

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)

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning 04/01, 2012, and ending 03/31, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNITED STATES SOCCER FEDERATION Doing Business As			D Employer identification number 13-5591991	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	E Telephone number (312) 808-1300	
	City or town, state or country, and ZIP + 4 CHICAGO, IL 60616			G Gross receipts \$ 74,204,373.	
	F Name and address of principal officer: DANIEL T. FLYNN 1801 S. PRAIRIE AVENUE. CHICAGO, IL 60616			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: WWW.USSOCCER.COM					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶					
L Year of formation: 1914				M State of legal domicile: NY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROMOTE AND GOVERN SOCCER IN THE UNITED STATES IN ORDER TO MAKE IT THE PREEMINENT SPORT.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	15.	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	15.	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	556.	
	6	Total number of volunteers (estimate if necessary)	36.	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	0	
7b	Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,424,760.	1,275,703.
	9	Program service revenue (Part VIII, line 2g)	54,722,112.	63,876,013.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	450,389.	-12,978.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	56,597,261.	65,138,738.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	93,784.
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	18,080,417.	22,680,174.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b		Total fundraising expenses (Part IX, column (D), line 25) ▶	0	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	41,507,269.	38,096,918.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	59,681,470.	60,858,907.	
19	Revenue less expenses. Subtract line 18 from line 12	-3,084,209.	4,279,831.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	79,519,980.	85,777,263.
	21	Total liabilities (Part X, line 26)	22,350,089.	21,682,357.
	22	Net assets or fund balances. Subtract line 21 from line 20	57,169,891.	64,094,906.

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name REBEKUH ELEY	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01247672
	Firm's name ▶ BDO USA, LLP			EIN ▶ 13-5381590	
	Firm's address ▶ 330 N. WABASH, SUITE 3200 CHICAGO, IL 60611			Phone no. ▶ 312-856-9100	
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

For Paperwork Reduction Act Notice, see the separate instructions.

Application for Extension of Time To File an Exempt Organization Return

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **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.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. UNITED STATES SOCCER FEDERATION	Employer identification number (EIN) or 13-5591991
	Number, street, and room or suite no. If a P.O. box, see instructions. 1801 S. PRAIRIE AVENUE.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60616	

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

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

- The books are in the care of ▶ ERIC GLEASON, CFO

Telephone No. ▶ 312 528-1236 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20 or

▶ tax year beginning 04/01, 2012, and ending 03/31, 2013.

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

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

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	UNITED STATES SOCCER FEDERATION	13-5591991
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1801 S. PRAIRIE AVENUE. City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
CHICAGO, IL 60616		

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ERIC GLEASON, CFO
Telephone No. FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until , 20 .

5 For calendar year , or other tax year beginning , 20 , and ending , 20 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension THE TAXPAYER HAS NOT YET RECEIVED THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **FILED ELECTRONICALLY** Title Date

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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 COMPETITIONS AND GENDER EQUALITY.

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

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

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

4a (Code:) (Expenses \$ 45,829,416. including grants of \$ 46,740.) (Revenue \$ 22,285,102.)

YOUTH NATIONAL AND MEN'S AND WOMEN'S NATIONAL TEAM PROGRAMS-THE 17 NATIONAL TEAMS MANAGED BY THE FEDERATION RANGE FROM THE UNDER-14 BOYS AND GIRLS TEAMS TO THE UNDER-23 MEN'S AND WOMEN'S TEAMS AND THE MEN'S AND WOMEN'S SENIOR NATIONAL TEAMS. ALL TEAMS PARTICIPATE IN DOMESTIC AND INTERNATIONAL MATCHES.

4b (Code:) (Expenses \$ 2,486,198. including grants of \$) (Revenue \$ 3,088,609.)

REFEREE PROGRAM-TRAINS EXPERIENCED AND NEW REFEREES IN THE LATEST TECHNIQUES AND RULES OF SOCCER. DEPENDING ON THE CLASSIFICATIONS, REFEREES OFFICIATE AT ALL LEVELS OF SOCCER MATCHES RANGING FROM YOUTH TO PROFESSIONAL INTERNATIONAL SOCCER.

4c (Code:) (Expenses \$ 1,886,364. including grants of \$) (Revenue \$ 1,932,479.)

COACHING PROGRAM-TRAINS COACHES IN THE LATEST TECHNIQUES. INTERESTED INDIVIDUALS MAY GAIN CERTIFICATION IN THE SIX PROGRESSIVE LEVELS OF COACHING. THE CURRICULUM FOR THE SIX LEVELS IS AUTHORED BY THE FEDERATION. THE FEDERATION RUNS SCHOOLS THROUGHOUT THE COUNTRY FOR THE A, B AND C LICENSE CERTIFICATIONS. THE STATE ASSOCIATIONS RUN SCHOOLS FOR D, E AND F CERTIFICATIONS.

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

(Expenses \$ 2,455,192. including grants of \$ 35,075.) (Revenue \$ 36,341,139.)

4e Total program service expenses 52,657,170.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

Table with 4 columns: Question, Yes, No. Rows include questions 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9 regarding governing body members and documentation.

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

Table with 4 columns: Question, Yes, No. Rows include questions 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b regarding organizational policies.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed IL,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ERIC GLEASON, CFO 1801 S. PRAIRIE AVENUE CHICAGO, IL 60616 312-528-1236

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SUNIL GULATI PRESIDENT	5.00	X		X				0	0	0
(2) MIKE EDWARDS EXECUTIVE VICE PRESIDENT	5.00	X		X				0	0	0
(3) S. ROBERT CONTIGULIA PAST PRESIDENT	5.00	X						0	0	0
(4) JEFF AGOOS ATHLETE REP	5.00	X						0	0	0
(5) DANIELLE SLATON ATHLETE REP	5.00	X						0	0	0
(6) JON MCCULLOUGH ATHLETE REP	5.00	X						0	0	0
(7) KEVIN PAYNE PRO COUNCIL	5.00	X						0	0	0
(8) DON GARBER PRO COUNCIL	5.00	X						0	0	0
(9) RICHARD GROFF ADULT COUNCIL	5.00	X						0	0	0
(10) JOHN MOTTA ADULT COUNCIL	5.00	X						0	0	0
(11) EVELYN GILL YOUTH COUNCIL	5.00	X						0	0	0
(12) JOHN SUTTER YOUTH COUNCIL	5.00	X						0	0	0
(13) BILL SAGE AT LARGE REP	5.00	X						0	0	0
(14) CARLOS CORDEIRO INDEPENDENT DIRECTOR	5.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) FABIAN NUNEZ INDEPENDENT DIRECTOR	5.00	X					0	0	0	
16) DONNA SHALALA INDEPENDENT DIRECTOR	5.00	X					0	0	0	
17) DAN FLYNN CEO	40.00			X			604,056.	0	21,942.	
18) BRIAN REMEDI CAO	40.00			X			227,994.	0	25,675.	
19) ERIC GLEASON CFO	40.00			X			181,511.	0	21,689.	
20) LISA LEVINE GENERAL COUNSEL	40.00			X			197,385.	0	10,999.	
21) TOM KING MANAGING DIRECTOR ADMIN	40.00			X			223,197.	0	25,751.	
22) JURGEN KLINSMANN MNT HEAD COACH	40.00					X	2,498,876.	0	16,685.	
23) PIA SUNDHAGE WNT HEAD COACH	40.00					X	309,526.	0	12,373.	
24) ALEXANDRIA MORGAN WNT PLAYER	40.00					X	282,564.	0	0	
25) REBECCA SAUERBRUNN WNT PLAYER	40.00					X	274,871.	0	0	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							5,581,226.	0	156,571.	
d Total (add lines 1b and 1c)							5,581,226.	0	156,571.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **43**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a 22,461.					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f 1,253,242.					
	g Noncash contributions included in lines 1a-1f: \$	270,570.					
	h Total. Add lines 1a-1f		1,275,703.				
Program Service Revenue	Business Code						
	2a SPONSORSHIP & ROYALTIES	711300	25,439,368.	25,439,368.			
	b NATIONAL TEAM INT GAMES OPEN CUP	711210	27,850,210.	27,850,210.			
	c MEMBERSHIP DUES	900099	8,719,702.	8,719,702.			
	d COACHING SCHOOLS	711300	1,721,522.	1,721,522.			
	e OTHER REVENUE	900099	145,211.	145,211.			
	f All other program service revenue						
g Total. Add lines 2a-2f		63,876,013.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		52,657.			52,657.	
	4 Income from investment of tax-exempt bond proceeds . . .		0				
	5 Royalties		0				
	6a Gross rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	9,000,000.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	9,065,635.				
		c Gain or (loss)	-65,635.				
	d Net gain or (loss)			-65,635.		-65,635.	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
c Net income or (loss) from fundraising events			0				
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue		Business Code					
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			0				
12 Total revenue. See instructions			65,138,738.	63,876,013.		-12,978.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	35,075.	35,075.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	46,740.	46,740.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,434,143.		1,434,143.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	18,471,029.	16,744,131.	1,726,898.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	336,807.	114,988.	221,819.	
9 Other employee benefits	1,404,627.	1,037,134.	367,493.	
10 Payroll taxes	1,033,568.	850,471.	183,097.	
11 Fees for services (non-employees):				
a Management	0			
b Legal	1,560,469.	1,471,482.	88,987.	
c Accounting	120,048.	61,998.	58,050.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	230,976.		230,976.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	2,409,109.	1,811,299.	597,810.	
12 Advertising and promotion	960,277.	908,695.	51,582.	
13 Office expenses	387,217.	340,119.	47,098.	
14 Information technology	780,702.	59,104.	721,598.	
15 Royalties	0			
16 Occupancy	1,063,397.	1,052,479.	10,918.	
17 Travel	15,811,575.	15,192,251.	619,324.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	1,987,840.	1,684,828.	303,012.	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	441,617.	264,180.	177,437.	
23 Insurance	474,039.	352,277.	121,762.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>EQUIPMENT RENTAL & MAINTENAN</u>	3,353,026.	3,146,976.	206,050.	
b <u>APPEARANCE FEES</u>	2,760,000.	2,760,000.		
c <u>FREIGHT</u>	650,585.	637,635.	12,950.	
d <u>TELEPHONE</u>	371,289.	198,052.	173,237.	
e All other expenses	4,734,752.	3,887,256.	847,496.	
25 Total functional expenses. Add lines 1 through 24e	60,858,907.	52,657,170.	8,201,737.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,043,347.	1	6,697,396.
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	8,770,664.	4	10,995,366.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	2,206,441.	9	1,376,570.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 8,803,815.		
	b Less: accumulated depreciation	10b 4,735,027.	4,320,780.	10c 4,068,788.
	11 Investments - publicly traded securities	58,503,935.	11	57,905,161.
	12 Investments - other securities. See Part IV, line 11	898,213.	12	1,162,397.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	344,302.
	15 Other assets. See Part IV, line 11	3,776,600.	15	3,227,283.
16 Total assets. Add lines 1 through 15 (must equal line 34)	79,519,980.	16	85,777,263.	
Liabilities	17 Accounts payable and accrued expenses	10,242,103.	17	8,283,464.
	18 Grants payable	0	18	0
	19 Deferred revenue	10,767,044.	19	11,916,832.
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,340,942.	25	1,482,061.
	26 Total liabilities. Add lines 17 through 25	22,350,089.	26	21,682,357.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	57,169,891.	27	64,094,906.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	57,169,891.	33	64,094,906.	
34 Total liabilities and net assets/fund balances	79,519,980.	34	85,777,263.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	65,138,738.
2	Total expenses (must equal Part IX, column (A), line 25)	2	60,858,907.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,279,831.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	57,169,891.
5	Net unrealized gains (losses) on investments	5	2,645,184.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	64,094,906.

Part XII Financial Statements and Reporting

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

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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization UNITED STATES SOCCER FEDERATION	Employer identification number 13-5591991
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

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

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f); 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.); 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
 If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8,889,561.	10,144,677.	10,498,469.	10,632,866.	9,995,405.	50,160,978.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	34,855,593.	32,120,033.	56,206,898.	45,514,006.	55,156,311.	223,852,841.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	43,745,154.	42,264,710.	66,705,367.	56,146,872.	65,151,716.	274,013,819.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b.						0
8 Public support (Subtract line 7c from line 6.)						274,013,819.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.	43,745,154.	42,264,710.	66,705,367.	56,146,872.	65,151,716.	274,013,819.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,435,695.	2,072,708.	608,245.	58,306.	52,657.	4,227,611.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	1,435,695.	2,072,708.	608,245.	58,306.	52,657.	4,227,611.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	45,180,849.	44,337,418.	67,313,612.	56,205,178.	65,204,373.	278,241,430.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	98.48%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	97.14%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	1.52%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	2.76%

- 19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Schedule of Contributors

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

2012

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

Special Rules

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

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

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

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

Name of organization UNITED STATES SOCCER FEDERATION

Employer identification number

13-5591991

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 22,461.	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	----- ----- -----	\$ 705,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 41,886.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 27,672.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 215,892.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization UNITED STATES SOCCER FEDERATION	Employer identification number 13-5591991
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 12,792.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization UNITED STATES SOCCER FEDERATION	Employer identification number 13-5591991
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Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	AIRLINE TICKETS	\$ 41,886.	06/01/2012
6	EQUIPMENT	\$ 215,892.	06/01/2012
7	EQUIPMENT	\$ 12,792.	06/01/2012
		\$	
		\$	
		\$	
		\$	

Name of organization UNITED STATES SOCCER FEDERATION	Employer identification number 13-5591991
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Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of the organization: UNITED STATES SOCCER FEDERATION; Employer identification number: 13-5591991

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

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

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

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

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

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

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

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

- a Public exhibition (checked)
b Scholarly research
c Preservation for future generations (checked)
d Loan or exchange programs
e Other

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

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

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

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

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

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

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g Balance and expense items.

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

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

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

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

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

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a-1e Land, Buildings, Leasehold improvements, Equipment, Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

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

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include (1) Financial derivatives, (2) Closely-held equity interests, (3) Other, (A)-(I), and Total.

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

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows (1)-(10) and Total.

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

Table with 2 columns: (a) Description, (b) Book value. Rows (1)-(10) and Total.

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

Table with 2 columns: (a) Description of liability, (b) Book value. Rows (1) Federal income taxes, (2) DEFERRED COMPENSATION, (3)-(11), and Total.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	67,324,263.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	2,645,184.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	2,645,184.
3	Subtract line 2e from line 1		3	64,679,079.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	459,659.	
c	Add lines 4a and 4b		4c	459,659.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	65,138,738.

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

1	Total expenses and losses per audited financial statements		1	60,399,248.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	60,399,248.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	459,659.	
c	Add lines 4a and 4b		4c	459,659.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	60,858,907.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART III

THE NATIONAL SOCCER HALL OF FAME (THE "HALL OF FAME") CLOSED ITS PHYSICAL LOCATION IN ONEONTA, NEW YORK BUT STILL, WITH COOPERATION FROM THE FEDERATION, MAINTAINS THE HISTORICAL ARCHIVES OF AMERICAN SOCCER AND PROMOTES SOCCER THROUGH EDUCATIONAL PROGRAMS AND NEWSLETTERS. THE HALL OF FAME IS AN ORGANIZATION EXEMPT FROM INCOME TAXES PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE FEDERATION AND THE HALL OF FAME SHARE THREE BOARD MEMBERS.

PART X, LINE 2

THE FEDERATION'S APPLICATION OF ASC 740 REGARDING UNCERTAIN TAX POSITIONS HAD NO EFFECT ON ITS FINANCIAL POSITION AS MANAGEMENT BELIEVES THE FEDERATION HAS NO MATERIAL UNRECOGNIZED INCOME TAX BENEFITS, INCLUDING ANY POTENTIAL RISK OF LOSS OF ITS NOT-FOR-PROFIT TAX STATUS. THE FEDERATION WOULD ACCOUNT FOR ANY POTENTIAL INTEREST OR PENALTIES RELATED TO POSSIBLE FUTURE LIABILITIES FOR UNRECOGNIZED INCOME TAX BENEFITS AS INCOME TAX EXPENSE. THE FEDERATION IS NO LONGER SUBJECT TO EXAMINATION BY FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR PERIODS BEFORE 2009.

Part XIII Supplemental Information (continued)

PART XI, LINE 4B

INVESTMENT EXPENSES: 230,975

IN-KIND DONATIONS: 215,892

IN-KIND DONATIONS: 12,792

PART XII, LINE 4B

INVESTMENT EXPENSES: 230,975

IN-KIND DONATIONS: 215,892

IN-KIND DONATIONS: 12,792

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**

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

Name of the organization

UNITED STATES SOCCER FEDERATION

Employer identification number

13-5591991

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	TRAVEL EXPENSES	612,294.
(2) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	TRAVEL EXPENSES	358,853.
(3) EUROPE		3.	PROGRAM SERVICES	TRAVEL EXPENSES	1,266,916.
(4) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	TRAVEL EXPENSES	4,719.
(5) NORTH AMERICA			PROGRAM SERVICES	TRAVEL EXPENSES	364,072.
(6) RUSSIA/INDEPENDENT STATES			PROGRAM SERVICES	TRAVEL EXPENSES	175,507.
(7) SOUTH AMERICA			PROGRAM SERVICES	TRAVEL EXPENSES	190,776.
(8) EUROPE			PROGRAM SERVICES	APPEARANCE FEES	151,397.
(9) SOUTH AMERICA			PROGRAM SERVICES	APPEARANCE FEES	2,585,000.
(10) EUROPE			PROGRAM SERVICES	COACHING & SCOUTING	277,548.
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total		3.			5,987,082.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)		3.			5,987,082.

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

Schedule F (Form 990) 2012

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			CENT. AMERICA/CARIBBEAN	EQMT DONATIO			31,290.	EQUIPMENT	FMV
(2)			CENT. AMERICA/CARIBBEAN	EQMT DONATIO			15,450.	EQUIPMENT	FMV
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities.

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

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

Part IV Foreign Forms

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

Part V Supplemental Information

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

PART I, LINE 1

NOT APPLICABLE, THE FEDERATION DOES NOT PROVIDE UNRESTRICTED GRANTS TO FOREIGN ORGANIZATIONS OR INDIVIDUALS. IN CONNECTION WITH CERTAIN TOURNAMENTS AND EVENTS, THE FEDERATION PROVIDES TRAVEL ASSISTANCE AND PAYS APPEARANCE FEES TO CERTAIN FOREIGN SOCCER ORGANIZATIONS. THE TRAVEL ASSISTANCE IS PAID DIRECTLY TO TRAVEL VENDORS SUCH AS HOTELS OR AIRLINES. THE TRAVEL ASSISTANCE AND APPEARANCE FEES ARE PART OF THE TOTAL COST OF THE TOURNAMENT TO ENSURE THE TOURNAMENT TAKES PLACE WITH THE APPROPRIATE PLAYERS. THESE EXPENSES ARE INCLUDED AS PART OF THE ACTIVITIES PER REGION IN PART I LINE 3.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

UNITED STATES SOCCER FEDERATION

Employer identification number

13-5591991

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	WOMEN'S SPORTS FOUNDATION 424 W 33RD STREET, SUITE 150	23-7380557	501 (C) (3)	15,000.				GENERAL CONTRIBUTION
(2)	HOPE & HEROES CHILDREN'S CANCER FUND 161 FT WASHINGTON AVE FL 7	74-3066193	501 (C) (3)	10,000.				GENERAL CONTRIBUTION
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

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

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

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

Schedule I (Form 990) (2012)

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

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

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

PART I, LINE 2

THE FEDERATION MAKES CONTRIBUTIONS TO OTHER 501(C)(3) ENTITIES WITH SIMILAR MISSIONS FOR THE GENERAL SUPPORT OF THESE ORGANIZATIONS. SINCE THE FUNDS ARE TO BE USED FOR THE GENERAL SUPPORT OF THEIR MISSION, IT IS NOT REQUIRED THAT THESE ORGANIZATIONS SUBSTANTIATE THEIR EXPENDITURES RELATED TO THESE CONTRIBUTIONS. THE FEDERATION ALSO HELD CERTAIN AUCTIONS WHERE THE PROCEEDS WERE CONTRIBUTED TO CERTAIN CHARITABLE ORGANIZATIONS AS DETERMINED BY THE MEMBERS. THE CONTRIBUTIONS WERE UNRESTRICTED TO FURTHER THE OVERALL MISSION OF THAT ORGANIZATION.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

UNITED STATES SOCCER FEDERATION

Employer identification number

13-5591991

Part I Questions Regarding Compensation

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

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

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a** Yes No
- b** Any related organization? **5b** Yes No
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** Yes No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III **8** Yes No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** Yes No

	Yes	No
1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4c	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DAN FLYNN CEO	(i)	506,556.	97,500.	0		21,942.	625,998.	
	(ii)	0	0	0				
2 BRIAN REMEDI CAO	(i)	227,994.	0	0		25,675.	253,669.	
	(ii)	0	0	0				
3 ERIC GLEASON CFO	(i)	179,511.	2,000.	0		21,689.	203,200.	
	(ii)	0	0	0				
4 LISA LEVINE GENERAL COUNSEL	(i)	195,385.	2,000.	0		10,999.	208,384.	
	(ii)	0	0	0				
5 TOM KING MANAGING DIRECTOR ADMIN	(i)	223,197.	0	0		25,751.	248,948.	
	(ii)	0	0	0				
6 JURGEN KLINSMANN MNT HEAD COACH	(i)	2,498,876.	0	0		16,685.	2,515,561.	
	(ii)	0	0	0				
7 ROBERT BRADLEY FORMER MNT HEAD COACH	(i)	508,333.	0	0		21,457.	529,790.	
	(ii)	0	0	0				
8 PIA SUNDHAGE WNT HEAD COACH	(i)	199,526.	110,000.	0		12,373.	321,899.	
	(ii)	0	0	0				
9 ALEXANDRIA MORGAN WNT PLAYER	(i)	100,481.	182,083.	0			282,564.	
	(ii)	0	0	0				
10 REBECCA SAUERBRUNN WNT PLAYER	(i)	92,788.	182,083.	0			274,871.	
	(ii)	0	0	0				
11 CHRISTIE RAMPONE WNT PLAYER	(i)	90,830.	182,083.	0			272,913.	
	(ii)	0	0	0				
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A

DAN FLYNN'S HEALTH CLUB FEES OF \$175 A MONTH ARE COVERED BY U.S. SOCCER
FEDERATION.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

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2012

Open To Public Inspection

Name of the organization

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2012

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) DON GARBER	PRES. OF SOCCER UNITED	11,101,067.	MARKETING PARTNER	X	
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

PART IV

(A) NAME OF PERSON: DON GARBER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION: PRES. OF SOCCER UNITED MARKETING/MLS AND BOARD MEMBER OF ORGANIZATION.

(D) DESCRIPTION OF TRANSACTION: SOCCER UNITED MARKETING HANDLES ALL OF U.S. SOCCER FEDERATION'S SPONSORSHIP AGREEMENTS EXCEPT WITH NIKE. ANY AMOUNTS COLLECTED OVER \$8,250,000 WAS SUBJECT TO A 70/30 SPLIT IN THE ORGANIZATION'S BENEFIT. BOARD MEMBER IS RECUSED FROM ANY DECISION MAKING REGARDING THIS ARRANGEMENT.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

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2012

**Open To Public
Inspection**

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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (AIRLINE TICKETS)	X	1.	41,886.	FAIR MARKET VALUE
26 Other ▶ (EQUIPMENT)	X	2.	228,684.	FAIR MARKET VALUE
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2012)

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

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**Open to Public
Inspection**

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FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER INCLUDES OPEN CUP AND OTHER PROGRAM RELATED EXPENSES.

EXPENSES \$2,455,192. INCL GRANTS OF \$35,075. REVENUE \$36,341,144.

FORM 990, PART VI, SECTION A, LINE 6

THE MEMBERSHIP OF UNITED STATES SOCCER FEDERATION ("THE FEDERATION") IS
OPEN TO ALL SOCCER ORGANIZATIONS AND ALL SOCCER PLAYERS, COACHES,
TRAINERS, MANAGERS, ADMINISTRATORS AND OFFICIALS WITHOUT DISCRIMINATION
ON THE BASIS OF RACE, COLOR, RELIGION, AGE, SEX, OR NATIONAL ORIGIN.

THE FEDERATION HAS THE FOLLOWING CATEGORIES OF MEMBERSHIP:

(1) ORGANIZATION MEMBER COMPOSED OF THE FOLLOWING CLASSIFICATIONS OF
MEMBERS:

- (A) ASSOCIATE.
- (B) DISABLED SERVICE ORGANIZATION.
- (C) INDOOR PROFESSIONAL LEAGUE.
- (D) NATIONAL AFFILIATE.
- (E) NATIONAL ASSOCIATION.
- (F) NATIONAL MEMBER.
- (G) OTHER AFFILIATE.
- (H) PROFESSIONAL LEAGUE.
- (I) STATE ASSOCIATION.

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(2) LIFE MEMBER.

(3) INDIVIDUAL SUSTAINING MEMBER.

ORGANIZATION MEMBER

AN ORGANIZATION DESIRING TO BECOME AN ORGANIZATION MEMBER OF THE FEDERATION MUST SUBMIT A WRITTEN APPLICATION FOR MEMBERSHIP TO THE SECRETARY GENERAL. THE APPLICANT SHALL SPECIFY THE CATEGORY OF ORGANIZATION MEMBER BEING APPLIED FOR AND, IF APPLYING TO BE A NATIONAL ASSOCIATION, THE YOUTH OR ADULT COUNCIL THE APPLICANT INTENDS TO JOIN. THE APPLICANT SHALL INCLUDE WITH THE APPLICATION COPIES OF ITS CHARTER OR ARTICLES OF INCORPORATION, BYLAWS, RULES, REGULATIONS, ANY RULES OF PLAY, AND OTHER GOVERNING DOCUMENTS APPROPRIATE TO UNDERSTANDING THE STRUCTURE AND ACTIVITIES OF THE ORGANIZATION. THE SECRETARY GENERAL SHALL PRESCRIBE THE NUMBER OF COPIES OF EACH DOCUMENT TO BE SUBMITTED. THE SECRETARY GENERAL SHALL REFER AN APPLICATION TO BE AN ORGANIZATION MEMBER TO THE BOARD OF DIRECTORS FOR CONSIDERATION. THE BOARD SHALL SUBMIT THE APPLICATION AND ACCOMPANYING DOCUMENTS TO THE APPROPRIATE COMMITTEE OR COMMITTEES OF THE FEDERATION FOR REVIEW AND REPORT. THE BOARD SHALL DETERMINE WHETHER THE APPLICANT COMPLIES WITH THE BYLAWS, POLICIES AND REQUIREMENTS OF THE FEDERATION FOR THE MEMBERSHIP CATEGORY APPLIED FOR. IF THE APPLICANT DOES COMPLY, THE BOARD MAY (1) ADMIT THE APPLICANT TO PROVISIONAL MEMBERSHIP IN THE FEDERATION UNTIL THE NEXT MEETING OF THE NATIONAL COUNCIL THAT THE APPLICATION CAN BE CONSIDERED AND RECOMMEND THAT THE APPLICANT BE ADMITTED INTO FULL MEMBERSHIP OF THE FEDERATION, OR

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(2) IF THE NATIONAL COUNCIL HAS DELEGATED TO THE BOARD AUTHORITY TO APPROVE AN APPLICATION, ADMIT THE APPLICANT TO FULL MEMBERSHIP IN THE FEDERATION. IF APPLICANT DOES NOT COMPLY, THE BOARD SHALL RECOMMEND TO THE NATIONAL COUNCIL THAT THE APPLICANT NOT BE APPROVED FOR MEMBERSHIP IN THE FEDERATION. THE NATIONAL COUNCIL OR BOARD SHALL ADMIT AN APPLICANT INTO FULL MEMBERSHIP OF THE FEDERATION BY MAJORITY VOTE. PROVISIONAL MEMBERSHIP OF AN APPLICANT IS TERMINATED IF THE NATIONAL COUNCIL DOES NOT APPROVE THE APPLICANT FOR FULL MEMBERSHIP AT THAT NEXT COUNCIL MEETING.

LIFE MEMBER

A MEMBER ELIGIBLE TO VOTE AT THE NATIONAL COUNCIL MAY NOMINATE AN INDIVIDUAL TO BE A LIFE MEMBER OF THE FEDERATION. THE NOMINATION MUST BE SUBMITTED IN WRITING TO THE SECRETARY GENERAL AT LEAST 120 DAYS BEFORE THE NATIONAL COUNCIL MEETING AT WHICH THE NOMINATION IS TO BE CONSIDERED. THE NOMINATION SHALL BE INCLUDED IN THE MEETING NOTICE SENT OUT BY THE SECRETARY GENERAL ABOUT THE MEETING.

A MAJORITY VOTE OF THE NATIONAL COUNCIL SHALL BE REQUIRED TO GRANT LIFE MEMBERSHIP TO AN INDIVIDUAL NOMINATED UNDER SECTION 1 OF THIS BYLAW. A LIFE MEMBER ONLY HAS VOTING RIGHTS AS PROVIDED AT NATIONAL COUNCIL MEETINGS AND HAS NO OTHER VOTING OR REPRESENTATIONAL RIGHTS RELATED TO THE ACTIVITIES AND PROGRAMS OF THE FEDERATION.

INDIVIDUAL SUSTAINING MEMBER

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ANY INDIVIDUAL, INCLUDING ANY ATHLETE, TRAINER, MANAGER, ADMINISTRATOR AND OFFICIAL ACTIVE IN SOCCER IN THE UNITED STATES MAY BECOME AN INDIVIDUAL SUSTAINING MEMBER OF THE FEDERATION. THE BOARD OF DIRECTORS SHALL PRESCRIBE PROCEDURES FOR BECOMING AN INDIVIDUAL SUSTAINING MEMBER AND THE DUES AND BENEFITS OF MEMBERSHIP.

AN INDIVIDUAL SUSTAINING MEMBER SHALL HAVE NO VOTING OR OTHER REPRESENTATIONAL RIGHTS IN THE FEDERATION.

FORM 990, PART VI, SECTION A, LINE 7A: SECTION 1

THE NATIONAL COUNCIL SHALL BE THE REPRESENTATIVE MEMBERSHIP BODY OF THE FEDERATION AND HAVE THE FOLLOWING AUTHORITY:

- (1) THE ELECTION OF THE PRESIDENT AND VICE PRESIDENT OF THE FEDERATION.
- (2) THE ADOPTION OF AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS OF THE FEDERATION.
- (3) APPROVING THE BUDGETS OF THE FEDERATION, INCLUDING BUDGETS OF THE YOUTH, ADULT, PROFESSIONAL AND ATHLETES' ADVISORY COUNCILS.
- (4) GRANTING LIFE MEMBER STATUS TO INDIVIDUALS AS PROVIDED UNDER BYLAW 231.
- (5) APPROVE CHANGES IN BOUNDARIES UNDER SECTION 5 OF BYLAW 213.
- (6) APPROVE FEES.
- (7) APPROVE MEMBERSHIP OF ALL ORGANIZATION MEMBERS.
- (8) ADOPT POLICIES AND RESCIND OR AMEND POLICIES ADOPTED BY THE BOARD OF

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DIRECTORS.

(9) AFFIRMING ACTIONS OF THE BOARD OF DIRECTORS FOR THE PAST YEAR.

(A) THE FOLLOWING SHALL BE MEMBERS OF THE NATIONAL COUNCIL AND ENTITLED TO ONE VOTE UNLESS OTHERWISE SPECIFIED IN THIS BYLAW:

(1) DELEGATES FROM THE STATE ASSOCIATIONS, NATIONAL ASSOCIATIONS AND PROFESSIONAL LEAGUES HAVING VOTES AS DETERMINED AND WEIGHTED UNDER SECTION 2 OF THIS BYLAW.

(2) ATHLETE DELEGATES HAVING VOTES AS DETERMINED AND WEIGHTED UNDER SECTION 3 OF THIS BYLAW.

(3) EACH VOTING MEMBER OF THE BOARD OF DIRECTORS.

(4) EACH PAST PRESIDENT OF THE FEDERATION.

(5) EACH LIFE MEMBER, EXCEPT THAT THE TOTAL OF ALL VOTES CAST BY LIFE MEMBERS SHALL NOT EXCEED 12. IF THERE ARE MORE THAN 12 LIFE MEMBERS, THEN EACH LIFE MEMBER'S VOTE SHALL EQUAL THE FRACTION OF 12 DIVIDED BY THE NUMBER OF LIFE MEMBERS AT THAT MEETING, ROUNDED OFF TO 2 DECIMAL PLACES.

(6) EACH NATIONAL MEMBER, NATIONAL AFFILIATE, OTHER AFFILIATE, INDOOR PROFESSIONAL LEAGUE, AND ASSOCIATE.

(B) AN INDIVIDUAL ELIGIBLE TO VOTE IN MORE THAN ONE CAPACITY UNDER SUBSECTION (A) OF THIS SECTION MAY ONLY VOTE IN ONE OF THOSE CAPACITIES, AS SELECTED BY THAT INDIVIDUAL.

(C)

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(1) NO VOTING PROXY IS ALLOWED. EXCEPT AS PROVIDED IN PARAGRAPH (2) OF THIS SUBPARAGRAPH, ONE INDIVIDUAL MAY CAST ALL OR PART OF THE VOTES OF AN ORGANIZATION MEMBER HAVING MORE THAN ONE VOTE AT A COUNCIL MEETING. HOWEVER, ANY INDIVIDUAL CASTING A VOTE FOR AN ORGANIZATION MEMBER MUST BE AN OFFICER OR DIRECTOR OF THE ORGANIZATION MEMBER OF A CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, CHIEF ADMINISTRATIVE OFFICER, EXECUTIVE DIRECTOR, PROFESSIONAL LEAGUE COMMISSIONER, SENIOR MANAGEMENT OFFICIAL, OR OTHER POSITION OF COMPARABLE AUTHORITY OF THE ORGANIZATION MEMBER.

(2) FOR ANY NATIONAL CONUCIL MEETING, ONE INDIVIDUAL OF AN ORGANIZATION MEMBER MAY NOT CAST VOTES THAT EXCEED 2 PERCENT OF THE VOTES ELIGIBLE TO BE CAST AT A COUNCIL MEETING.

(D) AN ORGANIZATION MEMBER MAY HAVE ALTERNATES TO A NATIONAL COUNCIL MEETING. AN ALTERNATE MAY NOT VOTE BUT HAS THE RIGHT TO SPEAK.

FORM 990, PART VI, SECTION A, LINE 7A: SECTION 2

(A) THE NUMBER OF DELEGATES FROM EACH OF THE ORGANIZATION MEMBERS IN THE YOUTH, ADULT, AND PROFESSIONAL CONUCILS SHALL BE DETERMINED BY THE RESPECTIVE COUNCILS. THE NUMBER OF DELEGATES VOTING WITHIN A COUNCIL SHALL BE PROPORTIONAL AMONG ITS ORGANIZATION MEMBERS BASED ON THE FOLLOWING:

(1) IN THE YOUTH COUNCIL, THE NUMBER OF DELEGATES FOR (A) STATE ASSOCIATIONS SHALL BE BASED ON THE NUMBER OF PLAYERS REGISTERED AND FEES PAID TO THE FEDERATION BY THAT STATE ASSOCIATION, AND (B) NATIONAL ASSOCIATIONS SHALL BE BASED ON THE NUMBER OF PLAYERS REGISTERED AND FEES

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PAID BY THAT NATIONAL ASSOCIATION DIRECTLY TO THE FEDERATION AND NOT THROUGH A STATE ASSOCIATION, EXCEPT THAT IF A NATIONAL ASSOCIATION DOES NOT REGISTER ANY PLAYERS DIRECTLY WITH THE FEDERATION, THAT NATIONAL ASSOCIATION SHALL HAVE ONE VOTE AT EACH NATIONAL COUNCIL MEETING. IN EACH CASE, PLAYERS REGISTERED AND FEES PAID SHALL BE AS OF 30 DAYS BEFORE THE MEETING, AS CERTIFIED BY THE MEMBER OF THE BOARD OF DIRECTORS AUTHORIZED TO SERVE AS THE FEDERATION'S TREASURER.

(2) IN THE ADULT COUNCIL, THE NUMBER OF DELEGATES FOR (A) STATE ASSOCIATIONS SHALL BE BASED ON THE NUMBER OF PLAYERS REGISTERED AND FEES PAID TO THE FEDERATION BY THAT STATE ASSOCIATION, AND (B) NATIONAL ASSOCIATIONS SHALL BE BASED ON THE NUMBER OF PLAYERS REGISTERED AND FEES PAID DIRECTLY TO THE FEDERATION BY THAT NATIONAL ASSOCIATION AND NOT THROUGH A STATE ASSOCIATION, HOWEVER, THE NATIONAL ASSOCIATION SHALL DESIGNATE DELEGATE VOTES TO NATIONAL ASSOCIATION MEMBERS THAT ARE NOT STATE ASSOCIATIONS BASED UPON THE NUMBER OF PLAYERS REGISTERED AND FEES PAID DIRECTLY TO THE NATIONAL ASSOCIATION AND NOT THROUGH A STATE ASSOCIATION. IN EACH CASE, PLAYERS REGISTERED AND FEES PAID FOR THE PRECEDING CALENDAR YEAR, JANUARY 1 THROUGH DECEMBER 31, AS CERTIFIED BY THE MEMBER OF THE BOARD OF DIRECTORS AUTHORIZED TO SERVE AS THE FEDERATION'S TREASURER.

(3) IN THE PROFESSIONAL COUNCIL, THE NUMBER OF DELEGATES FOR EACH PROFESSIONAL LEAGUE SHALL BE BASED ON THE LEVEL OF COMPETITIVE DIVISION AMONG THE PROFESSIONAL LEAGUES.

(B) IF THE MEMBERS OF A COUNCIL ARE UNABLE TO REACH AGREEMENT ON THE

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NUMBER OF DELEGATES FOR EACH MEMBER UNDER SUBSECTION (A) OF THIS SECTION,
THE BOARD OF DIRECTORS SHALL DETERMINE THE NUMBER.

(C) THE BASIS FOR CALCULATING THE NUMBER OF DELEGATES WITHIN A COUNCIL
MAY BE CHANGED BY THE BOARD OF DIRECTORS UPON AGREEMENT WITH THE
COUNCIL.

(D) TO PROVIDE EQUAL REPRESENTATION AMONG THE YOUTH, ADULT, AND
PROFESSIONAL COUNCILS, THE VOTES OF THE DELEGATES FROM EACH OF THOSE
COUNCILS SHALL BE MULTIPLIED BY A COUNCIL MULTIPLIER. THE COUNCIL
MULTIPLIER SHALL EQUAL THE NUMBER OF DELEGATES FOR THE COUNCIL WITH THE
LARGEST NUMBER OF DELEGATES DIVIDED BY THE NUMBER OF DELEGATES OF THE
RESPECTIVE COUNCIL, ROUNDED OFF TO 2 DECIMAL PLACES.

FORM 990, PART VI, SECTION A, LINE 7A: SECTION 3

(A) AT LEAST 20 PERCENT OF THE VOTES ELIGIBLE TO BE CAST AT A NATIONAL
COUNCIL MUST BE ATHLETES, AND THE BOARD OF DIRECTORS SHALL MAKE NECESSARY
ADJUSTMENTS TO ENSURE THAT THIS 20 PERCENT ATHLETE REQUIREMENT IS
SATISFIED.

(B) ATHLETE DELEGATES TO THE NATIONAL COUNCIL SHALL BE DETERMINED BY THE
ATHLETES AS PROVIDED BY BYLAW 321.

(C) ONE INDIVIDUAL MAY CAST ALL OR PART OF THE VOTES FOR THE ATHLETES AT

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A NATIONAL COUNCIL MEETING, BUT THAT INDIVIDUAL MAY NOT CAST VOTES FOR ANY OTHER ORGANIZATION MEMBER OR INDIVIDUAL AT THE MEETING. THE INDIVIDUAL MAY CAST THE VOTES AS AN ATHLETE DELEGATE OR BY PROXY AS DETERMINED BY THE ATHLETES' COUNCIL.

(D) TO ENSURE AT LEAST 20 PERCENT ATHLETE REPRESENTATION ON THE NATIONAL COUNCIL, THE VOTES OF THE ATHLETE DELEGATES SHALL BE MULTIPLIED BY AN ATHLETE COUNCIL MULTIPLIER. THE MULTIPLIER SHALL BE CALCULATED AS FOLLOWS: $((TWV/.8) - TWV)/AD$ ROUNDED OFF TO 2 DECIMAL PLACES. "TWV" MEANS THE TOTAL WEIGHTED VOTE OF ALL NON-ATHLETE DELEGATES AT THE NATIONAL COUNCIL. "AD" MEANS THE NUMBER OF ATHLETE DELEGATES AT THE NATIONAL COUNCIL MEETING.

FORM 990, PART VI, SECTION B, LINE 11: GOVERNING BODY REVIEW OF FORM 990

THE BOARD RETAINS THE SERVICES OF AN INDEPENDENT CPA FIRM TO PREPARE THE FEDERATION'S FORM 990. MANAGEMENT REVIEWS THE COMPLETED FORM 990 AND PROVIDES A FULL COPY TO ALL VOTING MEMBERS OF THE GOVERNING BODY PRIOR TO FILING THE RETURN.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICTS OF INTEREST POLICY

MONITORING - OFFICERS, DIRECTORS AND KEY EMPLOYEES ARE ANNUALLY REQUIRED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT AS A PRECURSOR TO THEIR SERVICE TO THE FEDERATION. POTENTIAL CONFLICTS ARE LOGGED WITH AND

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MONITORED BY THE SECRETARY GENERAL.

FORM 990, PART VI, SECTION B, LINE 15

THE SALARY OF THE CEO IS DETERMINED USING A COMPENSATION SPECIALIST AND A COMPENSATION SURVEY WHICH IS THEN APPROVED BY THE BOARD. THE SALARY OF KEY EMPLOYEES IS DETERMINED BY INDUSTRY SURVEYS WHICH COVER OTHER ORGANIZATIONS AND SPORTING TEAMS. THE SALARY OF ALL OTHER EMPLOYEES ARE DETERMINED BY COMPARING THEM AGAINST OTHER SIMILAR SIZED ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 19

GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE THROUGH APPLICABLE GOVERNMENTAL AGENCIES; THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON WRITTEN REQUEST TO THE FEDERATION.

ATTACHMENT 1

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
LATHAM & WATKINS PO BOX 894256 LOS ANGELES, CA 90189-4256	LEGAL SERVICES	1,383,943.