TAX RETURN FILING INSTRUCTIONS

** FORM 990 PUBLIC DISCLOSURE COPY **

FOR THE YEAR ENDING

December 31, 2013

Prepared for	
	The Air Force Museum Foundation, Inc. P.O. Box 33624
	Wright Patterson AFB, OH 45433-0624
Prepared by	
	Deloitte Tax LLP 250 East Fifth Street, Suite 1900 Cincinnati, OH 45202
Amount due or refund	Not applicable
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Not applicable
Return must be mailed on or before	Not applicable
Special Instructions	This copy of the return is provided ONLY for Public Disclosure purposes. Any confidential information regarding large donors has been removed.

Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

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

Α	For th	e 2013 calendar year, or tax year beginning	and e	ending	_	
В	Check if applicab	C Name of organization			D Employer ident	ification number
	Addre	The Air Force Museum Foundation, Inc.				
Ē	Name Chang				31-06	668800
Ē	Initial return	A second		Room/suite	E Telephone numb	her
Ē	Termi				· ·)258-1218
F	Amen	ded			G Gross receipts \$	45,853,062.
Ē	Applic	Wright Patterson AFB, OH 45433-0624	•		H(a) Is this a group	
	pendi	F Name and address of principal officer:Mr. Robert J. Suttman I.	I		for subordinat	
		same as C above			H(b) Are all subordinate	—
$\overline{}$	Tax-ex	empt status: X 501(c)(3) 501(c) () ((insert no.) 4947((a)(1) o	r 527	1 ' '	n a list. (see instructions)
		te: www.airforcemuseum.com	()() -		H(c) Group exempt	,
		f organization: X Corporation Trust Association Other		L Year		M State of legal domicile: OH
	art I	Summary				
	$\overline{1}$	Briefly describe the organization's mission or most significant activities: Sul	pport	of the	National Museum	1
Governance	-	of the United States Air Force.				
rna	2	Check this box if the organization discontinued its operations or o	dispos	ed of more	than 25% of its net	assets.
o Ve	3	Number of voting members of the governing body (Part VI, line 1a)	-			3 27
Ğ	4	Number of independent voting members of the governing body (Part VI, line				4 27
8	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)				5 50
iţį	6	Total number of volunteers (estimate if necessary)				6 47
Activities &	7 a	Total unrelated business revenue from Part VIII, column (C), line 12				7a 0.
⋖		Net unrelated business taxable income from Form 990-T, line 34				7b 0.
		,			Prior Year	Current Year
Φ	8	Contributions and grants (Part VIII, line 1h)			2,987,692	
Revenue	9	Program service revenue (Part VIII, line 2g)			947,235	5. 815,204.
eve	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)			494,872	2. 298,982.
Œ	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			1,394,936	6. 1,291,407.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line			5,824,735	5. 4,541,237.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)			(0. 37,250,185.
	14	Benefits paid to or for members (Part IX, column (A), line 4)			(0. 0.
Ś	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5			1,472,076	6. 1,371,592.
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)			(0. 0.
ę e	b		574,0			
Ŵ	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)			1,477,465	5. 1,466,348.
		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)			2,949,543	1. 40,088,125.
	19	Revenue less expenses. Subtract line 18 from line 12			2,875,194	435,546,888.
Net Assets or Fund Balances	3			Ве	ginning of Current Yea	End of Year
Sets	20	Total assets (Part X, line 16)			43,770,483	16,906,886.
t As	21	Total liabilities (Part X, line 26)			232,055	5. 8,841,369.
		Net assets or fund balances. Subtract line 21 from line 20			43,538,428	8,065,517.
$\overline{}$	art II	Signature Block				
		alties of perjury, I declare that I have examined this return, including accompanying sch			•	my knowledge and belief, it is
true	e, corre	ct, and complete. Declaration of preparer (other than officer) is based on all information	n of wh	ich preparer	has any knowledge.	
		Cianature of officer			Doto	
Sig	ın	Signature of officer			Date	
He	re	Mr. Robert J. Suttman II, Treasurer Type or print name and title	<i>(</i> :	Λ		
				<i>/</i>	Date Check	PTIN
D-'		Print/Type preparer's name Print/Type preparer's signature	1		.5/6/14 If	D01407105
Pai		Rebecca Lyons	MOIN	self-emp		
	parer	Firm's name Deloitte Tax LLP		<u> </u>	Firm's EIN	86-1065772
US	Only	Firm's address 250 East Fifth Street, Suite 1900		-	, , , , , , , , , , , , , , , , , , ,	E12\ 704 7100
_	:	Cincinnati, OH 45202			Phone no. (5	513) 784-7100
Мa	v the I	RS discuss this return with the preparer shown above? (see instructions)				X Yes No

Pa	rt III Statement of Program Service Accomplishments	<u> </u>
	Check if Schedule O contains a response or note to any line in this Part III	X
1	Briefly describe the organization's mission:	
	To assist in developing and increasing the facilities of the National	
	Museum of the United States Air Force and to portray and preserve the	
	history of the United States Air Force and its predecessor services by	
	exhibiting aeronautical items associated with celebrated events,	
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 X 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 X 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 of	· •
	revenue, if any, for each program service reported.	
4a	(Code:) (Expenses \$ 1,145,652. including grants of \$) (Revenue \$	2,008,310.)
	Operation of a Museum Store (including a significant book store of USAF	
	and related educational materials) and Theatre and simulators in	
	accordance with the Foundation's exempt purpose. Operation of 2 small	
	cafe-style eating facilities. Operations include publicizing the Museum	
	and furthering its educational benefits to 1 million visitors/year.	
4b	(Code:) (Expenses \$ 186,351. including grants of \$) (Revenue \$	175,610.)
	Provide assistance for Museum Operations, including facility	
	improvements, promotion of the Museum and its many varied activities,	
	support for the volunteer program and volunteer recognition, support	
	for the nationally recognized lecture series by notable airman and	
	space-related persons, support for the Museum educational programs	
	including spacecamp, teacher training, home school events, and other	
	educational activities and support for Museum special events such as	
	military group reunions, concerts, exhibit openings, etc.	
4c	(Code:) (Expenses \$ 37,250,185. including grants of \$ 37,250,185.) (Revenue \$)
	Donate funds to the United States Air Force for facility improvement	
	and expansion. The current expansion project is set to add 224,000 sq.	
	ft. of exhibit space comprised of four new galleries including a space	
	gallery presenting the Air Force role in space, a presidential aircraft	
	gallery displaying 'Air Force One' aircraft, a global reach gallery	
	showing the important role of airlift in military operations, and a	
	Research and Development gallery showing experimental air crafts. The	
	Air Force Museum Foundation donated an initial \$750,000 in 2010 for	
	design and preliminary testing. Then in 2013 the Air Force Museum	
	Foundation gave an additional \$37.2M for the project. The Air Force	
	Museum Foundation will continue fund-raising efforts to provide	
	approximately \$4 million in additional funding to the Museum for	
4d	Other program services (Describe in Schedule O.)	
	(Expenses \$ including grants of \$) (Revenue \$)
4e	Total program service expenses 38,582,188.	,
		Form 990 (2013)

Part IV Checklist of Required Schedules

			Yes	No			
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	х				
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Х				
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for						
Ū	public office? If "Yes," complete Schedule C, Part I	3		Х			
4	ection 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect						
	during the tax year? If "Yes," complete Schedule C, Part II	4		Х			
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		х			
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to						
·	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		х			
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,						
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		Х			
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		х			
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for						
	amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		х			
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent						
	endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10		х			
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.						
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	Х				
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total						
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		Х			
С	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total						
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		Х			
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			v			
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	v	Х			
	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	Х				
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	446		х			
120	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete	11f		Λ			
ıza	Schedule D. Parts XI and XII	12a	х				
b	Was the organization included in consolidated, independent audited financial statements for the tax year?						
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		х			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		Х			
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		Х			
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,						
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000						
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		Х			
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any			v			
	foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		Х			
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to	40		Х			
17	or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16					
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	17		Х			
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		Х			
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		х			
20a		20a		Х			
	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b					

Form 990 (2013) The Air Force Museum Foundate Part IV Checklist of Required Schedules (continued)

			Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	х	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		х
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete			х
04-	Schedule J	23		
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the			
	last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a	24a		х
h	Schedule K. If "No", go to line 25a Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease	240		
·	any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a			
	disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		Х
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and			
_	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete			
	Schedule L, Part I	25b		х
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or			
	former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so,			
	complete Schedule L, Part II	26		Х
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial			
	contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member			
	of any of these persons? If "Yes," complete Schedule L, Part III	27		Х
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):			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		Х
	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		Х
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer,			
	director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		Х
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Х	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation			
	contributions? If "Yes," complete Schedule M	30	Х	
31	Did the organization liquidate, terminate, or dissolve and cease operations?	١		.,
	If "Yes," complete Schedule N, Part I	31		Х
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete			х
22	Schedule N, Part II Did the organization own 100% of an entity disregarded as separate from the organization under Regulations	32		Α
33	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		х
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and	33		
J -1		34		х
252	Part V, line 1 Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity	33a		
	within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?	555		
	If "Yes," complete Schedule R, Part V, line 2	36		х
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		х
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	<u> </u>		
	Note. All Form 990 filers are required to complete Schedule O	38	х	
		_	_	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Second Price Seco		Check if Schedule O contains a response or note to any line in this Part V										
b Enter the number of Forms W26 included in line 1a. Enter of Irind applicable 10 10 10 10 10 10 10 1						Yes	No					
b Enter the number of Forms W26 included in line 1a. Enter of Irind applicable 10 10 10 10 10 10 10 1	1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	25								
c Dit the organization comply with backup withholding rules for reportable gamments to vendors and reportable gaming (gammling) withings to prize withinsers? 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 50 If all tests one is reported on line 2a, did the organization file all required federal employment tax returns? 2b If the organization have unreaded business gross income of \$1,000 or more during the year? 3a If the organization have unreaded business gross income of \$1,000 or more during the year? 3a A Early time during the calendar year, did the organization flow an explanation in Schedule O. 3b If "Yes," has it filed a Form 990.1 for this year? If "No," to fire 3b, provide an explanation in Schedule O. 3b If "Yes," a file the the name of the foreign country (such as a bank account, securities account, or other financial account)? 4a A Early time the name of the foreign country. 5b If "Yes," a file the foreign country (such as a bank account, securities account, or other financial Accounts. 5c Was the organization have in the foreign country. 5c Was the organization have the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 88661? 5c If "Yes," to line 5a orb, did the organization file form 98661? 5c If "Yes," to line 5a orb, did the organization file form 9861. 5c If the organization stat	b		1b	0								
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the caendary year ending with or within the year covered by this return b if at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) 3a Did the organization have unrealed business gross income of \$1,000 or more during the year? 3a X b if "Yes," has it filed a Form 990-T for this year? If "No," to fine 3b, provide an explanation in Schedule O 3b A At any time during the calendary avar, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts? b if "Yes," an inter the name of the foreign country? See instructions for filing requirements for Form TD F 90.22.1, Report of Foreign Bank and Financial Accounts. 5a Was the organization a party to a prohibited tax shelter transaction at year? 5b Did any taxeble party notify the organization file Form 8868-T7 6c If "Yes," to line 5a or 5b, did the organization file Form 8868-T7 6d Does the organization include with every solication an express statement that such contributions or gifts were not tax deductible? 7 Organization start may receive deductible contributions under section 170(c). b if "Yes," did the organization include with every solication an express statement that such contributions or gifts were not tax deductible? 7 To Understand the number of Forms 8262 filed during the year b if the organization seeding apply and the property of the value of the goods or services provided? 7 Did the organization receive a payment in excess of \$75 made party as a contribution of party for goods and services provided to the payor? 7 To Understand the number of Forms 8262 filed during the year b if the organization received a contribution of care, boats, an inpla	С	Did the organization comply with backup withholding rules for reportable payments to vendors and re	eporta	ble gaming								
tiled for the calendary year ending with or within the year covered by this return 1		(gambling) winnings to prize winners?			1c	х						
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b X Total Content of the sum of lines 1 as and 2a is greater than 250, you may be required to e-file (see instructions) 3a Did the organization have unrelated business pross income of \$1,000 or more during the year? 3a At any time during the calendary vaer, did the organization have an interest in, or a signature or other authority over, a financial account, in a foreign country (such as a bank account, securities account, or other financial accountly? 4a At any time the the name of the foreign country ★	2a											
b If a least one is reported on line 2a, did the organization file all required feeral employment tax returns? Note, if the sum of lines 1 and 2a is greater than 250, you may be required to ~ fell (see instructions) 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a At any time during the calendary year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accountly? 4a At any time the raine and the foreign country Such as a bank account, securities account, or other financial accountly? 5b If "Yes," inter the name of the foreign country (such as a bank account, securities account, or other financial accountly? 5c Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5c Was the organization a party to a prohibited tax shelter transaction? 5c If "Yes," to line 5a or 5b, did the organization that it was or is a party to a prohibited fax shelter transaction? 5c If Yes," to line 5a or 5b, did the organization that it was or is a party to a prohibited fax shelter transaction? 5c If Yes," to line 5a or 5b, did the organization that it was or is a party to a prohibited fax shelter transaction solicit any contributions that were not tax deductible as charitable contributions? 6c If Yes," to line 5a or 5b, did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 7c Organization state way receive deductible contributions under section 170(c). 8d If Yes," indicate the number of Forms 8282 field during the year 9 Did the organization selevel a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7d If Yes," indicate the number of Forms 8282 field during the year 9 Did the organization, during the year, pay premiums of the payor of the organization		filed for the calendar year ending with or within the year covered by this return	2a	50								
3a Dit the organization have unrelated business gross income of \$1,000 or more during the year? bif 1'Yes, 'has it flied a Form 9901 for this year? If 'No, '' to Iran 8, provide an explanation in Schedule O da At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts. bif 1'Yes, 'rent the name of the foreign country: ► See instructions for fling requirements for Form TD F 90.22.1, Report of Foreign Bank and Financial accounts. 5a Was the organization on Party to a prohibited tax shelter transaction at any time during the tax year? 5a Was the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as chariable contributions? 6b If 'Yes, 'relate the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 7b If 'Yes, 'relate the organization include with every solicitation and party for goods and services provided to the payor? 7c If 'Yes, 'related the organization that fly was on contributions and party for goods and services provided to the payor? 7c If 'Yes, 'related the organization necessed 5/5 made partly as a contribution and party for goods and services provided to the payor? 7b If 'Yes, 'related the organization necessed apayment in excess of 5/5 made partly as a contribution and party for goods and services provided to the payor? 7c If 'Yes, 'related the organization sells, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7d If 'Yes, 'related the organization flee year, pay permittimes, directly or indirectly, to a pay permittime organization flee Form 8899 as required? 7f If the organization received a contribution of clars, boats, ariplanes, or other vehicles, did the organization flee For	b	If at least one is reported on line 2a, did the organization file all required federal employment tax retur	ns?		2b	х						
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f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? 9 Sponsoring organizations maintaining donor advised funds. a Did the organization make any taxable distributions under section 4966? b Did the organization make a distribution to a donor, donor advisor, or related person? 9 b D D D D D D D D D D D D D D D D D D	d	If "Yes," indicate the number of Forms 8282 filed during the year	7d									
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b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O14b			13c		4.6		v					
							^					
	b	if the string a form 720 to report these payments? If two, provide an explanation in Schedule	₹U			000	(2012)					

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

	to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.										
	Check if Schedule O contains a response or note to any line in this Part VI			Х							
Sec	tion A. Governing Body and Management										
			Yes	No							
1a	Enter the number of voting members of the governing body at the end of the tax year	7									
	If there are material differences in voting rights among members of the governing body, or if the governing										
	body delegated broad authority to an executive committee or similar committee, explain in Schedule O.										
b	Enter the number of voting members included in line 1a, above, who are independent 1b 2'	7									
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other										
	officer, director, trustee, or key employee?										
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision										
	of officers, directors, or trustees, or key employees to a management company or other person?	3		X							
4											
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X							
6	Did the organization have members or stockholders?	6		Х							
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or	l _									
	more members of the governing body?	7a		Х							
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or	l									
_	persons other than the governing body?	7b		Х							
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		v								
a	The governing body?	8a	X								
b	Each committee with authority to act on behalf of the governing body?	8b									
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the	9		х							
S00	organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		Λ							
360	tion b. Folicies (mis Section B requests information about policies not required by the internal nevertue Gode.)		Yes	No							
10a	Did the organization have local chapters, branches, or affiliates?	10a	163	X							
	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates,	104									
b	and branches to ensure their operations are consistent with the organization's exempt purposes?	10b									
11a	1a 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											
b											
С											
	in Schedule O how this was done	12c	х								
13	Did the organization have a written whistleblower policy?	13	Х								
14	Did the organization have a written document retention and destruction policy?	14	Х								
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?										
а	The organization's CEO, Executive Director, or top management official	15a	Х								
b	Other officers or key employees of the organization	15b	Х								
	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?	16a		Х							
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										
<u> </u>	exempt status with respect to such arrangements?	16b									
	tion C. Disclosure										
17	List the states with which a copy of this Form 990 is required to be filed None		1-								
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)	avallab	не								
	for public inspection. Indicate how you made these available. Check all that apply. Apothor's website X Lipper request. Othor (oxplain in Schodulo O)										
10	Own website Another's website Upon request Other (explain in Schedule O)	d fir-	nois!								
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, are statements available to the public during the tox year.	iu iinai	icial								
20	statements available to the public during the tax year. State the name, physical address, and telephone number of the person who possesses the books and records of the organization.	tion:									
20	Michael P. Imhoff - (937)258-1218	itiOi I.	_								
	P.O. Box 33624, Wright Patterson AFB, OH 45433										
	, = , , , , , , , , , , , , , , , , , ,										

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

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

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

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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.

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

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

(A) Name and Title	(B) Average hours per week	box	Positio (do not check mor box, unless persor officer and a direct				h an	(D) Reportable compensation from	(E) Reportable compensation from related	(F) Estimated amount of other
	(list any hours for related organizations below line)	Individual trustee or director	In stitutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations
(1) Lt Gen(Ret) Richard V. Reynolds	5.80									
Chairman, Board of Managers	0.00	Х		Х				0.	0.	0.
(2) Mr. Gregory G. Lockhart	1.60									
President		Х	-	Х				0.	0.	0.
(3) Mr. Gary G. Stephenson	1.70									0
Vice President		Х		Х				0.	0.	0.
(4) Maj Gen (Ret) Charles S. Cooper	0.00	ļ "		,,				0.	0.	0
Secretary (end 5/13) (5) Ms. Frances A. Duntz	1.90			Х				0.	0.	0.
	0.00	₩.		х				0.	0.	0.
Secretary (6) Mr. Robert J. Suttman II, CFA	2.90	^		Λ				0.	0.	0.
Treasurer	0.00			х				0.	0.	0.
(7) Dr. Deborah E. Barnhart,	0.30	Δ.		Λ				· · ·	0.	
CAPT (Ret), USN, Trustee (start 9/13	0.00	x						0.	0.	0.
(8) Gen (Ret) William J. Begert	0.50									
Trustee	0.00	x						0.	0.	0.
(9) The Honorable Claude M. Bolton	1.60								- •	
Trustee	0.00	x						0.	0.	0.
(10) Col (Ret) Mark N. Brown	0.80							-	-	
Trustee	0.00	x						0.	0.	0.
(11) Dr. Thomas J. Burns, Ph.D.	0.80									
Trustee	0.00	x						0.	0.	0.
(12) Lt Gen. Charles H.	0.80									
Coolidge Jr., Trustee	0.00	х						0.	0.	0.
(13) Mr. David C. Evans	1.20									
Trustee	0.00	х						0.	0.	0.
(14) Lt Gen (Ret) Lawrence P.	0.30									
Farrell Jr., Trustee	0.00	х						0.	0.	0.
(15) Mr. Charles J. Faruki	1.30									
Trustee	0.00	х						0.	0.	0.
(16) Col (Ret) Michael B. Goetz	0.90									
Trustee	0.00	Х						0.	0.	0.
(17) Maj Gen (Ret) E. Ann Harrell	0.80									
Trustee	0.00	Х						0.	0.	0.

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Part VII Section A. Officers, Directors, Trus	tees, Key Em	ploy	/ees	, an	d Hi	ighe	st (Compensated Employe	es (continued)			
(A)	(B)			•	C)			(D)	(E)		(F)	
Name and title	Average	(do	Position (do not check more than one box, unless person is both an officer and a director/trustee)					Reportable	Reportable	E	stimate	∍d
	hours per	box						compensation	compensation	a	mount	of
	week	H-	T a	luau	III ecil	Jirus	lee)	⊢ πrom	from related		other	
	(list any hours for	trustee or director						the	organizations		npensa	
	related	ordi	ee			sated		organization (W-2/1099-MISC)	(W-2/1099-MISC)	1	rom th ganizat	
	organizations	rustee	trus		88	ubeu		(88-271099-181130)		ı `	yarıızar ıd relat	
	below	dual t	tiona	_	nploy	st cor	<u></u>			1	anizati	
	line)	Individual	Institutional trustee	Officer	Key employee	Highest compensated employee	Forme					
(18) Col (Ret) William S. Harrell	1.50											
Trustee	0.00	Х						0.	0.	,		0.
(19) Mr. Jon G. Hazelton	0.60											
Trustee (end 5/13)	0.00	Х						0.	0 .			0.
(20) CM Sgt(Ret) Eric R. Jaren	0.30											
Trustee (start 5/13)	0.00	Х						0.	0.	<u> </u>		0.
(21) Mr. Charles F. Kettering III	0.90	1						_	_			_
Trustee	0.00	Х						0.	0.	<u> </u>		0.
(22) Mr. Patrick L. McGohan	0.70	┨										•
Trustee (end 5/13)	0.00	Х						0.	0.	-		0.
(23) Col (Ret) Pamela A. Melroy	0.70	-										_
Trustee	0.00	Х						0.	0 .	-		0.
(24) Gen (Ret) T. Michael Moseley	0.20	┨										•
Trustee	0.00	Х		_				0.	0 .	-		0.
(25) Col (Ret) Susan E. Richardson	1.00	١							0			•
Trustee	0.00	Х						0.	0 .	-		0.
(26) Gen (Ret) Charles T. Robertson	0.80	↓						0.	0.			0.
Jr., Trustee			<u> </u>	<u> </u>				0.	0.	+		0.
1b Sub-total c Total from continuation sheets to Part V								243,697.	0.	+	7	,175.
d Total (add lines 1b and 1c)								243,697.	0			,175.
Total number of individuals (including but r							no r	· · · · · · · · · · · · · · · · · · ·	000 of reportable			
compensation from the organization						- ,		, , , , , , , , , , , , , , , , , , ,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			2
											Yes	No
3 Did the organization list any former officer	, director, or tri	uste	e, ke	ey er	nplo	oyee	, or	highest compensated e	mployee on			
line 1a? If "Yes," complete Schedule J for s										3		х
4 For any individual listed on line 1a, is the si												
and related organizations greater than \$15	0,000? If "Yes,	," co	mpl	ete S	Sche	edul	e J	for such individual		4		х
5 Did any person listed on line 1a receive or												
rendered to the organization? If "Yes " con	nolete Schedul	le J i	or s	uch	pers	son				5	1	х

Section B. Independent Contractors

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 NONE	(B) Description of services	(C) Compensation					
2	Total number of independent contractors (including but not limited to those listed above) who received more than							

See Part VII, Section A Continuation sheets

\$100,000 of compensation from the organization

Form 990 The Air Force	31-0668800									
Part VII Section A. Officers, Directors, Tru	ıstees, Key Er	nplo	oyee	es, a	nd l	High	nest	Compensated Employ	ees (continued)	
(A) Name and title	(B) Average hours	(c	heck	Pos	C) sition		olv)	(D) Reportable compensation	(E) Reportable compensation	(F) Estimated amount of
	per week (list any hours for related organizations below line)	stee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	from the organization (W-2/1099-MISC)	from related organizations (W-2/1099-MISC)	other compensation from the organization and related organizations
(27) Col (Ret) James B. Schepley	1.60	,,								
Prustee (28) Mr. Scott J. Seymour	0.00	Х				<u> </u>	<u> </u>	0.	0.	
Trustee	0.00	x						0.	0.	
(29) Mr. Philip L. Soucy	1.40					\vdash	\vdash	0.	٠.	
Trustee		x			1			0.	0.	
(30) Mr. Harry W. (Wes) Stowers, Jr.	1.30	H				\vdash			9.	
Trustee		х						0.	0.	
(31) Col (Ret) Larry H. Cooper	40.00						T			
Executive Director	0.00	1		х				142,735.	0.	5,8
(32) Col Mona R.M. Vollmer	40.00									
Chief Development Officer	0.00					Х		100,962.	0.	1,2
		<u> </u>								
Total to Part VII, Section A, line 1c								243,697.		7,1

									Page 9		
Form 990 (2013) The Air Force Museum Foundation, Inc. 31-0668800											
Part VIII Statement of Revenue											
	Check if Schedule O contains a response or note to any line in this Part VIII										
						(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	Revenue excluded from tax under sections 512 - 514		
nts nts	1	а	Federated campaigns	1a							
Contributions, Gifts, Grants and Other Similar Amounts		b	Membership dues	1b	515,188.						
S, (С	Fundraising events	1c							
F		d	Related organizations	1d							
S, in		е	Government grants (contributions)	1e							
i tio		f	All other contributions, gifts, grants, and								
ള			similar amounts not included above	1f	1,620,456.						
d d		g	Noncash contributions included in lines 1a-1f: \$_		37,671.						
<u>a 8</u>		h	Total. Add lines 1a-1f		>	2,135,644.					
					Business Code						
စ္ပ	2	a Theatre Revenue			512000	639,594.	639,594.				
Service nue		b	Museum Operations	512000	175,610.	175,610.					
๛ฃ		_						· · · · · · · · · · · · · · · · · · ·			

au				Ia	F1F 100				
2 S			Membership dues		515,188.				
ts, Ar			Fundraising events						
Contributions, Gifts, Grant and Other Similar Amount		d	Related organizations	1d					
		е	Government grants (contribut	ions) 1e					
		f	All other contributions, gifts, gran	ts, and					
			similar amounts not included abor	ve 1f	1,620,456.				
d d		g	Noncash contributions included in lines	1a-1f: \$	37,671.				
a Co		h	Total. Add lines 1a-1f			2,135,644.			
					Business Code				
o l	2	2	Theatre Revenue		512000	639,594.	639,594.		
vic.	_		Museum Operations		512000	175,610.	175,610.		
Ser		-			32200	270,020.	2,0,020.		
Program Service Revenue		C							
gra Re		d							
٦٠		e							
_			All other program service reve			815,204.			
		g	Total. Add lines 2a-2f			815,204.			
	3		Investment income (including			F27 010			E27 010
			other similar amounts)			537,910.			537,910.
	4		Income from investment of tax	· ·					
	5		Royalties						
				(i) Real	(ii) Personal				
			Gross rents						
			Less: rental expenses						
			Rental income or (loss)		1				
		d	Net rental income or (loss)		>				
	7	а	Gross amount from sales of	(i) Securities	(ii) Other				
			assets other than inventory	39,922,906	•				
		b	Less: cost or other basis						
			and sales expenses	40,158,941	. 2,893.				
		С	Gain or (loss)	-236,035	-2,893.				
		d	Net gain or (loss)		. <u></u>	-238,928.			-238,928.
<u>e</u>	8	а	Gross income from fundraising	g events (not					
Other Revenue			including \$	of					
Şe,			contributions reported on line	1c). See					
ř			Part IV, line 18	а	0.				
ţ		b	Less: direct expenses	b	77,309.				
١		С	Net income or (loss) from fund	draising events		-77,309.			-77,309.
	9	а	Gross income from gaming ac	tivities. See					
			Part IV, line 19		ı <u>[</u>				
		b	Less: direct expenses						
			Net income or (loss) from gam						
			Gross sales of inventory, less	-					
			and allowances		2,414,698.				
		b	Less: cost of goods sold		1,072,682.				
			Net income or (loss) from sale			1,342,016.	1,342,016.		
			Miscellaneous Revenu		Business Code				
	11	а	Mail Order Fees		512000	23,439.	23,439.		
			Locker Fees		512000	1,801.	1,801.		
		c				,	,		
			All other revenue		512000	1,460.	1,460.		
			Total. Add lines 11a-11d			26,700.	,		
	12	ŭ	Total revenue. See instructions.		·····	4,541,237.	2,183,920.	0.	221,673.
33200			. C.u. 10 Tollag. Occ mondollollo.		·····	-,,,•	_,,		= 22,0.0.

332009 10-29-13

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 respon:				<u>/D)</u>
	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and				
	organizations in the United States. See Part IV, line 21	37,250,185.	37,250,185.		
2	Grants and other assistance to individuals in				
	the United States. See Part IV, line 22				
3	Grants and other assistance to governments,				
	organizations, and individuals outside the				
	United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors,				
	trustees, and key employees	250,872.	113,921.	68,062.	68,889
6	Compensation not included above, to disqualified				
	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	956,023.	434,079.	259,418.	262,526
8	Pension plan accruals and contributions (include				
	section 401(k) and 403(b) employer contributions)	34,490.	12,878.	13,128.	8,484
9	Other employee benefits	36,340.	19,852.	8,373.	8,115
10	Payroll taxes	93,867.	45,088.	23,122.	25,657
11	Fees for services (non-employees):				
а	Management	56,001		56,001	
b	Legal	56,281.		56,281.	
С	Accounting	30,500.		30,500.	
d	Lobbying				
е	Professional fundraising services. See Part IV, line 17	77.060		77.060	
f	Investment management fees	77,068.		77,068.	
g	Other. (If line 11g amount exceeds 10% of line 25,	2 017	950	1 000	077
	column (A) amount, list line 11g expenses on Sch 0.)	2,817.	850.	1,090.	877 8,691
12	Advertising and promotion	55,225.	42,284.	4,250.	
13	Office expenses	179,798. 15,808.	94,491.	19,043.	66,264 1,848
14	Information technology	15,606.	13,026.	934.	1,040
15	Royalties				
16	Occupancy	17,649.	12,449.		5,200
17	Travel	17,043.	12,449.		3,200
18	Payments of travel or entertainment expenses				
40	for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	35,340.		35,340.	
20	Interest	33,310.		33,310.	
21 22	Payments to affiliates	151,578.	100,288.	47,176.	4,114
22 23		31,059.	20,472.	10,587.	-,
23 24	Other expenses. Itemize expenses not covered		20,1,2.	23,337.	
4 4	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 0.)				
а	Service Contracts	365,500.	60,676.	273,069.	31,755
b	Museum Operations	186,351.	186,351.	0.	0
c	Theatre Operations	155,963.	155,963.	0.	0
d	Printing	66,435.	0.	740.	65,695
e	All other expenses	38,976.	19,335.	3,711.	15,930
25	Total functional expenses. Add lines 1 through 24e	40,088,125.	38,582,188.	931,892.	574,045
26	Joint costs. Complete this line only if the organization	·		·	•
	reported in column (B) joint costs from a combined				
	educational campaign and fundraising solicitation.				
	Check here if following SOP 98-2 (ASC 958-720)				

31-0668800

Form 990 (2013) Part X | Balance Sheet

Pai	t X	Balance Sheet					
		Check if Schedule O contains a response or no	te to an	y line in this Part X			
					(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing			14,065.	1	17,821.
	2	Savings and temporary cash investments	1,114,473.	2	2,275,833.		
	3	Pledges and grants receivable, net			10,938,040.	3	7,957,680.
	4	Accounts receivable, net			227,175.	4	112,911.
	5	Loans and other receivables from current and for					
		trustees, key employees, and highest compens	ated en	nployees. Complete			
		Part II of Schedule L				5	
	6	Loans and other receivables from other disqual					
		section 4958(f)(1)), persons described in section	า 4958(c)(3)(B), and contributing			
		employers and sponsoring organizations of sec	tion 50	1(c)(9) voluntary			
ts		employees' beneficiary organizations (see instr)		6			
Assets	7	Notes and loans receivable, net		7			
Ä	8	Inventories for sale or use	285,461.	8	298,270		
	9	Prepaid expenses and deferred charges		31,383.	9	20,856	
	10a	Land, buildings, and equipment: cost or other					
		basis. Complete Part VI of Schedule D	10a	1,989,318.			
	b			1,120,813.	522,671.	10c	868,505
	11	Investments - publicly traded securities			30,547,033.	11	5,189,414
	12	Investments - other securities. See Part IV, line		12			
	13	Investments - program-related. See Part IV, line				13	
	14	Intangible assets	90,182.	14	165,596		
	15	Other assets. See Part IV, line 11				15	
	16	Total assets. Add lines 1 through 15 (must equ			43,770,483.	16	16,906,886
	17	Accounts payable and accrued expenses	176,655.	17	201,151		
	18	Grants payable		18			
	19	Deferred revenue			55,400.	19	64,630
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete		21			
တ္ထ	22	Loans and other payables to current and forme	r officer	s, directors, trustees,			
≝		key employees, highest compensated employee	es, and	disqualified persons.			
Liabilities		Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrela				23	8,438,500
	24	Unsecured notes and loans payable to unrelate	d third	parties		24	
	25	Other liabilities (including federal income tax, pa	yables	to related third			
		parties, and other liabilities not included on lines	s 17-24)	. Complete Part X of			
		Schedule D			0.	25	137,088
	26	Total liabilities. Add lines 17 through 25			232,055.	26	8,841,369.
		Organizations that follow SFAS 117 (ASC 958	3), chec	k here 🕨 🗓 and			
es		complete lines 27 through 29, and lines 33 ar	nd 34.				
anc	27	Unrestricted net assets			20,568,167.	27	7,605,008.
Net Assets or Fund Balances	28	Temporarily restricted net assets			22,970,261.	28	460,509.
β	29	Permanently restricted net assets				29	
Ψ		Organizations that do not follow SFAS 117 (A	SC 958	3), check here 🕨 🔲 📗			
ō		and complete lines 30 through 34.					
ets	30	Capital stock or trust principal, or current funds				30	
Ass	31	Paid-in or capital surplus, or land, building, or ed	quipme	nt fund		31	
et /	32	Retained earnings, endowment, accumulated in	ncome,	or other funds		32	
Z	33	Total net assets or fund balances			43,538,428.	33	8,065,517.
	34	Total liabilities and net assets/fund balances .			43,770,483.	34	16,906,886.

-orm	1990 (2013) The Air Force Museum Foundation, Inc.	31-0000000		Pa	ge 🔼
Pa	rt XI Reconciliation of Net Assets				
	Check if Schedule O contains a response or note to any line in this Part XI				
1	Total revenue (must equal Part VIII, column (A), line 12)	1	4	,541	,237.
2	Total expenses (must equal Part IX, column (A), line 25)	2	40	,088	,125.
3					
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	43,538,428		
5	Net unrealized gains (losses) on investments	5		-6	,670.
6	Donated services and use of facilities	6		80	,647.
7	Investment expenses	7			
8	Prior period adjustments	8			
9	Other changes in net assets or fund balances (explain in Schedule O)	9			0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33,				
	column (B))	10	8	,065	,517.
Pa	rt XII Financial Statements and Reporting				
	Check if Schedule O contains a response or note to any line in this Part XII				Щ
				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other				
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule	Ο.			
2a			2a		Х
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed	l 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?		2b	Х	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separat	e basis,			
	consolidated basis, or both:				
	Separate basis Consolidated basis Both consolidated and separate basis				
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the				
	review, or compilation of its financial statements and selection of an independent accountant?		2c	Х	
_	If the organization changed either its oversight process or selection process during the tax year, explain in Sch				
За	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Sir	-			v
	Act and OMB Circular A-133?		3a		Х
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the requ				
	or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3b	000	(0046)
			Form	330	(2013)

SCHEDULE A

(Form 990 or 990-EZ)

Public Charity Status and Public Support

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

➤ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

Inspection

Department of the Treasury Internal Revenue Service

Name of the organization The Air Force Museum Foundation, Inc. Employer identification number 31-0668800

Part I	Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.											
The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)												
1 🔲	1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).											
2	A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)											
з 🗌	A hospital or	a cooperative hospi	tal service organization	described	in section	170(b)(1)	(A)(iii).					
4	A medical res	search organization	operated in conjunction	with a hos	pital desc	ribed in se	ction 170	(b)(1)(A)(ii	i). Enter	the hospit	al's na	me,
	city, and stat	e:										
5	An organizati	ion operated for the	benefit of a college or ur	niversity o	wned or o	perated by	a govern	mental uni	t describ	ed in		
	section 170	(b)(1)(A)(iv). (Comple	ete Part II.)									
6	A federal, sta	ite, or local governm	ent or governmental uni	t describe	d in sectio	n 170(b)(1)(A)(v).					
7 X	An organizati	ion that normally rec	eives a substantial part	of its supp	ort from a	governme	ental unit c	or from the	general	public des	cribec	ni k
	section 170(b)(1)(A)(vi). (Comple	te Part II.)									
8 🖳	A community	trust described in s	ection 170(b)(1)(A)(vi).	(Complete	Part II.)							
9 📖	An organizati	ion that normally rec	eives: (1) more than 33	1/3% of its	support f	rom contri	butions, n	nembershi	p fees, a	nd gross i	eceipt	s from
	activities rela	ted to its exempt fur	nctions - subject to certa	ain excepti	ons, and (2) no more	than 33 1	1/3% of its	support	from gros	s inve	stment
	income and u	unrelated business t	axable income (less sect	tion 511 ta	x) from bu	isinesses a	acquired b	y the orga	nization	after June	30, 19	975.
	See section	509(a)(2). (Complete	e Part III.)									
10	An organizati	ion organized and or	perated exclusively to te	st for publ	ic safety.	See sectio	n 509(a)(4	1).				
11 🔲	An organizati	ion organized and or	perated exclusively for the	ne benefit	of, to perfo	orm the fu	nctions of,	or to carr	y out the	purposes	of one	e or
	more publicly	supported organiza	ations described in secti	on 509(a)(1) or section	on 509(a)(2	2). See se	ction 509(a)(3). Ch	eck the bo	x that	
	describes the	e type of supporting	organization and compl	ete lines 1	1e through	n 11h.						
	a Type I	ı ь 🗆 ту	/pe II 💢 🗀 T	ype III - Fu	nctionally	integrated	c	і 🔲 Тур	e III - Noi	n-function	ally int	egrated
е 🗀	By checking	this box, I certify tha	at the organization is not	controlled	d directly o	r indirectly	by one o	r more dis	qualified	persons o	ther th	nan
	foundation m	nanagers and other t	han one or more publicly	y supporte	ed organiza	ations des	cribed in s	ection 509	9(a)(1) or	section 5)9(a)(2).
f			ten determination from t									
	supporting of	rganization, check th	nis box									
g	Since August	t 17, 2006, has the o	organization accepted ar	ny gift or c	ontribution	n from any	of the foll	owing per	sons?			
			irectly controls, either al							,	Yes	s No
			upported organization?)	
			n described in (i) above?									
			person described in (i) o									
h			about the supported or									
		· ·		·	. ,							
(i) Name	of supported	(ii) EIN	(iii) Type of organization	(iv) Is the o	organization	(v) Did yo	u notify the	(vi) ls	the	(vii) Amou	nt of m	onetary
` '	nization	(11) = 111	(described on lines 1-9		sted in your		ion in col.	organizátio (i) organiz	on in col. ed in the		ıpport	onotary
J			above or IRC section	governing	document?	(i) of you	r support?	Ü.S	.?			
			(see instructions))	Yes	No	Yes	No	Yes	No			

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

Schedule A (Form 990 or 990-EZ) 2013

332021 09-25-13

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	ction A. Public Support						
Cale	ndar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")	1,845,468.	6,459,027.	2,134,149.	2,987,692.	2,135,644.	15,561,980.
2	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities						
	furnished by a governmental unit to						
	the organization without charge						
4	Total. Add lines 1 through 3	1,845,468.	6,459,027.	2,134,149.	2,987,692.	2,135,644.	15,561,980.
5	The portion of total contributions						
	by each person (other than a						
	governmental unit or publicly						
	supported organization) included						
	on line 1 that exceeds 2% of the						
	amount shown on line 11,						
	column (f)						5,811,279.
6	Public support. Subtract line 5 from line 4.						9,750,701.
Sec	ction B. Total Support						
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7	Amounts from line 4	1,845,468.	6,459,027.	2,134,149.	2,987,692.	2,135,644.	15,561,980.
	Gross income from interest,						
	dividends, payments received on						
	securities loans, rents, royalties						
	and income from similar sources	739,208.	703,909.	677,198.	726,592.	537,910.	3,384,817.
9	Net income from unrelated business						
	activities, whether or not the						
	business is regularly carried on	-2,711.	-1,721.				-4,432.
10	Other income. Do not include gain						
	or loss from the sale of capital						
	assets (Explain in Part IV.)	16,673.	21,682.	29,437.	29,151.	26,700.	123,643.
11	Total support. Add lines 7 through 10						19,066,008.
	Gross receipts from related activities,	etc. (see instruction	ons)			12	4,476,008.
13	First five years. If the Form 990 is for	the organization's	first, second, third	d, fourth, or fifth ta	x year as a sectio	n 501(c)(3)	
	organization, check this box and stor	here			-		
Sec	ction C. Computation of Publ	ic Support Per	rcentage				
14	Public support percentage for 2013 (I	ine 6, column (f) di	vided by line 11, co	olumn (f))		14	51.14 %
15	Public support percentage from 2012	Schedule A, Part	II, line 14			15	46.13 %
16a	33 1/3% support test - 2013. If the o	organization did no	t check the box on	line 13, and line 1	14 is 33 1/3% or n	nore, check this bo	x and
	stop here. The organization qualifies	as a publicly suppo	orted organization				▶ X
b	33 1/3% support test - 2012. If the o						
17a	and stop here. The organization qualifies as a publicly supported organization						
	and if the organization meets the "fac						
	meets the "facts-and-circumstances"	test. The organizat	tion qualifies as a p	oublicly supported	lorganization	_	▶ □
b	10% -facts-and-circumstances tes	-		• • •			
	more, and if the organization meets the						
	organization meets the "facts-and-circ						
18	Private foundation. If the organization						

Schedule A (Form 990 or 990-EZ) 2013

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support	now, prodec com	proto r art my				
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and		, , , , , , , , , , , , , , , , , , ,	, ,	` '		.,
membership fees received. (Do not						
include any "unusual grants.")						
2 Gross receipts from admissions,						
merchandise sold or services per-						
formed, or facilities furnished in						
any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that						
are not an unrelated trade or bus-						
iness under section 513						
4 Tax revenues levied for the organ-						
ization's benefit and either paid to						
or expended on its behalf						
5 The value of services or facilities						
furnished by a governmental unit to						
the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and						
3 received from disqualified persons						
b Amounts included on lines 2 and 3 received						
from other than disqualified persons that						
exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						
Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6		, , , , , , , , , , , , , , , , , , ,	, ,	, ,		.,
10a Gross income from interest,						
dividends, payments received on						
securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income						
(less section 511 taxes) from businesses						
acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business						
activities not included in line 10b, whether or not the business is						
regularly carried on						
12 Other income. Do not include gain						
or loss from the sale of capital						
assets (Explain in Part IV.)						
14 First five years. If the Form 990 is for	the organization's	s first, second, thir	d, fourth, or fifth t	ax vear as a sectic	on 501(c)(3) organiz	ation.
check this box and stop here	•		•	•		
Section C. Computation of Publi	c Support Pe	rcentage				
15 Public support percentage for 2013 (li	ne 8, column (f) d	livided by line 13, o	column (f))		15	%
16 Public support percentage from 2012	Schedule A, Part	III, line 15			16	%
Section D. Computation of Inves	tment Incom	e Percentage				
17 Investment income percentage for 20	13 (line 10c, colur	mn (f) divided by lir	ne 13, column (f))		17	%
18 Investment income percentage from 2	:012 Schedule A,	Part III, line 17			18	%
19a 33 1/3% support tests - 2013. If the					33 1/3%, and line 1	7 is not
more than 33 1/3%, check this box ar	nd stop here. The	e organization qual	ifies as a publicly	supported organiz	ation	▶□
b 33 1/3% support tests - 2012. If the	organization did r	not check a box or	line 14 or line 19	a, and line 16 is mo	ore than 33 1/3%,	and
line 18 is not more than 33 1/3%, chec	ck this box and s	top here. The orga	anization qualifies	as a publicly supp	orted organization	
Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions						

<u>Schedule A</u>	(Form 990 or 990-EZ) 2013 The Air Force Museum Foundation, Inc.	31-0668800	Page 4
Part IV	(Form 990 or 990-EZ) 2013 The Air Force Museum Foundation, Inc. Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line	ne 17a or 17b: and Part III lii	ne 12.
	Also complete this part for any additional information. (See instructions).		
	Also complete this part for any additional information. (See Instructions).		

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

Employer identification number

2013

Th	ne Air Force Museum Foundation, Inc.	31-0668800					
Organization type (check	one):						
Filers of:	Section:						
Form 990 or 990-EZ	X 501(c)(3) (enter number) organization						
	4947(a)(1) nonexempt charitable trust not treated as a private foundation						
	527 political organization						
Form 990-PF	501(c)(3) exempt private foundation						
	4947(a)(1) nonexempt charitable trust treated as a private foundation						
	501(c)(3) taxable private foundation						
Note. Only a section 501(c	is covered by the General Rule or a Special Rule . c)(7), (8), or (10) organization can check boxes for both the General Rule and a Spec	ial Rule. See instructions.					
General Rule							
	on filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more plete Parts I and II.	(in money or property) from any one					
Special Rules							
509(a)(1) and 170	(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the (b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.						
total contributions	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one of sof more than \$1,000 for use <i>exclusively</i> for religious, charitable, scientific, literary, or cruelty to children or animals. Complete Parts I, II, and III.						
contributions for or of this box is checon purpose. Do not constant the control of the control o	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one cuse exclusively for religious, charitable, etc., purposes, but these contributions did not ked, enter here the total contributions that were received during the year for an exclusion of the parts unless the General Rule applies to this organization because, etc., contributions of \$5,000 or more during the year	not total to more than \$1,000. Substitution of the substitution o					
	that is not covered by the General Rule and/or the Special Rules does not file Scheon Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on						

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

The Air Force Museum Foundation, Inc.

31-0668800

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	I space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$199,002.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2		\$369,646.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$50,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4		\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5		\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6		\$98,244.	Person X Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization **Employer identification number**

The Air Force Museum Foundation, Inc.

31-0668800

Part II	Noncash Property (see instructions). Use duplicate copies of Part II if	f 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
222452 10 24		Schodula B (Form (190 990-F7 or 990-PF) /2013

Name of orga	ınization			Employer identification number
The Air Fo	orce Museum Foundation, Inc. Exclusively religious, charitable, etc., individual year. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc.	vidual contributions to section 50 he following line entry. For organiz c., contributions of \$1,000 or less	1(c)(7), (8), or ations completi for the year. _{(En}	31-0668800 (10) organizations that total more than \$1,000 for the ng Part III, enter ter this information once.) \$
(-) N - 1	Use duplicate copies of Part III if addition	al space is needed.		,
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
	Transferee's name, address, al	(e) Transfer of		tionship 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, a	nd ZIP + 4	Rela	tionship 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		Rela	tionship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held
	Transferee's name, address, al	(e) Transfer of		tionship of transferor to transferee
-				

SCHEDULE D

(Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990.

OMB No. 1545-0047 Open to Public

► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990 Inspection Name of the organization **Employer identification number** 31-0668800 The Air Force Museum Foundation Tnc

Paı	rt 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	6.	
		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		
5	Did the organization inform all donors and donor advisors in wr	riting that the assets held in donor advise	ed funds
	are the organization's property, subject to the organization's ex	xclusive legal control?	Yes No
6	Did the organization inform all grantees, donors, and donor adv		
	for charitable purposes and not for the benefit of the donor or		
Pai	rt II Conservation Easements. Complete if the orga		
1	Purpose(s) of conservation easements held by the organization		·
	Preservation of land for public use (e.g., recreation or ed		orically important land area
	Protection of natural habitat	Preservation of a certif	
	Preservation of open space		
2	Complete lines 2a through 2d if the organization held a qualifie	ed conservation contribution in the form o	f a conservation easement on the last
_	day of the tax year.		
	au, 0. 110 tax, you		Held at the End of the Tax Year
а	Total number of conservation easements		
	T		01
	Number of conservation easements on a certified historic structure.		
	Number of conservation easements included in (c) acquired aff		
ŭ	listed in the National Register		
3	Number of conservation easements modified, transferred, release		
•	year >	assa, extinguished, or terminated by the	organization danning the tax
4	Number of states where property subject to conservation ease	ement is located	
5	Does the organization have a written policy regarding the perio		
•	violations, and enforcement of the conservation easements it h		Yes No
6	Staff and volunteer hours devoted to monitoring, inspecting, a		
7	Amount of expenses incurred in monitoring, inspecting, and er		
8	Does each conservation easement reported on line 2(d) above		
Ū	and section 170(h)(4)(B)(ii)?		
9	In Part XIII, describe how the organization reports conservation		
•	include, if applicable, the text of the footnote to the organization		
	conservation easements.	on a mandar statements that describes the	ne organization s accounting for
Pai	rt III Organizations Maintaining Collections of	Art. Historical Treasures. or Ot	her Similar Assets.
	Complete if the organization answered "Yes" to Form 99	•	
1a	If the organization elected, as permitted under SFAS 116 (ASC		ent and halance sheet works of art
·u	historical treasures, or other similar assets held for public exhibit		
	the text of the footnote to its financial statements that describe	·	or or public service, provide, irri arrivin,
h	If the organization elected, as permitted under SFAS 116 (ASC		and halance sheet works of art, historical
D	treasures, or other similar assets held for public exhibition, edu		
	relating to these items:	deation, or research in furtherance of pub	ile service, provide the following amounts
	(i) Revenues included in Form 990, Part VIII, line 1		\$
2	If the organization received or held works of art, historical treas	sures or other similar assets for financial	
_	the following amounts required to be reported under SFAS 116		gain, provide
•	Revenues included in Form 990, Part VIII, line 1		• •
D	Assets included in Form 990, Part X		Ψ Ψ

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

Schedule D (Form 990) 2013

	ddie 2 (i diiii ddd) 2010	ce museum round			rocource	or Otho		^ ^ ^ ^ ^		Page	
	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):										
а	Public exhibition	d			change progra	ams					
b	Scholarly research	е	(Other							
С	Preservation for future generations										
4	Provide a description of the organization's co	ollections and explai	n how th	ey further	the organizati	on's exer	mpt purpose	in Part	XIII.		
5	During the year, did the organization solicit of	r receive donations	of art, his	storical trea	asures, or oth	er similar	assets	_	1		
	to be sold to raise funds rather than to be ma								Yes	N	0
Pai	t IV Escrow and Custodial Arran reported an amount on Form 990, Par		ete if the	organizatio	on answered	"Yes" to	Form 990, Pa	art IV, li	ne 9, or		
1a	Is the organization an agent, trustee, custod on Form 990, Part X?							\Box	Yes		0
b	If "Yes," explain the arrangement in Part XIII	and complete the fo	llowing t	able:							
									Amount	t	
С	Beginning balance						1c				
d	Additions during the year										
е	Distributions during the year										
f	Ending balance										
2a	Did the organization include an amount on F								Yes	N	О
	If "Yes," explain the arrangement in Part XIII.										
Pai											
		(a) Current year	(b) P	rior year	(c) Two yea	rs back	(d) Three year	s back	(e) Four	years bac	k
1a	Beginning of year balance	,					. ,				
b	Contributions										_
c	Net investment earnings, gains, and losses										_
q	Grants or scholarships										_
۵.	Other expenditures for facilities										_
•											
	and programs				+						_
	Administrative expenses				+						_
g	End of year balance		- /l: 1	a. a a laa.a /							_
2	Provide the estimated percentage of the curr	•	•	g, column (a)) neid as:						
а	Board designated or quasi-endowment		_%								
	Permanent endowment	%									
С	Temporarily restricted endowment	%									
	The percentages in lines 2a, 2b, and 2c shou	· ·									
3a	Are there endowment funds not in the posse	ssion of the organiz	ation tha	at are held a	and administe	ered for th	ne organizati	on	г		_
	by:									Yes No	<u> </u>
	(i) unrelated organizations								3a(i)		
									3a(ii)		
b	If "Yes" to 3a(ii), are the related organizations								3b		
4	Describe in Part XIII the intended uses of the		owment 1	funds.							
Pai	t VI Land, Buildings, and Equipm										
	Complete if the organization answere	d "Yes" to Form 990	, Part IV	, line 11a. S	See Form 990	, Part X, I	line 10.				
	Description of property	(a) Cost or o basis (investr	I		t or other (other)		ocumulated preciation		(d) Bool	k value	
1a	Land										
b	Buildings										
С	Leasehold improvements				242,851.		5,13	_		237,72	0.
d	Equipment				1,746,467.		1,115,68	2.		630,78	5.
е	Other										
	. Add lines 1a through 1e. (Column (d) must e	<u> </u>	X, colun	nn (B), line	10(c).))	<u> </u>		868,50	5.
	y . , ,	,									_

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.				rage
	t- F 000 Dt IV	/ Bos - 44 b - Os - Farma - 000 - F	2-st V 15 40	
Complete if the organization answered "Yes" (a) Description of security or category (including name of security)				d-of-year market value
	(b) Book value	(C) Method of va	aluation. Cost or end	a-or-year market value
(1) Financial derivatives				
(2) Closely-held equity interests				
(3) Other				
(A)				
(B)				
(C)				
(D)				
(E)				
(F)				
(G)				
(H)				
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)				
Part VIII Investments - Program Related.				
Complete if the organization answered "Yes"	to Form 990, Part IV	, line 11c. See Form 990, F	Part X, line 13.	
(a) Description of investment	(b) Book value			d-of-year market value
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9) Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶				
Complete if the organization answered "Yes" (a)	to Form 990, Part IV Description	, line 11d. See Form 990, F	Part X, line 15.	(b) Book value
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
Total. (Column (b) must equal Form 990, Part X, col. (B) line	e 15.)		>	
Part X Other Liabilities.				
Complete if the organization answered "Yes"	to Form 990, Part IV	, line 11e or 11f. See Form	990, Part X, line 25	
1. (a) Description of liability		(b) Book value		
(1) Federal income taxes				
(2) Mark to Market Adjustment		137,088.		
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9) Tabal (Column (b) must equal Form 900. Part V. col. (P) lin	0.25)	137,088.		
Total. (Column (b) must equal Form 990, Part X, col. (B) line				H4
2. Liability for uncertain tax positions. In Part XIII, provide				
organization's liability for uncertain tax positions under	FIN 48 (ASC 740). 0	check here if the text of the		
			Sch	edule D (Form 990) 201

332053 09-25-13

	Complete if the organization answered "Yes" to Form 990, Part IV, line 1	12a.			
				1	5,757,598.
	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	11			
	Net unrealized gains on investments		90 647		
	Donated services and use of facilities		80,647.		
	Recoveries of prior year grants		-17,169.		
	Other (Describe in Part XIII.)		,	00	63,478.
	Add lines 2a through 2d			2e 3	5,694,120.
	Subtract line 2e from line 1 Amounts included on Form 990, Part VIII, line 12, but not on line 1:			3	3,031,120,
	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
	Other (Describe in Part XIII.)		-1,152,883.		
	Add lines 4a and 4b			4c	-1,152,883.
	Total revenue. Add lines 3 and 4c. (<i>This must equal Form</i> 990, <i>Part I, line 12.</i>)			5	4,541,237.
	t XII Reconciliation of Expenses per Audited Financial Stat				
	Complete if the organization answered "Yes" to Form 990, Part IV, line 1	12a.			
1	Total expenses and losses per audited financial statements			1	4,110,743
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
а	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
С	Other losses	2c			
	Other (Describe in Part XIII.)		-35,977,382.		
	Add lines 2a through 2d			2e	-35,977,382.
	Subtract line 2e from line 1			3	40,088,125.
	Amounts included on Form 990, Part IX, line 25, but not on line 1:	1 1			
	Investment expenses not included on Form 990, Part VIII, line 7b				
	Other (Describe in Part XIII.)	4b			
	Add lines 4a and 4b			4c	0,
	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) EXIII Supplemental Information.			5	40,088,125
lines 2	d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any	additional inforr	nation.		
Part	XI, Line 2d - Other Adjustments:				
Amor	cization	-17,169.			
Part	XI, Line 4b - Other Adjustments:				
Cost	of Goods Sold	-1,029,148.			
Spec	ial Events Expense	-77,308.			
Loss	on Sale of Assets	-2,893.			
Cafe	Expenses	-43,534.			
Tota	l to Schedule D, Part XI, Line 4b	-1,152,883.			
Part	XII, Line 2d - Other Adjustments:				

SCHEDULE I (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

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

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

➤ Attach to Form 990.

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

OMB No. 1545-0047

Open to Public Inspection

Employer identification number

Schedule I (Form 990) (2013)

The Air Force Museum Foundation, Inc.	0668800								
Part I General Information on Grants and Assistance									
1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection									
criteria used to award the grants or assistance?	Yes No								
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.									
Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any									
recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.									
	pose of grant ssistance								
United States Air Force (Gift									
Fund) - 4375 Chidlaw Road - Wright									
Patterson AFB, OH 45433 31-0542399 Govt Entity 37,250,185. 0. General Sup	pport								
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	1.								
3 Enter total number of other organizations listed in the line 1 table	0.								

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

Part III can be duplicated if additional space is needed.								
(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non- cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance			
Part IV Supplemental Information. Provide the information req	uired in Part I, lin	e 2, Part III, columr	n (b), and any other a	dditional information.				
Part I, Line 2:								
The National Museum of the United States Air Force	is the sole							
beneficiary of funds raised by The Air Force Museum	n Foundation.	Most grants						
are related to large capital expansion projects and	l are made pe	riodically						
as sufficient funds become available for the projec	t. Funds are	transferred						
to the Air Force Gift Fund which is utilized to finance the effort. Capital								
construction is managed for the Air Force by the US Army Corps of								
Engineers.								

SCHEDULE M (Form 990)

Noncash Contributions

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

OMB No. 1545-0047

Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

Attach to Form 990.

The Air Force Museum Foundation, Inc.

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

Employer identification number 31-0668800

Pai	rt I Types of Property							
		(a)	(b)	(c)	(d)			
		Check if	Number of contributions or	Noncash contribution amounts reported on	Method of de		•	_
		applicable		Form 990, Part VIII, line 1g	noncash contribu	ilion am	ounts	5
1	Art - Works of art	Х	1,175		FMV			
2	Art - Historical treasures							
3	Art - Fractional interests							
4	Books and publications	X		7,811.	FMV			
5	Clothing and household goods							
6	Cars and other vehicles							
7	Boats and planes							
8	Intellectual property							
9	Securities - Publicly traded	X	1	2,023.	FMV			
10	Securities - Closely held stock							
11	Securities - Partnership, LLC, or							
	trust interests							
12	Securities - Miscellaneous							
13	Qualified conservation contribution -							
	Historic structures							
14	Qualified conservation contribution - Other							
15	Real estate - Residential							
16	Real estate - Commercial							
17	Real estate - Other							
18	Collectibles							
19	Food inventory							
20	Drugs and medical supplies							
21	Taxidermy							
22	Historical artifacts							
23	Scientific specimens							
24	Archeological artifacts							
25	Other ()							
26	Other ()							
27	Other ()							
28	Other ()		<u> </u>					
29	Number of Forms 8283 received by the organiz		•					
	for which the organization completed Form 828	33, Part IV, I	Donee Acknowled	gement 29			4	
20-	Devices the constraint the communication we arise by	و المرابع		and die David liera 1 00	Ala a & : A a & la a la		Yes	No
Sua	During the year, did the organization receive by							
	at least three years from the date of the initial of			·		200		х
h	the entire holding period?					30a		
31	Does the organization have a gift acceptance p	nolicy that r	equires the review	of any non-standard contril	outions?	31	х	
	Does the organization have a gift acceptance plant become a companied to the parties of the companied to the					31		
uza			_	· ·		32a		х
h	If "Yes," describe in Part II.					UZ.a		
33	If the organization did not report an amount in	column (c) f	or a type of prope	rty for which column (a) is c	hecked			
	describe in Part II.		o. a type of prope	, willon oolullii (a) 13 0	noonou,			

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2013)

Schedule M	(Form 990) (2013) The Air Force Museum Foundation, Inc.	31-0668800	Page 2
Part II	Supplemental Information. Provide the information required by Part I, lines 30b, 32 is reporting in Part I, column (b), the number of contributions, the number of items received, this part for any additional information.	b, and 33, and whether the orga , or a combination of both. Also o	nization
Schedule	M, Part I, Column (b):		
The numbe	rs reported in this column represent the number		
of items.			
or rems.			

SCHEDULE 0

(Form 990 or 990-EZ)

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990 Name of the organization **Employer identification number** The Air Force Museum Foundation, Inc. 31 - 0668800Form 990, Part III, Line 1, Description of Organization Mission: important era and notable achievements of the Air Force. Form 990, Part III, Line 4c, Program Service Accomplishments: additional building option requirements. Therefore, when the additional funds are available, they will be proffered to the Air Force Gift Fund. The construction will be managed by the US Army Corps of Engineers. Form 990, Part VI, Section A, line 2: Maj Gen (Ret) E. Ann Harrell and Col (Ret) William S. Harrell have a family relationship. Form 990, Part VI, Section B, line 11: A copy of the draft Audited Financial Statements and the Form 990 were provided to all members of the Board of Managers for their review and comment prior to the annual meeting on May 5, 2014. auditor meets formally with the members of the Audit & Risk Committee including the Treasurer who review the Audited Financial Statements in detail as well as the governance details of the Form 990. The independent auditor presented a summary of the Audited Financial Statements to the full Board and answered any questions relating to the Form 990. The Form 990 was approved by unanimous consent of the Board of Managers on May 5, 2014. Form 990, Part VI, Section B, Line 12c:

The Foundation Executive Office queries each member of the

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Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization The Air Force Museum Foundation, Inc.	Employer identification number 31-0668800
Board of Managers annually on matters relating to 'conflict of interest'.	
Each member is required to disclose any information involving family, other	
organizations or business relationships that might be construed as a	
conflict of interest with their membership on and/or duties of the Board of	
Managers. Members are required to certify in writing that all information	
which might be relevant has been disclosed. The surveys are reviewed by the	
Executive Committee of the Board for compliance. Any potential conflicts	
are resolved by contact between the Executive Committee and the member	
involved, if possible. Extended investigations, when warranted, will be	
handled by persons appointed by the Executive Committee.	
Form 990, Part VI, Section B, Line 15:	
The Foundation operates in a military facility and reviews the	
BLS cost of living information, military and civilian percentage pay	
increases and periodically independent pay analysis to determine a	
percentage pay adjustment for all employees, including the Executive	
Director. The percentage increase is applied to the Foundation pay-grid and	
minor adjustments applied to any positions which warrant such adjustment.	
The pay increase is presented to the Treasurer of the Foundation who	
coordinates its approval with the Executive Committee.	
Form 990, Part VI, Section C, Line 19:	
The by-laws, financial documents, Form 990 and 'conflict of	
interest' policy are available for review at The Air Force Museum	
Foundation Office upon written request. Specific documents may also be made	
available via electronic transfer or fax when a reviewer so requests in	
writing.	