGHT EXPERIENCES; AND INTRODUCING YOUNG PEOPLE TO FLYING. WITH MORE THAN TWO DOZEN SUCH PUBLICATIONS, MANY OF WHICH ARE UPDATED ANNUALLY, AOPA PROVIDES PILOTS WITH THE BACKGROUND MATERIALS AND PRACTICAL GUIDANCE THEY NEED TO BE POWERFUL ADVOCATES FOR GA.

PILOTS CAN ALSO PLAY AN ACTIVE ROLE IN SECURING THEIR AIRPORTS



Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

THROUGH AOPA'S AIRPORT WATCH PROGRAM. WORKING IN PARTNERSHIP WITH THE TRANSPORTATION SECURITY ADMINISTRATION (TSA), AOPA HAS DEVELOPED A NATIONWIDE PROGRAM THAT HELPS PILOTS TO OBSERVE AND REPORT SUSPICIOUS ACTIVITY-REDUCING THE NEED FOR EXPENSIVE AND IMPRACTICAL REGULATION. AOPA'S AIRPORT WATCH PROGRAM IS SUPPORTED BY A CENTRALIZED, GOVERNMENT-PROVIDED, TOLL-FREE HOTLINE (1-866-GA-SECURE). THE AIRPORT WATCH PROGRAM PROVIDES WARNING SIGNS FOR AIRPORTS, INFORMATIONAL LITERATURE, AND TRAINING VIDEOS TO EDUCATE PILOTS AND AIRPORT EMPLOYEES. DETAILED INFORMATION IS AVAILABLE AT [WWW.AOPA.ORG/ADVOCACY/GET-INVOLVED/AIRPORT-SUPPORT-NETWORK](http://WWW.AOPA.ORG/ADVOCACY/GET-INVOLVED/AIRPORT-SUPPORT-NETWORK).

PILOTS WHO WANT TO DO EVEN MORE TO HELP SUPPORT GA AND THEIR LOCAL AIRPORTS CAN JOIN THE AOPA AIRPORT SUPPORT NETWORK. IN 2012, THE NETWORK REACHED NEARLY 2,500 VOLUNTEERS IN PLACE AT AIRPORTS NATIONWIDE. VOLUNTEERS TAKE A LEADERSHIP ROLE AT THEIR AIRPORTS, HELPING TO PROMOTE THEIR AIRPORTS, KEEP AOPA INFORMED ABOUT POTENTIAL THREATS, WORK WITH COMMUNITY LEADERS AND NEIGHBORS, AND ENCOURAGE PILOTS TO RESPOND APPROPRIATELY TO CONCERNS ABOUT THE AIRPORT.

AOPA IS ALSO WORKING TO ENSURE THE FUTURE VIABILITY OF GENERAL AVIATION BY DEVELOPING AND SUPPORTING EFFORTS TO GROW THE PILOT POPULATION. IN 2012, AOPA, THROUGH A RELATED ORGANIZATION, LAUNCHED THE CENTER TO ADVANCE THE PILOT COMMUNITY (THE CENTER).

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

THE FIRST MAJOR INITIATIVE OF THE CENTER HAS BEEN TO SUPPORT THE DEVELOPMENT OF A NETWORK OF FLYING CLUBS. EXTENSIVE RESEARCH HAS SHOWN THAT FLYING CLUBS ARE A VALUABLE PART OF THE AVIATION LANDSCAPE. PILOTS INVOLVED WITH THE MOST EFFECTIVE CLUBS FIND AVIATION MORE AFFORDABLE AND MORE ACCESSIBLE, AND FLYING CLUBS CREATE THE TYPE OF SUPPORTIVE COMMUNITY THAT KEEPS PILOTS ACTIVE AND ENGAGED. AOPA WILL WORK WITH FLYING CLUBS NATIONWIDE TO PROVIDE THE TOOLS AND RESOURCES CLUBS NEED TO BUILD ON THEIR OWN SUCCESS AND THAT OF THEIR MEMBERS.

WE ALSO CONTINUED THE WORK THAT BEGAN A COUPLE OF YEARS AGO WITH THE FLIGHT TRAINING STUDENT RETENTION INITIATIVE. THIS INITIAL WORK IS NOW BEGINNING TO TRANSLATE INTO PRACTICAL PROJECTS SUCH AS THE FLIGHT TRAINING EXCELLENCE AWARDS, WHICH RECOGNIZES FLIGHT SCHOOLS AND CFIS THAT PROVIDE TOP-NOTCH TRAINING EXPERIENCES. IN 2012, THE FIRST YEAR OF THIS PROJECT, WE RECEIVED MORE THAN 2,400 NOMINATIONS FROM SATISFIED STUDENTS AND CUSTOMERS. BY RECOGNIZING THE BEST IN THE BUSINESS, WE HOPE TO PROMOTE BEST PRACTICES. TO HELP FLIGHT SCHOOLS, INSTRUCTORS, AND STUDENTS CREATE THE KIND OF COLLABORATIVE TRAINING ENVIRONMENT THAT PRODUCES SUCCESS, WE LAUNCHED A COLLECTION OF THREE FLIGHT TRAINING FIELD GUIDES. WE WILL ALSO BE BUILDING ON THE SUCCESS OF THE "MY FLIGHT TRAINING" WEBSITE, WHICH GIVES STUDENTS TOOLS AND INFORMATION TAILORED TO THEIR TRAINING EXPERIENCE AND RECOGNIZES THEIR SUCCESS AT IMPORTANT MILESTONES ALONG THE WAY.

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

## COMMUNICATION AND EDUCATION

COMMUNICATING WITH OUR MEMBERS ABOUT THE ISSUES THAT AFFECT THEIR FLYING HAS ALWAYS BEEN AT THE HEART OF AOPA'S MISSION. TODAY, AOPA PRODUCES TWO MONTHLY MAGAZINES, NUMEROUS ELECTRONIC NEWSLETTERS, A WEEKLY VIDEO NEWS PROGRAM, STREAMING VIDEO, MULTIPLE WEB SITES, MEETINGS, AND EVENTS-ALL WITH THE GOAL OF EDUCATING AND INFORMING OUR MEMBERS, THE LARGER AVIATION COMMUNITY, AND THE PUBLIC.

AOPA PILOT IS AOPA'S FLAGSHIP MAGAZINE, AND THE MOST WIDELY READ AVIATION MAGAZINE IN THE WORLD. WRITTEN BY PILOTS FOR PILOTS, EACH ISSUE BRINGS READERS THE LATEST NEWS AFFECTING GENERAL AVIATION, INCLUDING COVERAGE OF GOVERNMENTAL AND REGULATORY ISSUES, UPDATES ON AOPA'S ADVOCACY EFFORTS, NEWS FROM AIRCRAFT AND AVIONICS MANUFACTURERS, AND MORE. READERS ARE ALSO TREATED TO BEAUTIFULLY DESIGNED FEATURE STORIES ABOUT THE BEST FLYING DESTINATIONS FOR GENERAL AVIATION PILOTS, PILOTING TECHNIQUES, AIRCRAFT OWNERSHIP, COCKPIT TECHNOLOGY AND, OF COURSE, AIRCRAFT NEW AND OLD. REGULAR COLUMNS ADDRESS AIRCRAFT MAINTENANCE, LEGAL ISSUES, MEDICAL CONSIDERATIONS, AND OTHER SUBJECTS OF DIRECT CONCERN TO PILOTS AND AIRCRAFT OWNERS. MORE THAN 3.9 MILLION COPIES OF AOPA PILOT WERE PRODUCED IN 2012.

A SECOND MONTHLY MAGAZINE, FLIGHT TRAINING, IS DESIGNED

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

SPECIFICALLY TO MEET THE NEEDS OF THE FLIGHT TRAINING COMMUNITY, INCLUDING STUDENT PILOTS, THOSE WHO ARE RETURNING TO FLYING AFTER A HIATUS, AND FLIGHT INSTRUCTORS. WITH THE TAG LINE "A GOOD PILOT IS ALWAYS LEARNING," THE MAGAZINE PLACES A HEAVY EMPHASIS ON BUILDING AND ENHANCING THE FUNDAMENTAL SKILLS AND KNOWLEDGE EVERY PILOT MUST MASTER. FLIGHT TRAINING PRESENTS PRACTICAL INFORMATION, TIPS, AND TOOLS IN A FORMAT THAT IS CLEAR, UNDERSTANDABLE, AND ENJOYABLE TO READ. WITH THE HELP OF DETAILED, ACCURATE ILLUSTRATIONS AND BEAUTIFUL PHOTOGRAPHY, FLIGHT TRAINING MAKES THE COMPLEX CONCEPTS BEHIND SUCCESSFUL PILOTING EASY TO UNDERSTAND AND ABSORB. IN 2012, AOPA PRODUCED MORE THAN 1.2 MILLION COPIES OF THE MAGAZINE.

AOPA ALSO MAINTAINS A WEB SITE, [HTTP://FLIGHTTRAINING.AOPA.ORG/MAGAZINE](http://flighttraining.aopa.org/magazine), TO ACT AS A COMPANION TO THE MAGAZINE. THE SITE ENHANCES AND SUPPLEMENTS THE MAGAZINE'S EDITORIAL CONTENT AND PROVIDES PRACTICAL INFORMATION ABOUT LEARNING TO FLY FOR PROSPECTIVE AND STUDENT PILOTS.

IN ADDITION, BOTH AOPA PILOT MAGAZINE AND FLIGHT TRAINING MAGAZINE ARE DISTRIBUTED DIGITALLY. BETWEEN THE TWO MAGAZINES, NEARLY 40,000 COPIES OF THE DIGITAL EDITION ARE DISTRIBUTED EACH MONTH.

MANY AOPA MEMBERS WANT MORE NEWS, MORE OFTEN THAN MONTHLY MAGAZINES CAN SUPPLY. FOR THOSE MEMBERS, AOPA PRODUCES SEVERAL

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

DIFFERENT ELECTRONIC NEWSLETTERS, WHICH ARE AVAILABLE FREE OF CHARGE TO ALL MEMBERS. AOPA EPILOT IS A WEEKLY, CUSTOMIZABLE NEWSLETTER THAT PROVIDES THE LATEST GENERAL AVIATION AND AOPA NEWS. DELIVERED VIA E-MAIL, EPILOT ALLOWS READERS TO IDENTIFY THEIR SPECIFIC AREAS OF AVIATION INTEREST AND THEN DELIVERS SPECIALIZED INFORMATION AND NEWS BASED ON THOSE PREFERENCES. IN ADDITION, EPILOT SUBSCRIBERS RECEIVE INSTANT AIRSPACE ALERTS WHEN SPECIAL CIRCUMSTANCES, SUCH AS TEMPORARY AIRSPACE RESTRICTIONS, AFFECT THEIR REGION. IN 2012, 278,000 USERS SUBSCRIBED TO EPILOT.

MEMBERS WITH AN INTEREST IN TRAINING MAY ALSO CHOOSE TO RECEIVE THE FLIGHT TRAINING EDITION OF AOPA EPILOT. THIS NEWSLETTER ALSO PROVIDES THE LATEST NEWS, BUT ADDS SPECIALIZED TRAINING-RELATED TIPS AND TECHNIQUES EACH WEEK. FLIGHT TRAINING READERS CAN ALSO CHOOSE TO CUSTOMIZE THE INFORMATION THEY RECEIVE TO COINCIDE WITH THEIR SPECIFIC INTERESTS. IN 2012, 101,000 READERS SUBSCRIBED TO THIS SPECIAL EDITION.

AOPA'S NEWEST ELECTRONIC NEWSLETTER, AVIATION EBRIEF, DELIVERS AVIATION-RELATED NEWS TO READERS EACH WEEKDAY. BY BRINGING TOGETHER AVIATION NEWS FROM A VARIETY OF MEDIA OUTLETS, AVIATION EBRIEF PROVIDES READERS WITH A BIG-PICTURE OVERVIEW OF WHAT IS HAPPENING IN THE AVIATION WORLD. AVIATION EBRIEF IS AVAILABLE FREE OF CHARGE TO BOTH AOPA MEMBERS AND NON-MEMBERS WHO HAVE AN

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

INTEREST IN THE ISSUES AFFECTING GENERAL AVIATION. IN 2012, 195,000 INDIVIDUALS SUBSCRIBED TO AVIATION EBRIEF, INCLUDING MORE THAN 53,000 NON-MEMBERS.

THROUGH AOPA LIVE, THE ASSOCIATION'S ONLINE STREAMING MEDIA OUTLET, MEMBERS AND OTHERS CAN WATCH INTERVIEWS WITH THE MOST INFLUENTIAL AND DYNAMIC FIGURES IN AVIATION. WITH CONTINUING COVERAGE OF IMPORTANT ISSUES AND AVIATION EVENTS, AOPA LIVE FEATURES A GROWING LIBRARY OF INTERVIEWS WITH A VARIETY OF AVIATION LEADERS AND INSPIRATIONAL FIGURES, INCLUDING THE FAA ADMINISTRATOR, CONGRESSMEN, AIRSHOW PERFORMERS, CEOS OF MAJOR AVIATION COMPANIES, ASSOCIATION LEADERS FROM ACROSS THE AVIATION SPECTRUM, AND DOZENS OF OTHERS. IN 2012, AOPA LIVE VIDEOS WERE VIEWED OR PRESENTED 1.82 MILLION TIMES FOR 165,000 HOURS OF PLAY TIME.

AOPA LIVE THIS WEEK WAS LAUNCHED IN MAY 2012 AS A WEEKLY TV-NEWS-MAGAZINE STYLE WEBCAST TO INFORM, EDUCATE, AND ENTERTAIN GENERAL AVIATION PILOTS. THE SHOW, WITH ITS HIGH PRODUCTION QUALITIES AND REPORTING BY GENERAL AVIATION'S MOST EXPERIENCED REPORTERS, QUICKLY GREW TO BE THE LARGEST SUCH WEEKLY SHOW ABOUT AVIATION. THE TEAM REPORTED FROM SIX CONTINENTS IN 2012 ON EVERYTHING FROM NEW AIRCRAFT LAUNCHES TO SAFETY AND PROFICIENCY TECHNIQUES TO THE LATEST AOPA POLICY POSITIONS. VIEWERS TELL AOPA THE SHOW HELPS BRING IMPORTANT ADVOCACY ISSUES TO LIFE, HELPING

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

THEM BETTER UNDERSTAND COMPLEX SUBJECTS. VIDEO HAS PROVEN TO BE A POWERFUL MEANS OF COMMUNICATING WITH THE GENERAL AVIATION COMMUNITY AND AN ALSO IMPORTANT WAY TO ALERT THE AUDIENCE TO NEW AOPA AIR SAFETY INSTITUTE ONLINE COURSES AND PROGRAMS.

AOPA ALSO COMMUNICATES WITH AND EDUCATES ITS MEMBERS BY PROVIDING BOTH UNPARALLELED BREADTH AND DEPTH OF ONLINE RESOURCES-RESOURCES THAT ARE CONTINUOUSLY BEING UPDATED TO IMPROVE THEIR COMPATIBILITY WITH SMART PHONES AND MOBILE DEVICES ACROSS MULTIPLE PLATFORMS. AOPA ONLINE GIVES MEMBERS ROUND-THE-CLOCK ACCESS TO NEWS, INFORMATION, FLIGHT PLANNING RESOURCES, AIRCRAFT OWNERSHIP TOOLS, AND MORE. IN 2012 ALONE, MORE THAN 4.8 MILLION VISITORS ACCESSED MORE THAN 1 MILLION PAGES OF INFORMATION THROUGH WWW.AOPA.ORG.

AMONG THE VALUABLE TOOLS AVAILABLE EXCLUSIVELY TO AOPA MEMBERS THROUGH AOPA'S WEBSITE IS THE INTERNET-BASED FLIGHT PLANNER. MEMBERS CAN QUICKLY AND ACCURATELY PREPARE AND FILE A FLIGHT PLAN ANYWHERE THEY HAVE INTERNET ACCESS. MEMBERS CAN ALSO FIND AVIATION WEATHER REPORTS, FUEL PRICES, THE LATEST SECURITY AND AIRSPACE INFORMATION, AND OTHER TOOLS TO HELP THEM PLAN FLIGHTS THAT ARE EFFICIENT, SAFE, AND ENJOYABLE.

WITH AOPA AIRPORTS, ALSO ACCESSIBLE THROUGH AOPA ONLINE, MEMBERS CAN FIND EVERYTHING THEY NEED TO KNOW ABOUT POTENTIAL DESTINATIONS AND FUEL STOPS. UPDATED DAILY, THE DIRECTORY IS THE MOST

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
--	--

ATTACHMENT 2 (CONT'D)

COMPREHENSIVE OF ITS KIND, BRINGING TOGETHER AIRPORT INFORMATION, RUNWAY DIAGRAMS, INSTRUMENT APPROACH PLATES, MAINTENANCE INFORMATION, RADIO FREQUENCIES, FLIGHT SERVICE STATION TELEPHONE NUMBERS, AND MORE. THE DIRECTORY ALSO PROVIDES PRACTICAL TOOLS TO HELP MEMBERS GET THE MOST OUT OF A VISIT TO ANY AIRPORT, INCLUDING CONTACT INFORMATION FOR ON-AIRPORT BUSINESSES SUCH AS FIXED-BASE OPERATORS, FLIGHT SCHOOLS, AND REPAIR FACILITIES AS WELL AS INFORMATION ABOUT LOCAL RESTAURANTS, HOTELS, CAR RENTALS, AND ATTRACTIONS.

OTHER RESOURCES AVAILABLE ONLINE INCLUDE ASSISTANCE WITH VALUING AND PURCHASING AN AIRCRAFT, AVIATION MEDICAL INFORMATION AND TOOLS TO HELP PILOTS PREPARE FOR THEIR NEXT MEDICAL EXAM, GUIDELINES FOR INTERNATIONAL FLYING, REGULATORY AND AIRWORTHINESS INFORMATION, AVIATION CLASSIFIEDS, AND AIRCRAFT AND AVIONICS REVIEWS.

ONLINE VISITORS CAN ALSO STAY UP TO DATE WITH AOPA'S ADVOCACY EFFORTS AT THE FEDERAL, STATE, AND LOCAL LEVELS. PILOTS CAN USE THE SITE TO FIND THEIR LOCAL AOPA AIRPORT SUPPORT NETWORK VOLUNTEER OR BECOME VOLUNTEERS THEMSELVES. AOPA MEMBERS CAN ALSO LEARN MORE ABOUT THE WORK OF AOPA'S POLITICAL ACTION COMMITTEE AND ITS SUPPORT FOR CANDIDATES WHO REPRESENT THE INTERESTS AND CONCERNS OF AOPA'S MEMBERS AND THE GENERAL AVIATION COMMUNITY AS A WHOLE.



Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
--	--

ATTACHMENT 2 (CONT'D)

FOR NEWCOMERS TO FLYING, AOPA ONLINE OFFERS DETAILED INFORMATION ABOUT THE PROCESS AND REQUIREMENTS FOR LEARNING TO FLY, HELP FINDING A FLIGHT INSTRUCTOR AND AVIATION MEDICAL EXAMINER, AN IN-DEPTH GUIDE TO CHOOSING A TRAINING AIRCRAFT, AND INFORMATION ABOUT AVIATION CAREERS.

PILOTS WITH MORE EXPERIENCE MAY WANT TO TAKE ADVANTAGE OF INFORMATION ABOUT EARNING ADVANCED RATINGS AND CERTIFICATES AS WELL AS TRANSITIONING TO HIGH PERFORMANCE AIRCRAFT, TURBOPROPS, AND JETS. FOR CHILDREN, AOPA ONLINE OFFERS A COLLECTION OF YOUTH EDUCATION RESOURCES THAT LINK AVIATION TO MATH, SCIENCE, PHYSICS, HISTORY, AND TECHNOLOGY. IN ADDITION TO THE ONLINE PRODUCTS, PRINTED MATERIALS ARE AVAILABLE TO TEACHERS AND PILOTS AT NO CHARGE.

ALL PILOTS CAN TAKE ADVANTAGE OF AOPA ONLINE TO ACCESS THE SAFETY AND TRAINING MATERIALS AVAILABLE AT NO CHARGE THROUGH THE AOPA AIR SAFETY INSTITUTE. WITH INTERACTIVE COURSES, QUIZZES, SAFETY RESEARCH, AND MORE, THE AOPA AIR SAFETY INSTITUTE PROVIDES PILOTS WITH ENGAGING WAYS TO STAY PROFICIENT AND KEEP UP-TO-DATE WITH THE CHANGING AVIATION ENVIRONMENT.

AOPA MEMBERS CAN ALSO USE AOPA ONLINE TO ACCESS AND UPDATE ALL OF THEIR MEMBER INFORMATION AND PREFERENCES, CONNECT WITH AOPA-ENDORSED PROGRAMS, OR PURCHASE SERVICES LIKE SPECIALIZED

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
--	--

ATTACHMENT 2 (CONT'D)

MEDICAL ASSISTANCE, AVIATION INSURANCE, AND AVIATION LEGAL COUNSEL.

FOR MEMBERS WHO WANT A MORE PERSONAL ENCOUNTER, AOPA HOSTS AND ATTENDS A WIDE VARIETY OF AVIATION EVENTS THROUGHOUT THE YEAR. AOPA'S AVIATION SUMMIT IS HELD IN THE AUTUMN EACH YEAR, ALTERNATING BETWEEN LOCATIONS IN THE UNITED STATES. AOPA'S AVIATION SUMMIT IN 2012 WAS HELD IN PALM SPRING, CA AND HOSTED OVER 9,200 ATTENDEES. THE EVENT BOASTED MORE THAN 100 HOURS OF EDUCATIONAL SEMINARS, FORUMS AND SPEECHES FROM SOME OF THE MOST SIGNIFICANT NAMES IN AVIATION TODAY, A LARGE AND DIVERSE AIRCRAFT EXHIBIT, AND NUMEROUS SOCIAL EVENTS THAT ENHANCE THE ALREADY STRONG SENSE OF COMMUNITY AMONG GENERAL AVIATION PILOTS AND ENTHUSIASTS.

IN ADDITION, AOPA HOSTS TOWN-HALL-STYLE MEETINGS AT AIRPORTS NATIONWIDE THROUGHOUT THE YEAR. THE ASSOCIATION ALSO HAS A MAJOR PRESENCE AT IMPORTANT GENERAL AVIATION EVENTS, INCLUDING SUN 'N FUN, NBAA'S ANNUAL CONVENTION, AND AIRVENTURE. AT ALL OF THESE EVENTS, AOPA STAFF PROVIDES SERVICES TO MEMBERS, NEWS COVERAGE, AND MORE.

SERVICES

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

AOPA MEMBERS HAVE ACCESS TO A WIDE RANGE OF SERVICES AND PRODUCTS FROM AOPA AND AOPA PARTNERS. WITH A TEAM OF DEDICATED SERVICE SPECIALISTS, AOPA HAS THE RESOURCES TO ANSWER VIRTUALLY ANY AVIATION-RELATED QUESTION MEMBERS MAY HAVE.

IN ADDITION TO HAVING ONLINE ACCESS TO THEIR MEMBER INFORMATION, AOPA MEMBERS CAN CALL AOPA'S MEMBER SERVICE REPRESENTATIVES TO RENEW OR UPDATE THEIR MEMBERSHIPS, CHANGE THEIR PREFERENCES, ENROLL IN OR CANCEL SERVICES, AND GET INFORMATION ON AOPA'S MEMBER PRODUCTS. THIS TEAM OF SERVICE PROFESSIONALS FIELDS MORE THAN 154,000 CONTACTS EACH YEAR, CONNECTING MEMBERS TO EXACTLY THE PEOPLE AND INFORMATION THEY NEED, WHETHER THE CONTACT IS MADE THROUGH E-MAIL, THE WEB, OR THE PHONE. THIS TEAM STRIVES TO RESOLVE ANY AND ALL MEMBER ISSUES IN THE FIRST CONTACT-GIVING MEMBERS THE SATISFACTION OF KNOWING THAT THEIR CONCERNS AND QUESTIONS WILL BE ADDRESSED CORRECTLY THE FIRST TIME.

WHENEVER AN AOPA MEMBER HAS AN AVIATION-RELATED QUESTION, THEY CAN CALL THE AOPA PILOT INFORMATION CENTER TO GET FAST AND ACCURATE ANSWERS. WITH A TEAM OF FLIGHT INSTRUCTORS, AIRLINE TRANSPORT RATED PILOTS, AVIATION MECHANICS, AIRPORT MANAGERS, AVIATION MEDICAL SPECIALISTS, AND OTHER AVIATION EXPERTS ON CALL, THE PILOT INFORMATION CENTER TAKES PRIDE IN BEING ABLE TO ASSIST AOPA MEMBERS WITH ANY QUERY. DURING 2012, THE CENTER RESPONDED TO MORE THAN 120,000 CONTACTS COVERING ISSUES AS DIVERSE AS INTERNATIONAL

Name of the organization AIRCRAFT OWNERS AND PILOTS ASSOCIATION	Employer identification number 52-0636210
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ATTACHMENT 2 (CONT'D)

FLIGHT PLANNING, AIRCRAFT OWNERSHIP, FLIGHT TRAINING FOR PRIMARY AND ADVANCED PILOTS, AIRCRAFT MAINTENANCE, REGULATORY INTERPRETATIONS, AIRSPACE, AIR TRAFFIC CONTROL, AND MORE.

THE MEDICAL STAFF RESPONDS TO MEMBER QUESTIONS COVERING A SPECTRUM OF MEDICAL CONDITIONS FROM QUESTIONS ABOUT COLOR VISION AND HIGH BLOOD PRESSURE TO KIDNEY STONES AND HEART DISEASE. THE MEDICAL STAFF'S UNIQUE LEVEL OF AERO-MEDICAL EXPERTISE HAS ENABLED THEM TO WORK CLOSELY WITH THE FAA AERO-MEDICAL DIVISION IN OKLAHOMA CITY AND WASHINGTON, D.C., TO ENSURE THAT THE INFORMATION PROVIDED TO MEMBERS IS ACCURATE AND COMPREHENSIVE, AND THAT OUR ADVOCACY EFFORTS RESULT IN THE BEST POSSIBLE OUTCOME FOR THE MEMBER. OUR CLOSE WORKING RELATIONSHIP WITH FAA AEROMEDICAL AFFORDS AOPA MEMBERS THE INDUSTRY'S FOREMOST EXPERTISE AND ASSISTANCE IN OBTAINING SPECIAL ISSUANCE MEDICAL CERTIFICATES.

THE PILOT INFORMATION CENTER IS AVAILABLE TO ALL MEMBERS BY PHONE AT 800/872-2672 OR VIA E-MAIL PILOTASSIST@AOPA.ORG.

ATTACHMENT 3FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

BAHAMAS

CAYMAN ISLANDS

Name of the organization

AIRCRAFT OWNERS AND PILOTS ASSOCIATION

Employer identification number

52-0636210

ATTACHMENT 4FORM 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 5990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
COOPER CONSULTING INC 11321 BEDFORDSHIRE AVE POTOMAC, MD 20854	SOFTWARE CONSULTANT	574,150.
MARKETING GENERAL 625 N WASHINGTON STREET ALEXANDRIA, VA 22314	MARKETING AGENCY	1,203,637.
BAKER BOTTS LLP 1299 PENNSYLVANIA AVE, NW WASHINGTON, DC 20004	LEGAL	970,256.
AOPA MEMBERSHIP PUBLICATIONS, INC. 421 AVIATION WAY FREDERICK, MD 21701	MAG PROD/COMM SVCS	8,084,013.
VALTIM INCORPORATED PO BOX 114 FOREST, VA 24551	MARKETING	1,408,732.

ATTACHMENT 6FORM 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>
SUBSIDIARY FEES (NET)	2,099,347.	2,553,178.	-453,831.	
PROFESSIONAL CONSULTING	774,124.	482,419.	291,705.	

Name of the organization

AIRCRAFT OWNERS AND PILOTS ASSOCIATION

Employer identification number

52-0636210

ATTACHMENT 6 (CONT'D)FORM 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>
COMMISSIONS	89,654.	89,654.	0	
AGENCY TEMPS	104,107.	66,075.	38,032.	
MARKETING AGENCY	926,494.	926,494.	0	
MAILING SERVICE	971,995.	964,550.	7,445.	
ART & CREATIVE	222,417.	218,386.	4,031.	
PURCHASED SERVICES-OTHER	763,105.	566,517.	196,588.	
VIDEO PRODUCTION	34,665.	34,665.	0	
PERSONNEL PLACEMENT & AGENCY	112,838.	107,309.	5,529.	
TOTALS	<u>6,098,746.</u>	<u>6,009,247.</u>	<u>89,499.</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

AIRCRAFT OWNERS AND PILOTS ASSOCIATION

Employer identification number

52-0636210

**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) THE AOPA FOUNDATION, INC. 208817225 421 AVIATION WAY FREDERICK, MD 21701	CHARITABLE	MD	501C3	7	AOPA	X	
(2) AOPA POLITICAL ACTION COMMITTEE 563014117 421 AVIATION WAY FREDERICK, MD 21701	PAC		527	N/A	AOPA	X	
(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	N/A	C CORP	6,854,665.	6,413,536.	100.0000	X	
(2) AOPA MEMBERSHIP PUBLICATIONS, INC. ----- 522055960 421 AVIATION WAY FREDERICK, MD 21701	MAGAZINES	MD	N/A	C CORP	17,160,437.	3,048,077.	100.0000	X	
(3) AOPA INSURANCE AGENCY ----- 521813554 1995 MIDFIELD ROAD WICHITA, KS 67209	INSURANCE	MD	N/A	C CORP	6,532,045.	5,386,753.	100.0000	X	
(4) AOPA FLIGHT TECHNOLOGIES INC ----- 454565150 421 AVIATION WAY FREDERICK, MD 21701	AVIATION PRODUCTS	DE	N/A	C CORP	22,838.	-204,425.	100.0000	X	
(5) AOPA HOLDINGS CORPORATION ----- 461036265 421 AVIATION WAY FREDERICK, MD 21701	HOLDINGS COMPANY	DE	N/A	C CORP	0	273,207.	100.0000	X	
(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)	X	
<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) THE AOPA FOUNDATION, INC	C	234,900.	FMV
(2) AOPA SERVICE CORPORATION	M	240,000.	FMV
(3) AOPA MEMBERSHIP PUBLICATIONS INC	M	8,084,013.	FMV
(4) THE AOPA FOUNDATION, INC	N, O, Q	3,865,381.	FMV
(5) AOPA POLITICAL ACTION COMMITTEE	Q	74,962.	FMV
(6) AOPA SERVICE CORPORATION	N, Q	1,995,546.	FMV

**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	<b>1a</b>	
<b>b</b> Gift, grant, or capital contribution to related organization(s)	<b>1b</b>	
<b>c</b> Gift, grant, or capital contribution from related organization(s)	<b>1c</b>	
<b>d</b> Loans or loan guarantees to or for related organization(s)	<b>1d</b>	
<b>e</b> Loans or loan guarantees by related organization(s)	<b>1e</b>	
<b>f</b> Dividends from related organization(s)	<b>1f</b>	
<b>g</b> Sale of assets to related organization(s)	<b>1g</b>	
<b>h</b> Purchase of assets from related organization(s)	<b>1h</b>	
<b>i</b> Exchange of assets with related organization(s)	<b>1i</b>	
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)	<b>1j</b>	
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)	<b>1k</b>	
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)	<b>1l</b>	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)	<b>1m</b>	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<b>1n</b>	
<b>o</b> Sharing of paid employees with related organization(s)	<b>1o</b>	
<b>p</b> Reimbursement paid to related organization(s) for expenses	<b>1p</b>	
<b>q</b> Reimbursement paid by related organization(s) for expenses	<b>1q</b>	
<b>r</b> Other transfer of cash or property to related organization(s)	<b>1r</b>	
<b>s</b> Other transfer of cash or property from related organization(s)	<b>1s</b>	

**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) AOPA INSURANCE AGENCY	Q	3,249,414.	FMV
(2) AOPA MEMBERSHIP PUBLICATIONS, INC	J,N,Q	7,756,168.	FMV
(3) AOPA SERVICE CORPORATION	R	6,334,994.	FMV
(4) AOPA MEMBERSHIP PUBLICATIONS, INC	R	77,059.	FMV
(5) THE AOPA FOUNDATION, INC	R	778,663.	FMV
(6) AOPA INSURANCE AGENCY	E	1,250,000.	FMV

**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 . . . . .	<b>1a</b>	
<b>b</b> Gift, grant, or capital contribution to related organization(s) . . . . .	<b>1b</b>	
<b>c</b> Gift, grant, or capital contribution from related organization(s) . . . . .	<b>1c</b>	
<b>d</b> Loans or loan guarantees to or for related organization(s) . . . . .	<b>1d</b>	
<b>e</b> Loans or loan guarantees by related organization(s) . . . . .	<b>1e</b>	
<b>f</b> Dividends from related organization(s) . . . . .	<b>1f</b>	
<b>g</b> Sale of assets to related organization(s) . . . . .	<b>1g</b>	
<b>h</b> Purchase of assets from related organization(s) . . . . .	<b>1h</b>	
<b>i</b> Exchange of assets with related organization(s) . . . . .	<b>1i</b>	
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) . . . . .	<b>1j</b>	
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) . . . . .	<b>1k</b>	
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) . . . . .	<b>1l</b>	
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) . . . . .	<b>1m</b>	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .	<b>1n</b>	
<b>o</b> Sharing of paid employees with related organization(s) . . . . .	<b>1o</b>	
<b>p</b> Reimbursement paid to related organization(s) for expenses . . . . .	<b>1p</b>	
<b>q</b> Reimbursement paid by related organization(s) for expenses . . . . .	<b>1q</b>	
<b>r</b> Other transfer of cash or property to related organization(s) . . . . .	<b>1r</b>	
<b>s</b> Other transfer of cash or property from related organization(s) . . . . .	<b>1s</b>	

**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) AOPA SERVICE CORPORATION	E	850,000.	FMV
(2) AOPA HOLDINGS CORPORATION	N, Q	1,159,924.	FMV
(3) AOPA FLIGHT TECHNOLOGIES INC	N, Q	406,012.	FMV
(4) AOPA INSURANCE AGENCY	F	500,000.	FMV
(5) AOPA SERVICE CORPORATION	F	1,495,655.	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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