

United States Soccer Federation, Inc.

Year Ended March 31, 2006

Form 990 - Public Disclosure Copy

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2005 calendar year, or tax year beginning 04/01, 2005, and ending 03/31/2006

B Check if applicable:

☐ Address change

☐ Name change

☐ Initial return

☐ Final return

☐ Amended return

☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

UNITED STATES SOCCER FEDERATION, INC.

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

1801 S. PRAIRIE AVENUE

City or town, state or country, and ZIP + 4

CHICAGO, IL 60616

D Employer identification number

13-5591991

E Telephone number

(312) 808-1300

F Accounting method: ☐ Cash ☒ Accrual

☐ Other (specify) ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) If "Yes," enter number of affiliates ►

H(c) Are all affiliates included? (If "No," attach a list. See instructions.) ☐ Yes ☐ NoH(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number ►

M Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Website: ► WWW.USSOCCER.COM

J Organization type (check only one) ☒ 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ► 39,102,876.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	4,084.	
	b	Indirect public support	1b	1,781,989.	
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash \$ 1,786,073. noncash \$)	1d	1,786,073.	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	28,365,806.	
	3	Membership dues and assessments	3	7,420,249.	
	4	Interest on savings and temporary cash investments	4	167,847.	
	5	Dividends and interest from securities	5	990,117.	
	6a	Gross rents	6a		
b	Less: rental expenses	6b			
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7	Other investment income (describe ►)	7			
Revenue	8a	Gross amount from sales of assets other than inventory	(A) Securities	226,026.	8a
	b	Less: cost or other basis and sales expenses		8b	
	c	Gain or (loss) (attach schedule)	226,026.	8c	
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))		8d	226,026.
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ of contributions reported on line 1a)	9a			
b	Less: direct expenses other than fundraising expenses	9b			
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10a	Gross sales of inventory, less returns and allowances	10a			
b	Less: cost of goods sold	10b			
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
11	Other revenue (from Part VII, line 103)	11	146,758.		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	39,102,876.		
Expenses	13	Program services (from line 44, column (B))	13	29,055,873.	
	14	Management and general (from line 44, column (C))	14	5,991,234.	
	15	Fundraising (from line 44, column (D))	15	NONE	
	16	Payments to affiliates (attach schedule)	16		
17	Total expenses (add lines 16 and 44, column (A))	17	35,047,107.		
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	4,055,769.	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	37,486,675.	
	20	Other changes in net assets or fund balances (attach explanation) STMT 1	20	572,958.	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	42,115,402.	

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2005)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only. ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns.

Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	UNITED STATES SOCCER FEDERATION, INC.	13-5591991
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	1811 S. PRAIRIE AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHICAGO, IL 60616	

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► RICHARD M. MATTHYS

Telephone No. ► 312 808-1300

FAX No. ► 312 808-9535

- If the organization does **not** have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) NONE. If this is for the **whole group**, check this box ☐. If it is for **part of the group**, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 11/15, 2006, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☐ calendar year _____ or
 ► ☒ tax year beginning 04/01, 2005, and ending 03/31, 2006.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ NONE

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ NONE

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ NONE

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

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

Form **8868** (Rev. 12-2004)

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? **SEE STATEMENT 7**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a **SEE STATEMENT**

(Grants and allocations \$ 389,897.) If this amount includes foreign grants, check here ☐

29,055,873.

b

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

c

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

d

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) **▶**

29,055,873.

Form **990** (2005)

Part IV Balance Sheets (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	563,471.	45 1,129,058.
	46 Savings and temporary cash investments		46 772,400.
	47a Accounts receivable	47a 3,133,138.	
	b Less: allowance for doubtful accounts	47b 30,000.	47c 3,103,138.
	48a Pledges receivable	48a 5,500,000.	
	b Less: allowance for doubtful accounts	48b NONE	48c 5,500,000.
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50
	51a Other notes and loans receivable (attach schedule)	51a	
	b Less: allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges	730,089.	53 1,531,935.
	54 Investments - securities (attach schedule) STMT. 8. <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	30,987,425.	54 35,256,632.
	55a Investments - land, buildings, and equipment: basis	55a	
	b Less: accumulated depreciation (attach schedule)	55b	55c
56 Investments - other (attach schedule) STMT. 9.	1,023,504.	56 1,143,289.	
57a Land, buildings, and equipment: basis	57a 6,889,791.		
b Less: accumulated depreciation (attach schedule)	57b 2,072,843.	57c 4,816,948.	
58 Other assets (describe <input type="checkbox"/>)		58	
59 Total assets (must equal line 74). Add lines 45 through 58.	46,071,895.	59 53,253,400.	
Liabilities	60 Accounts payable and accrued expenses	5,579,570.	60 7,528,873.
	61 Grants payable	NONE	61 200,000.
	62 Deferred revenue STMT. 10.	3,005,650.	62 3,409,125.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63
	64a Tax-exempt bond liabilities (attach schedule)		64a
	b Mortgages and other notes payable (attach schedule)		64b
	65 Other liabilities (describe <input type="checkbox"/>)		65
66 Total liabilities. Add lines 60 through 65	8,585,220.	66 11,137,998.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	32,166,240.	67 36,615,402.
	68 Temporarily restricted	5,320,435.	68 5,500,000.
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	37,486,675.	73 42,115,402.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73.	46,071,895.	74 53,253,400.

Form 990 (2005)

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	N/A
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	N/A
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ <u>NONE</u> ; section 4912 ▶ <u>NONE</u> ; section 4955 ▶ <u>NONE</u>		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		NONE
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		NONE
90 a	List the states with which a copy of this return is filed ▶ <u>IL</u>		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	90b	141
91 a	The books are in care of ▶ <u>RICHARD M. MATTHYS</u> Telephone no. ▶ <u>312-808-1300</u>		
	Located at ▶ <u>1801-11 SOUTH PRAIRIE AVE. CHICAGO, IL</u> ZIP + 4 ▶ <u>60616</u>		
b	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 account)?	91b	X
	If "Yes," enter the name of the foreign country ▶ <u>GERMANY</u>		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c	X
	If "Yes," enter the name of the foreign country ▶		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here		<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a STMT 16					28,365,806.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					7,420,249.
95 Interest on savings and temporary cash investments			14	167,847.	
96 Dividends and interest from securities			14	990,117.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	226,026.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b OTHER INCOME			01	146,758.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				1,530,748.	35,786,055.
105 Total (add line 104, columns (B), (D), and (E))					37,316,803.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	STMT 17

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer		Date	
Paid Preparer's Use Only	Type or print name and title.			
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed)	233 SOUTH WACKER DRIVE	EIN	34-6565596
	address, and ZIP + 4	CHICAGO, IL 60606	Phone no.	312-879-2000

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2005

Name of the organization

UNITED STATES SOCCER FEDERATION, INC.

Employer identification number

13-5591991

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 18				
Total number of other employees paid over \$50,000 . . . ►		40		

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 19		
Total number of others receiving over \$50,000 for professional services ►		NONE

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ►		NONE

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

Schedule A (Form 990 or 990-EZ) 2005

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>NONE</u> (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.)	1		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.				
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a	X	
b	Do you have a section 403(b) annuity plan for your employees?	3b		X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c		X
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.****Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	1,530,335.	550,151.	1,747,832.	2,325,890.	6,154,208.
16 Membership fees received	6,364,530.	4,913,147.	7,616,601.	7,336,354.	26,230,632.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	27,267,761.	10,815,715.	21,914,060.	31,706,766.	91,704,302.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	517,473.	240,933.	350,906.	337,306.	1,446,618.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	STMT 21 83,676.	24,570.	40,833.	59,348.	208,427.
23 Total of lines 15 through 22	35,763,775.	16,544,516.	31,670,232.	41,765,664.	125,744,187.
24 Line 23 minus line 17.	8,496,014.	5,728,801.	9,756,172.	10,058,898.	34,039,885.
25 Enter 1% of line 23	357,638.	165,445.	316,702.	417,657.	

- 26 Organizations described on lines 10 or 11:** a Enter 2% of amount in column (e), line 24 **NQT APPLICABLE** . . . **26a**
- b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts **26b**
- c Total support for section 509(a)(1) test: Enter line 24, column (e) **26c**
- d Add: Amounts from column (e) for lines: 18 _____ 19 _____
22 _____ 26b _____ **26d**
- e Public support (line 26c minus line 26d total) **26e**
- f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** **26f** %
- 27 Organizations described on line 12:** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:

(2004) NONE (2003) NONE (2002) NONE (2001) NONE

- b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(2004) NONE (2003) NONE (2002) NONE (2001) NONE

- c Add: Amounts from column (e) for lines: 15 6,154,208. 16 26,230,632.
17 91,704,302. 20 _____ 21 _____ **27c** 124,089,142.
- d Add: Line 27a total. NONE and line 27b total. NONE **27d** NONE
- e Public support (line 27c total minus line 27d total) **27e** 124,089,142.
- f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) **27f** 125,744,187.
- g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** **27g** 98.6838 %
- h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** **27h** 1.1504 %

- 28 Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)	31	

32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		

33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		

34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		

35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768) **NOT APPLICABLE**Check ☐ **a** if the organization belongs to an affiliated group. Check ☐ **b** if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -			
Not over \$500,000 20% of the amount on line 40	<div style="display: flex; align-items: center;"> <div style="font-size: 4em; margin-right: 10px;">}</div> <div> 41 Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000 </div> </div>		
Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000			
Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000			
Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000			
Over \$17,000,000 \$1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
Lobbying nontaxable amount					
45 amount					
Lobbying ceiling amount (150% of line 45(e))					
46 (150% of line 45(e))					
47 Total lobbying expenditures					
Grassroots nontaxable amount					
48 amount					
Grassroots ceiling amount (150% of line 48(e))					
49 (150% of line 48(e))					
Grassroots lobbying expenditures					
50 expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines c through h.)

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
X		
		NONE

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

16

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2005

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization

UNITED STATES SOCCER FEDERATION, INC.

Employer identification number

13-5591991

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions.)

General Rule -

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

Special Rules -

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

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

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2005)

Name of organization UNITED STATES SOCCER FEDERATION, INC.

Employer identification number

13-5591991

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		1,091,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		50,232.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		390,007.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

13-5591991

UNITED STATES SOCCER FEDERATION, INC.

PART I, LINE 8 - SALES OF ASSETS OTHER THAN INVENTORY

Year ended March 31, 2006

(A) SECURITIES

<u>DESCRIPTION</u>	<u>NET GAIN OR (LOSS)</u>
Allocation of Net Gain/(Loss) from Pooled Investment Fund	226,026

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
UNREALIZED GAINS	393,391.
FAIR MARKET VALUE ADJ. - PLEDGES REC.	179,567.

TOTAL	572,958.
	=====

FORM 990, PART II - GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
GRANTS PAID =====			
NATIONAL SOCCER HALL OF FAME 18 STADIUM CIRCLE ONEONTA, NY 13820	N/A PUBLIC CHARITY	GRANT TO SUPPORT GENERAL PROGRAM EXPENSES	275,807.
US AMATUER SOCCER ASSN 9152 KENT AVE LAWRENCE, IN 46216	N/A PUBLIC CHARITY	GRANT TO SUPPORT GENERAL PROGRAM EXPENSES	62,500.
WOMEN'S SOCCER INITIATIVE, INC. 51 MASSASOIT ST. SAN FRANCISCO, CA 94110	N/A PUBLIC CHARITY	GRANT TO SUPPORT GENERAL PROGRAM EXPENSES	25,000.
WOMEN'S SPORTS FOUNDATION EISENHOWER PARK EAST MEADOWS, NY 11554	N/A PUBLIC CHARITY	GRANT TO SUPPORT GENERAL PROGRAM EXPENSES	15,000.
US SOCCER FEDERATION FOUNDATION 1050 17TH STREET SW SUITE 210 WASHINGTON, DC 20036	N/A PUBLIC CHARITY	GRANT TO SUPPORT GENERAL PROGRAM EXPENSES	10,000.
MISCELLANEOUS GRANT	N/A PUBLIC CHARITY	GRANT TO SUPPORT GENERAL PROGRAM EXPENSES	1,590.

UNITED STATES SOCCER FEDERATION, INC.

13-5591991

FORM 990, PART II - GRANTS AND ALLOCATIONS PAID DURING THE YEAR

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

TOTAL CONTRIBUTIONS PAID

389,897.

=====

FORM 990, PART II, LINE 25 - OFFICER COMPENSATION SCHEDULE

OFFICER NAME AND TYPE OF COMPENSATION	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
PETER VERMES			
COMPENSATION:	8,500.	NONE	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	NONE	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
DAN FLYNN			
COMPENSATION:	NONE	417,072.	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	96,958.	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
JAY BERHALTER			
COMPENSATION:	NONE	285,114.	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	11,304.	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
TIM PINTO			
COMPENSATION:	NONE	167,475.	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	10,202.	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
TOM KING			
COMPENSATION:	NONE	201,547.	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	22,330.	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
RICH MATTHYS			
COMPENSATION:	NONE	145,298.	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	20,260.	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
JOHN HARKES			
COMPENSATION:	6,300.	NONE	NONE
PENSION PLAN CONTRIBUTIONS:	NONE	NONE	NONE
EXPENSE ACCOUNT:	NONE	NONE	NONE
TOTALS	14,800.	1,377,560.	NONE

UNITED STATES SOCCER FEDERATION, INC.

PART II, LINE 42 - DEPRECIATION, DEPLETION, ETC...
 PART IV, LINE 57 - LAND, BUILDINGS AND EQUIPMENT

Year ended March 31, 2006

	<i>Amount as of</i>		<i>Disposals/</i>	<i>Amount as of</i>	<i>Amount as of</i>		<i>Disposals/</i>	<i>Amount as of</i>	<i>Adjusted</i>
	<i>3/31/2005</i>	<i>Additions</i>	<i>Adjustments</i>	<i>3/31/2006</i>	<i>3/31/2005</i>	<i>Additions</i>	<i>Adjustments</i>	<i>3/31/2006</i>	<i>Basis</i>
Soccer House	417,759	-	-	417,759	(171,877)	(22,064)	-	(193,941)	223,818
Building Improvements	48,311	-	-	48,311	(13,681)	(1,239)	-	(14,920)	33,391
Leasehold Improvements	4,835,900	2,200	-	4,838,100	(319,896)	(206,892)	-	(526,788)	4,311,312
Office Equipment	200,045	17,726	-	217,771	(160,519)	(12,816)	-	(173,335)	44,436
Computer Equipment	912,876	62,633	-	975,509	(753,091)	(92,381)	-	(845,472)	130,037
Furniture & Fixtures	330,780	-	-	330,780	(242,235)	(26,662)	-	(268,897)	61,883
Vehicles	55,203	6,358	-	61,561	(46,614)	(2,876)	-	(49,490)	12,071
Construction in Progress	-	-	-	-	-	-	-	-	-
	6,800,874	88,917	-	6,889,791	(1,707,913)	(364,930)	-	(2,072,843)	4,816,948

FORM 990, PART II - OTHER EXPENSES

=====

DESCRIPTION -----	TOTAL -----	PROGRAM SERVICES -----	MANAGEMENT AND GENERAL -----
ADVERTISING	484,344.	482,734.	1,610.
ATHLETIC EQUIPMENT	1,482,293.	1,500,424.	-18,131.
BANK FEES	59,010.	51,339.	7,671.
BANNERS, FLAGS, ETC	223,033.	212,841.	10,192.
COMMISSIONS	99,240.	99,240.	
CONSULTING	158,333.	74,070.	84,263.
CREDIT CARD FEES	72,175.	72,086.	89.
DATA PROCESSING	39,640.		39,640.
DUES AND SUBSCRIPTIONS	14,684.	1,457.	13,227.
FACILITY EXPENSES	705,682.	705,437.	245.
FIFA/CONCACAF/STATE ASSOC.	233,123.	231,123.	2,000.
INTERNATIONAL GAME FEES	115,647.	115,647.	
GIFTS/AWARDS	213,952.	203,378.	10,574.
HOUSING	410,596.	410,596.	
INSURANCE	427,531.	299,344.	128,187.
MANAGEMENT FEES	12,500.	12,500.	
MED & GAME SUPPLIES	118,762.	118,646.	116.
MERCHANDISE	39,658.	39,658.	
MISCELLANEOUS	542,578.	348,163.	194,415.
NATIONAL TEAM GIFTS	15,961.	15,961.	
OLYMPIC TEAM GIFTS	1,587.	1,587.	
OPPONENT FEE	320,000.	320,000.	
PLAYERS ALLOWANCE	1,408,470.	1,408,470.	
REFS/OBSERVER	62,680.	61,607.	1,073.
RELOCATION	33,185.	9,500.	23,685.
SALES TAX	315,243.	315,243.	
SECURITY	61,682.	59,274.	2,408.
SUBCONTRACTOR LABOR	94,558.	94,558.	
TICKET EXPENSE	39,434.	38,834.	600.
TV AND VIDEO PROD COST	143,781.	29,833.	113,948.
VEHICLE RENTAL	207,839.	196,934.	10,905.
MARKETING	75,000.	75,000.	

FORM 990, PART II - OTHER EXPENSES
=====

DESCRIPTION -----	TOTAL -----	PROGRAM SERVICES -----	MANAGEMENT AND GENERAL -----
PROMOTIONS	2,007.	2,007.	
SEATING SURCHARGE	93,373.	93,373.	
STADIUM RENT	304,863.	304,863.	
YEARBOOK EXPENSE	13,332.	13,332.	
OTHER TAXES	84,098.	84,098.	
WEBSITE MANAGEMENT	441,865.		441,865.
TUITION	132,350.	132,350.	
	-----	-----	-----
TOTALS	9,304,089.	8,235,507.	1,068,582.
	=====	=====	=====

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

=====

TO PROMOTE AND GOVERN SOCCER IN THE UNITED STATES IN ORDER TO MAKE
IT THE PREEMINENT SPORT RECOGNIZED FOR EXCELLENCE IN PARTICIPATION,
SPECTATOR APPEAL, INTERNATIONAL COMPETITION AND GENDER EQUITY.

United States Soccer Federation, Inc.
Year ended March 31, 2006

13-5591991

Form 990, Part III Statement of Program Services

Program Service Accomplishment #1:

Youth National and Men's and Women's National Team Programs- the 16 national teams managed by the Federation range from the under -14 boys and girls teams to the under-23 men's national team and the Men's and Women's national teams. All teams participate in domestic and international matches.

Program Service Expense:
\$24,336,245

Program Service Accomplishment #2

Referee Program - Trains experienced and new referees in the latest techniques and Rules of soccer. Depending on the classification, referees officiate at all levels of soccer matches ranging from youth to professional international soccer. The Federation has over 140,000 registered referees.

Program Service Expense:
\$1,834,023

Program Service Accomplishment #3

Coaching Program - Trains coaches in the latest techniques. Interested individuals may gain certification in six progressive levels of soccer coaching. The curriculum for the six levels is authored by the Federation. The Federation runs schools through out the country for A, B and C license certification. The state associations run schools for D, E and F certifications.

Program Service Expense:
\$1,672,363

Program Service Accomplishment #4

Other includes Open Cup and other program related expenses.

Program Service Expense:
\$1,213,242

Total Program Service Expenses:
\$29,055,873

FORM 990, PART IV - INVESTMENTS - SECURITIES

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
US OLYMPIC FNDTN PORTFOLIO	3,127,580.	3,518,867.
COMMERCIAL PAPER	23,965,894.	20,275,557.
AMERICAN FUNDS	2,975,971.	1,076,826.
GOVERNMENT SECURITIES (FNMA)	917,980.	3,981,498.
EQUITY SECURITIES	NONE	3,438,720.
CORPORATE SECURITIES	NONE	806,649.
MORTGAGE-BACKED SECURITIES	NONE	1,746,244.
OTHER	NONE	412,271.
	-----	-----
TOTALS	30,987,425.	35,256,632.
	=====	=====

FORM 990, PART IV - INVESTMENTS - OTHER

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
CASH HELD IN ESCROW	1,023,504.	1,143,289.
	-----	-----
TOTALS	1,023,504.	1,143,289.
	=====	=====

FORM 990, PART IV - DEFERRED REVENUE

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
COACHING SCHOOL REVENUE	44,932.	63,299.
SPONSORSHIP REVENUE	1,875,000.	1,875,000.
WORLD CUP REVENUE	NONE	427,154.
OTHER DEFERRED REVENUE	100,657.	253,207.
REFEREE REVENUE	985,061.	650,906.
HANDLING FEE REVENUE	NONE	139,559.
	-----	-----
TOTALS	3,005,650.	3,409,125.
	=====	=====

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
=====

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
SUNIL GULATI 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	PRESIDENT 1	NONE	NONE	NONE
MIKE EDWARDS 1801 S. PRAIRIE CHICAGO, IL 60616	VICE PRESIDENT 1	NONE	NONE	NONE
BILL GOAZIOU 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	TREASURER 1	NONE	NONE	NONE
DR. S. ROBERT CONTIGUGLIA 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	PAST PRESIDENT 1	NONE	NONE	NONE
DON GARBER 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
DAVID MESSERSMITH 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
BURTON HAIMES 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
LINDA HAMILTON 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	ATHLETE REP 1	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
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NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
PETER VERMES 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	ATHLETE REP 1	8,500.	NONE	NONE
PAUL CALIGIURI 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	ATHLETE REP 1	NONE	NONE	NONE
BILL BOSGRAAF 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
KEVIN PAYNE 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
BROOKS MCCORMICK 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
MIKE MCDANIEL 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DIRECTOR 1	NONE	NONE	NONE
DAN FLYNN 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	SECRETARY GENERAL 40+	417,072.	96,958.	NONE
JAY BERHALTER 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	DEPUTY EXEC DIRECTOR 40+	285,114.	11,304.	NONE

UNITED STATES SOCCER FEDERATION, INC.

13-5591991

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

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NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
TIM PINTO 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	GENERAL COUNSEL 40+	167,475.	10,202.	NONE
TOM KING 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	MAN DIR ADMIN. 40+	201,547.	22,330.	NONE
RICH MATTHYS 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	CFO 40+	145,298.	20,260.	NONE
	GRAND TOTALS	----- 1,225,006. =====	----- 161,054. =====	----- NONE =====

UNITED STATES SOCCER FEDERATION, INC.

13-5591991

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS -----	LOANS AND ADVANCES -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
JOHN HARKES 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	NONE	6,300.	NONE	NONE
GRAND TOTALS	NONE	6,300.	NONE	NONE

The Executive Committee is composed of the following individuals from the Board of Directors:

- ~~(1) the President.~~
- ~~(2) the Vice President.~~
- ~~(3) the Treasurer.~~
- ~~(4) the Immediate Past President.~~
- ~~(5) the Chairman of the Youth Council.~~
- ~~(6) the Chairman of the Adult Council.~~
- ~~(7) the Chairman of the Professional Council.~~
- ~~(8) one representative from the National Associations, as selected by these National Associations, that do not otherwise have a seat on the Committee.~~
- ~~(9) Athletes, who shall be at least 20 percent of the total number of voting members of the Committee, rounded up to the next whole number (currently 2), elected as provided by Bylaw 322.~~

► NEW VERSION

Bylaw 411. GENERAL AUTHORITY AND RESPONSIBILITIES

Section 1. The Federation shall have a Board of Directors. Except as otherwise specifically provided by these bylaws, the Board of Directors shall have all governance, supervising, and administrative authority of the Federation as provided.

Section 2. No member of the Board of Directors, committee chairman, or voting committee member of the Federation shall receive compensation (other than reimbursement for expenses) for services or goods provided the Federation through a binding obligation unless the binding obligation is specifically approved by the Board of Directors. Any Board member having a financial interest in the contract, letter of agreement, or verbal understanding shall abstain from voting.

Section 3. No member of the Board of Directors or Officer of the Federation may serve as an officer of any other amateur sports organization that is recognized as a national governing body by the USOC.

See Policy 411-1 — Federation Responsibility

Bylaw 412. COMPOSITION

Section 1. The Board of Directors consists of the following Directors, with each Director having one vote except as otherwise provided:

- (1) the President.
- (2) the Vice President.
- (3) the Treasurer through the National Council Meeting in 2008.
- (4) the Immediate Past President (non-voting).

- (5) two out of the 8 Commissioners of the Adult Council elected for a 2-year term expiring at annual general meetings of the National Council.
- (6) two out of the 8 Commissioners of the Youth Council elected for a 2-year term expiring at annual general meetings of the National Council.
- (7) two out of the 8 Commissioners of the Professional Council elected for a 2-year term expiring at annual general meetings of the National Council.
- (8) Athletes, which shall be at least 20 percent of the total number of voting Directors of the Board, rounded up to the next whole number (currently 3), elected as provided by Bylaw 322.
- (9) two "independent" representatives elected by the National Council in odd-numbered years, beginning in 2007, for 2-year terms expiring at annual general meetings of the National Council.
- (10) one "independent" representative elected by the National Council in even-numbered years, beginning in 2008, for a 2-year term expiring at annual general meetings of the National Council.
- (11) one "at large" representative elected by the procedures set forth in section 3 below, for a 2-year term expiring at annual general meetings of the National Council.
- (12) the Secretary General (non-voting).

Section 2. (a) An individual may not be an independent director if at any time during the 3 years before commencing or during his or her term—

(1) the individual was employed by or held any paid position or any volunteer governance position with the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation;

(2) an immediate family member of the individual was employed by or held any paid position or any volunteer governance position with the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation;

(3) the individual or immediate family member receives compensation (other than reimbursement for actual expenses), directly or indirectly from the Federation, an Organization Member, a member of an Organization Member, or a sponsor, agent, outside auditor, or outside counsel of the Federation; or

(4) the individual or immediate family member is a partner or has an ownership interest of 5 percent or more in an Organization Member, a member of an Organization Member or sponsor, agent, outside auditor, or outside counsel of the Federation.

(b) If an independent director position becomes vacant during a term of office, the remaining members of the Board of Directors may fill the position through the next annual general meeting of the National Council. The Council will conduct any election for the remainder of the unexpired term, if any.

Section 3. The "at large" representative shall be elected by the following Organization Members, so long as they are not otherwise represented on the Board, with each Organization Member having one vote: (a) Disabled Service Organizations; (b)

Indoor Professional Leagues; (c) National Affiliates; (d) National Associations; (e) National Members, and (f) Other Affiliates. Election of the "at large" representative shall be by majority vote of those Members eligible to vote for the position.

Section 4. The term of an individual elected to a position referred to in section 1 of this bylaw at the time of an annual general meeting of the National Council, who is elected for a full term and not to fill a vacancy, begins that term immediately after the adjournment of the meeting at which the individual was elected. An individual elected or appointed to fill a vacancy takes office immediately on the election or appointment. An Immediate Past President shall serve until a new individual is elected President and the President at the time of that election becomes the Immediate Past President.

Section 5. In the absence of Board representatives of the Adult Council, the Youth Council, the Professional Council or an Athlete at a meeting of the Board of Directors, an alternate for the absent representative or Athlete as the case may be, may attend that meeting of the Board and exercise all of the responsibilities of the absent representative or Athlete Board member if:

- (1) the alternate is elected in the same manner as the absent representative or Athlete; and
- (2) notice is provided to the Secretary General at least 48 hours prior to the Board meeting of the alternate's participation in that meeting.

Bylaw 413. MEETINGS

Section 1. The Board of Directors shall meet at least 12 times each fiscal year.

Section 2. A special meeting of the Board shall be held on written request to the Secretary General by the President or by at least 5 of the voting members of the Board. The meeting must be held within 5 days after the request is received.

Section 3. Any director may participate in a meeting of the Board by conference telephone or similar communications equipment allowing all Directors participating in the meeting to hear each other at the same time. Participation by such a means shall be deemed presence in person at the meeting.

Section 4. The confirmed minutes of each Board meeting (except those of executive sessions) shall be distributed within 30 days to all Organization Members to keep them fully informed of developments of the Federation.

Section 6. Within 30 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, all opposing parties shall submit to the Secretary General any argument they wish to make in opposition to the appeal.

Section 7. A decision rendered by ~~a State Association~~ an Organization Member (except a Professional League Member) from which an appeal is taken is not suspended pending the final decision of the Appeals Committee unless the Committee otherwise orders. ~~The decision of the State Association~~ That decision may be upheld, reversed, or reversed and remanded.

► **NEW VERSION**

Bylaw 705. APPEALS PROCEDURES

Section 1. (a) The Appeals Committee shall consider and determine appeals from decisions rendered by Organization Members (except Professional League Members) relating to activities sponsored by the Federation or the Organization Member (except a Professional League Member) or its members. The decision of the Appeals Committee is final. The Appeals Committee has the power to call for the production of any documents and evidence the Appeals Committee may require.

(b) (1) In this subsection, "competition" may include games, tournaments, league play, or a regular season.

(2) No decision of an Organization Member that arises out of the application of the rules of competition which is made in the course of the competition, and has no consequence beyond the competition, is appealable. Nothing in this subsection shall be construed to limit the rights of appeal available under the Amateur Sports Act or the Constitution or Bylaws of the USOC relating to the opportunity of Athletes to participate in "protected competition", as defined in the USOC Constitution.

Section 2. An appeal shall be made in accordance with procedures established by the Board of Directors and is begun by submitting a notice of appeal within 10 days from the date of the official receipt of the decision by the party making the appeal. Copies of the notice of appeal shall be sent to all opposing parties and to the Appeals Committee or other body whose decision is being appealed.

Section 3. The notice of appeal shall be accompanied by the appeal fee in the form of money order or cashier's check in an amount determined by the Board of Directors. The appeal fee shall be retained by the Federation.

Section 4. The appeals committee or other body whose decision is being appealed shall, within the 10 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, forward to the Secretary General and to all parties the

official record utilized by it in making its decision. Parties should not resubmit documents contained in the official record.

Section 5. Within 20 business days of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, the appealing party shall submit to the Secretary General any argument it wishes to make in support of the appeal and shall furnish copies of the argument to all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 6. Within 30 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, all opposing parties shall submit to the Secretary General any argument they wish to make in opposition to the appeal.

Section 7. A decision rendered by an Organization Member (except a Professional League Member) from which an appeal is taken is not suspended pending the final decision of the Appeals Committee unless the Committee otherwise orders. That decision may be upheld, reversed, or reversed and remanded.

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

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RELATED ORGANIZATION NAME:	U.S. SOCCER FEDERATION FOUNDATION
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EXEMPT: X	NONEXEMPT:
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RELATED ORGANIZATION NAME:	WOMEN'S WORLD CUP 2003 ORGANIZING COMMITTEE
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EXEMPT: X	NONEXEMPT:
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RELATED ORGANIZATION NAME:	NATIONAL SOCCER HALL OF FAME AT ONEONTA, NEW YORK
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EXEMPT: X	NONEXEMPT:
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UNITED STATES SOCCER FEDERATION, INC.

13-5591991

FORM 990, PART VII - PROGRAM SERVICE REVENUE

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DESCRIPTION -----	BUSINESS CODE ----	AMOUNT -----	EXCLUSION CODE ----	AMOUNT -----	RELATED OR EXEMPT FUNCTION INCOME -----
AGM INCOME					47,610.
COACHING INCOME					849,250.
OPEN CUP INCOME					188,004.
INT'L GAME INCOME					2,007,479.
NAT'L TEAM INCOME					10,553,078.
SPONSORSHIP					14,720,385.
		-----		-----	-----
TOTALS		=====		=====	28,365,806. =====

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE NO. ---	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES -----
93A	AGM PROGRAM REVENUE CONTRIBUTES IMPORTANTLY BY ALLOWING THE USSF TO HOLD THE ANNUAL GENERAL MEETING FOR ALL DUES-PAYING MEMBERS TO REVIEW, APPROVE, AND VOTE ON VARIOUS ITEMS INCLUDING ELECTION OF OFFICERS.
93B	COACHING PROGRAM SERVICE REVENUE CONTRIBUTES TO THE COSTS INVOLVED WITH COACHING EDUCATION AND LICENSING, AS WELL AS THE CURRICULUM USED IN THE U.S. SOCCER COACHING SCHOOLS.
93C- THRU 93E 93F	OPEN CUP, INTERNATIONAL GAME, AND NATIONAL TEAM INCOME CONTRIBUTES IMPORTANTLY BY ALLOWING THE NATIONAL TEAMS TO PARTICIPATE IN DOMESTIC AND INT'L SOCCER GAMES.
94	SPONSORSHIP PROVIDES FUNDING AND/OR EQUIPMENT AND SUPPLIES TO FURTHER THE FEDERATION'S EXEMPT PURPOSE OF PROMOTING AND GOVERNING THE GAME OF SOCCER IN THE UNITED STATES.
	MEMBERSHIP DUES REVENUE CONTRIBUTES IMPORTANTLY BY ALLOWING THE USSF TO SUPPORT, GOVERN, COORDINATE, AND ADMINISTER THE SPORT OF SOCCER IN THE UNITED STATES AS WELL AS PROVIDE FOR THE PROMPT AND EQUITABLE RESOLUTION OF GRIEVANCES.

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
BRUCE ARENA 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	MNT HEAD COACH 40+	899,644.	21,013.	NONE
MARK RYAN 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	WNT HEAD COACH 40+	152,864.	16,860.	NONE
GLENN MYERNICK 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	ASST MNT COACH 40+	134,669.	14,200.	NONE
GREG FIKE 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	STAFF ATTORNEY 40+	127,169.	10,202.	NONE
JOHN HACKWORTH 1801 S. PRAIRIE AVE. CHICAGO, IL 60616	YOUTH MNT COACH 40+	109,080.	17,478.	NONE
	TOTAL COMPENSATION	1,423,426.	79,753.	NONE

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.
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NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
LATHAM & WATKINS 633 WEST FIFTH ST SUITE 400 LOS ANGELES, CA 90189	LEGAL	167,735.
JENNER & BLOCK ONE IBM PLAZA CHICAGO, IL 60611	LEGAL	105,961.
ERNST & YOUNG P.O. BOX 96550 CHICAGO, IL 60693	ACCOUNTING	64,400.
TOTAL COMPENSATION		----- 338,096. =====

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A

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THE UNITED STATES SOCCER FEDERATION, INC. SUPPORTS THOSE AFFILIATED ORGANIZATIONS THAT DEVELOP YOUTH AND AMATEUR SOCCER THROUGH THE OLYMPIC DEVELOPMENT PROGRAM (ODP). THE PURPOSE OF THIS SUPPORT IS TO ENABLE SOCCER ATHLETES TO COMPETE INTERNATIONALLY. COMPETITIVENESS IS ENHANCED BY THE SUPPORT OF PROGRAMS DESIGNED TO IMPROVE SOCCER ATHLETE ABILITIES AND TO FURTHER EDUCATE SOCCER REFEREES AND SOCCER COACHES.

SCHEDULE A, PART IV-A - OTHER INCOME

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DESCRIPTION	2004	2003	2002	2001	TOTAL
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MISCELLANEOUS REVENUE	83,676.	24,570.	40,833.	59,348.	208,427.
	-----	-----	-----	-----	-----
TOTALS	83,676.	24,570.	40,833.	59,348.	208,427.
	=====	=====	=====	=====	=====