

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1988</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/1988</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/1988</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MUSEUM OF FLIGHT FOUNDATION</u> <u>9404 EAST MARGINAL WAY SOUTH</u> <u>SEATTLE, WA 98108-4097</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>91-0785826</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>206-764-5700</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>712100</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>91-0785826</u>	2c Sponsor's telephone number <u>206-764-5700</u>	2d Business code (see instructions) <u>712100</u>	
2b Employer Identification Number (EIN) <u>91-0785826</u>					
2c Sponsor's telephone number <u>206-764-5700</u>					
2d Business code (see instructions) <u>712100</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	BETTIE E HOPKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	208
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	160
b Retired or separated participants receiving benefits		6b	
c Other retired or separated participants entitled to future benefits.....		6c	59
d Subtotal. Add lines 6a , 6b , and 6c		6d	219
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	219
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	132
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2L 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2013 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MUSEUM OF FLIGHT FOUNDATION	D Employer Identification Number (EIN) 91-0785826	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

VARIABLE ANNUITY LIFE INSURANCE CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
74-1625348	70235	40967	132	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
3447	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

COOK, WILLIAM B
2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
2787			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MARIA, MICHAEL A
2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
321			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SCHEINBAUM, CHARLES

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
274			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

JOHNSON, JAY N

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
24			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

SATHEWARNER, RICHARD

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
24			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

OSTLER, DAVID M

2929 ALLEN PARKWAY
HOUSTON, TX 77019

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
17			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	682577
5 Current value of plan's interest under this contract in separate accounts at year end	5	1682613

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	654220
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c Additions: (1) Contributions deposited during the year	7c(1)	43743	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	20109	
(4) Transferred from separate account	7c(4)	23715	
(5) Other (specify below)	7c(5)		

(6) Total additions

7c(6) 87567

d Total of balance and additions (add lines 7b and 7c(6))	7d	741787
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	57727	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)	1327	
(4) Other (specify below)	7e(4)	156	

▶ **CONTRACT SURRENDER CHARGES**

(5) Total deductions

7e(5) 59210

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	682577
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MUSEUM OF FLIGHT FOUNDATION</u>	D Employer Identification Number (EIN) <u>91-0785826</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VARIABLE ANNUITY LIFE INSURANCE CO

74-1625348

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

VARIABLE ANNUITY LIFE INSURANCE CO

74-1625348

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 26 66 28 52 19 29 33 49 59 72 99 60 37 63	NO RELATIONSHIP	1784	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MUSEUM OF FLIGHT FOUNDATION	D Employer Identification Number (EIN) 91-0785826	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	1a	
b	Receivables (less allowance for doubtful accounts):		
	(1) Employer contributions	1b(1)	6304
	(2) Participant contributions	1b(2)	3152
	(3) Other	1b(3)	
c	General investments:		
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	
	(2) U.S. Government securities	1c(2)	
	(3) Corporate debt instruments (other than employer securities):		
	(A) Preferred	1c(3)(A)	
	(B) All other	1c(3)(B)	
	(4) Corporate stocks (other than employer securities):		
	(A) Preferred	1c(4)(A)	
	(B) Common	1c(4)(B)	
	(5) Partnership/joint venture interests	1c(5)	
	(6) Real estate (other than employer real property)	1c(6)	
	(7) Loans (other than to participants)	1c(7)	
	(8) Participant loans	1c(8)	1342
	(9) Value of interest in common/collective trusts	1c(9)	
	(10) Value of interest in pooled separate accounts	1c(10)	
	(11) Value of interest in master trust investment accounts	1c(11)	
	(12) Value of interest in 103-12 investment entities	1c(12)	
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1214402 1681271
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	654220 682577
	(15) Other	1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1868622	2374646

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1868622	2374646
---	-----------	---------	---------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	84015	
(B) Participants	2a(1)(B)	164801	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		248816
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	15	
(F) Other	2b(1)(F)	20109	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		20124
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		341279
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		610219

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	102456	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		102456
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1739	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1739
j Total expenses. Add all expense amounts in column (b) and enter total	2j		104195

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		506024
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CLARK NUBER

(2) EIN: 91-1194016

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		108
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MUSEUM OF FLIGHT FOUNDATION				D Employer Identification Number (EIN) 91-0785826	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2013 v. 130118	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

MUSEUM OF FLIGHT
TAX-SHELTERED ANNUITY PLAN

Financial Statements

For the Year Ended December 31, 2013

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Independent Auditor's Report***To the Plan Administrator
Museum of Flight Tax-Sheltered Annuity Plan
Seattle, Washington******REPORT ON THE FINANCIAL STATEMENTS***

We were engaged to audit the accompanying financial statements of the Museum of Flight Tax-Sheltered Annuity Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by The Variable Annuity Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

CLARK NUBER

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clark Nuber P.S.

Certified Public Accountants
October 8, 2014

Certified Public
Accountants
and Consultants

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

**Statements of Net Assets Available for Benefits
December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value-		
Variable annuity accounts	\$ 1,681,271	\$ 1,214,402
Fixed annuity contracts	<u>682,577</u>	<u>654,220</u>
Total investments, at fair value	<u>2,363,848</u>	<u>1,868,622</u>
Receivables-		
Note receivable from participant	1,342	
Employee contributions	3,152	
Employer contributions	<u>6,304</u>	
Net Assets Available for Benefits	<u>\$ 2,374,646</u>	<u>\$ 1,868,622</u>

See accompanying notes.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

**Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2013**

Additions to Net Assets:

Contributions-	
Employee	\$ 84,015
Employer	<u>164,801</u>
Total contributions	248,816
Investment income-	
Net appreciation in fair value of investments	341,279
Interest	<u>20,124</u>
Net investment income	<u>361,403</u>
Total Additions to Net Assets	610,219
Deductions from Net Assets:	
Benefits paid to participants	102,456
Administrative fees	<u>1,739</u>
Total Deductions from Net Assets	<u>104,195</u>
Net Increase in Net Assets Available for Benefits	506,024
Net Assets Available for Benefits:	
Beginning of year	<u>1,868,622</u>
End of Year	<u>\$ 2,374,646</u>

See accompanying notes.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 1 - Description of Plan

The following description of the Museum of Flight Tax-Sheltered Annuity Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's definitions, benefits, eligibility and other matters.

General - The Plan is a defined contribution plan that was established effective January 1, 1988 for the benefit of employees of the Museum of Flight Foundation (the Sponsor or Foundation). The Plan is intended to be a plan that meets requirements under Section 403(b) of the Internal Revenue Code (IRC). The Variable Annuity Life Insurance Company (VALIC) serves as the Plan's custodian and recordkeeper. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility - All employees of the Foundation are eligible to make elective deferrals into the Plan and receive employer matching contributions upon completion of one year of service. Employees must work at least 1,000 hours in order to fulfill the one year service requirement. Before meeting the one year service requirement, employees are eligible to contribute elective deferrals into a separate tax-sheltered annuity plan.

Contributions - Participants are permitted to make elective deferrals to the Plan only if their salary reduction agreement calls for annual contributions of 50% of the employer matching contribution made on their behalf. Any elective deferrals less than, or greater than this, amount shall automatically be contributed to a separate tax-sheltered annuity plan in lieu of the Plan. Contributions can be made as pre-tax contributions or Roth contributions. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants are also allowed to contribute amounts representing distributions from other eligible retirement plans.

The Foundation made matching contributions at a rate equal to 4% of the employee's compensation, plus one-tenth of 1% (0.1%) of the employee's compensation times the employee's years of service, provided that the employee has agreed to make elective deferrals at a rate equal to 50% of the employer matching contributions made on their behalf.

Contributions are subject to certain regulatory limitations under the IRC.

Participant Accounts - Participant contributions to the Plan are voluntary. Participants are allowed to direct the investment of all contributions into various investment options that offer a diversity of investment risk and return. Each participant's account is credited with the participant's contribution and loan repayments, if applicable, and allocations of (a) the Foundation's contribution and, (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Allocation Provisions - Interest income and net realized and unrealized investment gain or loss of each investment shall be allocated to the accounts of each participant based on the participant's proportionate share of the various investments held in their investment account.

Vesting - Participants are immediately vested in their elective deferral contributions and employer matching contributions plus actual earnings thereon.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 1 - Continued

Notes Receivable from Participants - Under certain provisions of the Plan, participants may borrow up to \$50,000 from their vested account limited to employee elective deferrals and 50% of the vested portion of their account balances at the date of the loan. Loans are repaid as frequently as equal quarterly installments of principal and interest over terms ranging from one to five years. Loans used to acquire a primary residence may provide for periodic repayment over a reasonable period of time that may exceed five years. The loans are secured by the balance in the participant's account and will bear a reasonable rate of interest comparable to the interest rate charged on similar commercial loans. As of December 31, 2013 and 2012, there was \$1,342 and \$0 in outstanding notes receivable from participants.

Payment of Benefits - Upon termination of service, death, disability, or retirement, a participant may receive a lump-sum amount equal to the vested portion of his or her account. The distribution may also be in the form of installment payments or annuity distribution options. The Plan also provides for hardship withdrawals.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation or depreciation in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Benefits Paid to Participants - Benefits paid to participants are recognized when they are paid. No amounts had been allocated to accounts of participants who had elected to withdraw from the Plan but had not yet been paid as of December 31, 2013 and 2012.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amount reported in the statements of net assets available for benefits.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 2 - Continued

Administrative Expenses - The Plan's investment options are subject to investment and administrative fees based on a percentage of invested assets. All such fees are charged directly against investment performance and not separately disclosed in the accompanying financial statements. Certain fees and expenses of the Plan for legal, accounting, and other administrative services are paid directly by the Foundation on behalf of the Plan.

Subsequent Events - The Sponsor has evaluated subsequent events through October 8, 2014, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

U.S. GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan's management changed the methodology used to determine the fair value of the fixed annuity contracts at December 31, 2013. There have been no other changes in the methodologies used at December 31, 2013 and 2012. Following is a description of the valuation methodologies used for assets measured at fair value.

Variable Annuity Accounts - Variable annuity accounts are valued daily by multiplying the number of units held with the accumulation unit value (AUV). The AUV is determined based on the net asset value of shares of the underlying fund, the fund's dividends and any charges to the accounts.

Fixed Annuity Contract - Valued at contract value which is the aggregation of contributions, plus interest, less any withdrawals. Contract value approximates a discounted cash flow value calculated using an appropriate risk-adjusted market discount rate which correlates closely with the fixed annuity contract's historical crediting rates. Fair value is determined annually for financial statement reporting purposes since participants normally transact at contract value. In determining the reasonableness of the methodology, the Plan's management evaluates a variety of factors including review of existing contracts, historical returns, market conditions, and overall credit ratings. Certain unobservable inputs are determined through review of contract terms (e.g. historical crediting rates) while others are substantiated utilizing available market data (e.g. Treasury yields).

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 3 - Continued

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

<i>Fair Value Measurements as of December 31, 2013</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Variable annuity accounts-				
Balanced	\$ -	\$ 178,773	\$ -	\$ 178,773
Domestic equity - blend		364,456		364,456
Domestic equity - growth		241,360		241,360
Domestic equity - value		453,407		453,407
Fixed income and money markets		40,896		40,896
International equity		284,604		284,604
Specialty		117,775		117,775
Total variable annuity accounts		1,681,271		1,681,271
Fixed annuity contracts			682,577	682,577
	\$ -	\$ 1,681,271	\$ 682,577	\$ 2,363,848

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Variable annuity accounts-				
Balanced	\$ -	\$ 112,696	\$ -	\$ 112,696
Domestic equity - blend		233,836		233,836
Domestic equity - growth		170,606		170,606
Domestic equity - value		302,975		302,975
Fixed income and money markets		82,439		82,439
International equity		235,058		235,058
Specialty		76,792		76,792
Total variable annuity accounts		1,214,402		1,214,402
Fixed annuity contracts			654,220	654,220
	\$ -	\$ 1,214,402	\$ 654,220	\$ 1,868,622

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 3 - Continued

A reconciliation of the beginning and ending balances for fair value measurements made using significant unobservable inputs (Level 3) is as follows for the year ended December 31, 2013:

	<i>Fixed Annuity Contracts</i>
Balance as of December 31, 2012	\$ 654,220
Interest income	20,109
Purchases	66,131
Sales	<u>(57,883)</u>
Balance as of December 31, 2013	<u>\$ 682,577</u>

The following table presents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and ranges of values for those inputs at December 31, 2013 and 2012:

	<i>Valuation Technique</i>	<i>Unobservable Inputs</i>	<i>December 31, 2013 Range (Average)</i>	<i>December 31, 2012 Range (Average)</i>
Fixed Account Plus	Discounted cash flow.	Risk-adjusted discount rate applied.	1.0% to 4.5% (3.2%)	1.0% to 4.5% (3.3%)
Short-Term Fixed Account	Discounted cash flow.	Risk-adjusted discount rate applied.	1.0% to 4.5% (3.3%)	1.0% to 4.5% (3.6%)

Fair values of the Plan's variable annuity accounts are estimated using their net asset value per accumulation unit. Participants may transfer all or a portion of their account value among the Plan's variable annuity accounts. VALIC allows eligible participants to withdraw the fair value of their variable annuity accounts, in whole or in part, at any time without penalty. Investment strategies of the Plan's primary variable annuity accounts are as follows:

Vanguard Windsor II - The fund seeks to provide long-term capital appreciation and income. The fund invests mainly in large and mid-cap companies whose stocks are considered by an advisor to be undervalued.

Stock Index Fund - The fund seeks long-term capital growth through investment in common stocks that, as a group, are expected to provide investment results closely corresponding to the performance of the S&P 500 Index (the Index). The fund invests, under normal circumstances, at least 80% of net assets in stocks that are in the Index, and up to 20% in investments that are not on the Index, including common stock and related securities, and high quality money market securities.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 3 - Continued

Vanguard Wellington Fund, Inc. - The fund seeks to provide long-term growth for investors willing to accept stock market volatility. The fund invests in about 100 stocks and 500 bonds across all economic sectors, and maintains a portfolio ratio of stocks to bonds of two to one.

Note 4 - Investments

Investments that represent 5% or more of total Plan assets as of December 31 are as follows:

	<u>2013</u>	<u>2012</u>
Variable annuity accounts-		
Stock Index Fund	\$ 171,970	\$ 117,576
Vanguard Wellington Fund	164,417	100,474
Vanguard Windsor II	151,462	114,443
Fixed annuity contracts-		
Fixed Account Plus	558,842	531,445
Short-Term Fixed Account	123,736	122,775

Note 5 - Investment in Fixed Annuity Contracts

Participants may choose to invest in fixed annuity contracts issued by VALIC. VALIC maintains contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. VALIC is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Certain fixed annuity contracts allow participants to initiate transactions at contract value and, therefore, are considered fully benefit-responsive. The Plan's other fixed annuity contracts are not fully benefit-responsive since they contain liquidity restrictions.

The rate of credited interest for any period of time will be determined by VALIC. The rate credited is the rate in effect on the day when each deposit is directed to the fixed annuity contracts. The average yield for all fixed annuity accounts was 3.0% for the year ended December 31, 2013. At December 31, 2013, crediting interest rates ranged from 1.0% to 4.5% depending on the type of contract (2012 - 1.0% to 4.5%).

Note 6 - Information Certified by the Custodian

The Plan's management elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by an insurance company or trust company need not be subjected to independent audits. The Plan's management has obtained a certification from VALIC that the following information included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2013 and 2012;
- Investment income earned for the year ended December 31, 2013; and
- Investment transactions for the year ended December 31, 2013.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Notes to Financial Statements

For the Year Ended December 31, 2013

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of the ERISA.

Note 8 - Exempt Party-In-Interest Transactions

Plan investments are variable and fixed annuity contracts issued by VALIC and, therefore, transactions with the Plan's investments qualify as party-in-interest transactions which are exempt from prohibited transaction rules.

Note 9 - Federal Income Taxes

The Plan has been designed to qualify under Section 403(b) of the IRC. The Plan is required to operate in conformity with the IRC to maintain the tax-exempt status for plan participants under Section 403(b). Management believes it has operated the Plan in a manner that did not jeopardize the tax benefits associated with these arrangements.

The Plan is subject to audits by the Internal Revenue Service; however, there are currently no audits for any tax periods in progress. The Plan's management believes it is no longer subject to income tax examinations for years prior to 2010.

SUPPLEMENTARY INFORMATION

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

**Attachment to Form 5500, Schedule H, Line 4(a)
Schedule of Delinquent Participant Contributions**

Employer: Museum of Flight Foundation

EIN: 91-0785826

Plan No.: 001

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are Included: ☐	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 108*	\$ -	\$ 108*	\$ -	\$ -

* Lost earnings of \$0.43 were calculated and remitted to affected participants during the year ending December 31, 2013.

MUSEUM OF FLIGHT TAX-SHELTERED ANNUITY PLAN

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2013

Employer: Museum of Flight Foundation

EIN: 91-0785826

Plan No.: 001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
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* Variable Annuity Life Insurance Company	Variable and fixed annuity accounts	**	\$ 2,363,848
* Participant loan	Interest rate of 3%	- 0 -	1,342

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost data not a required disclosure for participant-directed investments with individual account balances.

Form 5500

Attachment

Schedule H, line 4i--Schedule of Assets (Held at End of Year)

Name of plan MUSEUM OF FLIGHT TAX-DEFERRED SAVINGS PLAN			Three-digit plan number 001	
Name of plan sponsor as shown on line 2a of Form 5500 MUSEUM OF FLIGHT FOUNDATION			Employer Identification Number 91-0785826	
Contract Number: 40967 Plan Number: 002				
(a)	(b) Identity of Issue, borrower, lessor, or similar	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	VALIC GENERAL ACCOUNT	FIXED ACCOUNT PLUS		558,842
	VALIC GENERAL ACCOUNT	SHORT TERM FIXED ACCOUNT		123,736
	VALIC SEPARATE ACCOUNT A	ARIEL APPRECIATION FUND		68,667
	VALIC SEPARATE ACCOUNT A	ARIEL FUND		51,246
	VALIC SEPARATE ACCOUNT A	BLUE CHIP GROWTH FUND		75,365
	VALIC SEPARATE ACCOUNT A	BROAD CAP VALUE INC		519
	VALIC SEPARATE ACCOUNT A	CAPITAL APPRECIATION FUND		106
	VALIC SEPARATE ACCOUNT A	CORE BOND FUND		10,800
	VALIC SEPARATE ACCOUNT A	CORE EQUITY FUND		15,084
	VALIC SEPARATE ACCOUNT A	DIVIDEND VALUE		15,393
	VALIC SEPARATE ACCOUNT A	EMERGING ECONOMIES		34,013
	VALIC SEPARATE ACCOUNT A	FOREIGN VALUE		54,480
	VALIC SEPARATE ACCOUNT A	GLOBAL REAL ESTATE FUND		14,002
	VALIC SEPARATE ACCOUNT A	GLOBAL SOCIAL AWARENESS FUND		19,308
	VALIC SEPARATE ACCOUNT A	GLOBAL STRATEGY		79,941
	VALIC SEPARATE ACCOUNT A	GOVERNMENT SECURITIES FUND		1,205
	VALIC SEPARATE ACCOUNT A	GROWTH & INCOME FUND		456
	VALIC SEPARATE ACCOUNT A	GROWTH FUND		69,410
	VALIC SEPARATE ACCOUNT A	HEALTH SCIENCES FUND		37,098
	VALIC SEPARATE ACCOUNT A	HIGH YIELD BOND FUND		1,469
	VALIC SEPARATE ACCOUNT A	INFLATION PROTECTED FUND		5,902
	VALIC SEPARATE ACCOUNT A	INTERNATIONAL EQUITIES FUND		43,581
	VALIC SEPARATE ACCOUNT A	INTERNATIONAL GOVERNMENT BOND		742
	VALIC SEPARATE ACCOUNT A	INTERNATIONAL GROWTH FUND		18,690
	VALIC SEPARATE ACCOUNT A	INTL OPPORTUNITIES		34,591
	VALIC SEPARATE ACCOUNT A	LARGE CAP CORE		7,885
	VALIC SEPARATE ACCOUNT A	LARGE CAP VALUE FUND		41,148
	VALIC SEPARATE ACCOUNT A	LARGE CAPITAL GROWTH		12,042
	VALIC SEPARATE ACCOUNT A	MID CAP GROWTH FUND		1,916
	VALIC SEPARATE ACCOUNT A	MID CAP INDEX FUND		95,858
	VALIC SEPARATE ACCOUNT A	MID CAP STRATEGIC GWTH		23,391
	VALIC SEPARATE ACCOUNT A	MID CAP VALUE FUND		58,738
	VALIC SEPARATE ACCOUNT A	MODERATE GROWTH LIFESTYLE		18,179
	VALIC SEPARATE ACCOUNT A	MONEY MARKET I FUND		4,450
	VALIC SEPARATE ACCOUNT A	MONEY MARKET II FUND		30
	VALIC SEPARATE ACCOUNT A	NASDAQ-100(R) INDEX FUND		16,570
	VALIC SEPARATE ACCOUNT A	SCIENCE & TECHNOLOGY FUND		66,674
	VALIC SEPARATE ACCOUNT A	SMALL CAP FUND		14,153
	VALIC SEPARATE ACCOUNT A	SMALL CAP GROWTH FUND		200
	VALIC SEPARATE ACCOUNT A	SMALL CAP INDEX FUND		23,445
	VALIC SEPARATE ACCOUNT A	SMALL CAP SPECIAL VALUE FUND		41,909
	VALIC SEPARATE ACCOUNT A	SMALL CAP VALUE FUND		24,323
	VALIC SEPARATE ACCOUNT A	SMALL MID GROWTH FUND		24,180
	VALIC SEPARATE ACCOUNT A	SOCIALLY RESPONSIBLE FUND		35,604
	VALIC SEPARATE ACCOUNT A	STOCK INDEX FUND		171,970
	VALIC SEPARATE ACCOUNT A	STRATEGIC BOND FUND		13,310
	VALIC SEPARATE ACCOUNT A	VALUE FUND		0
	VALIC SEPARATE ACCOUNT A	VANGUARD LIFESTRATEGY MODERA		14,357
	VALIC SEPARATE ACCOUNT A	VANGUARD LT INV-GRADE FUND		2,988
	VALIC SEPARATE ACCOUNT A	VANGUARD WELLINGTON FUND, INC.		164,417
	VALIC SEPARATE ACCOUNT A	VANGUARD WINDSOR II		151,462
	PARTICIPANT LOANS	3.00%		1,342