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CHANGE OF ACCOUNTING PERIOD
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

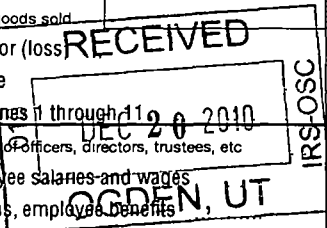
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning JAN 1, 2010, and ending JAN 31, 2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation AMERICAN EAGLE OUTFITTERS FOUNDATION		A Employer identification number 25-1827476
	Number and street (or P.O. box number if mail is not delivered to street address) 77 HOT METAL STREET	Room/suite	B Telephone number 412-432-4552
	City or town, state, and ZIP code PITTSBURGH, PA 15203		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,268,617. (Part I, column (d) must be on cash basis)		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		19.	19.		STATEMENT 1
4 Dividends and interest from securities		2,507.	2,507.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		93,294.			
b Gross sales price for all assets on line 6a		350,425.			
7 Capital gain net income (from Part IV, line 2)			93,294.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		95,820.	95,820.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		1,667.	0.		0.
19 Depreciation and depletion		1,787.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		3,454.	0.		0.
25 Contributions, gifts, grants paid		114,000.			234,000.
26 Total expenses and disbursements. Add lines 24 and 25		117,454.	0.		234,000.
27 Subtract line 26 from line 12		<21,634.>			
a Excess of revenue over expenses and disbursements			95,820.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	256,666.	386,343.	386,343.
	3 Accounts receivable ▶ 2,507.			
	Less allowance for doubtful accounts ▶	11,223.	2,507.	2,507.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable	9,059.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 5	796,097.	806,097.	806,097.
	b Investments - corporate stock STMT 6	2,486,112.	2,064,967.	2,064,967.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 62,940.			
	Less accumulated depreciation STMT 7 ▶ 54,237.	10,490.	8,703.	8,703.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,569,647.	3,268,617.	3,268,617.
	17 Accounts payable and accrued expenses	7,135.	1,754.	
	18 Grants payable	120,000.		
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	127,135.	1,754.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	453,441.	277,792.	
	25 Temporarily restricted	49,071.	49,071.	
	26 Permanently restricted	2,940,000.	2,940,000.	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	3,442,512.	3,266,863.		
31 Total liabilities and net assets/fund balances	3,569,647.	3,268,617.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,442,512.
2 Enter amount from Part I, line 27a	2	<21,634.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,420,878.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT ATTACHED - FOOTNOTE	5	154,015.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,266,863.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1553 SHARES ISHARES TR RUSSELL 2000 INDEX	P	01/06/09	01/11/10
b	735 SHARES MIDCAP SPDR TR	P	01/06/09	01/11/10
c	1310 SHARES SPDR S&P ETF TRUST	P	01/06/09	01/11/10
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 99,902.		73,276.	26,626.
b 100,204.		69,585.	30,619.
c 150,319.		114,270.	36,049.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			26,626.
b			30,619.
c			36,049.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	93,294.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008 9	450,921.	3,206,809.	.140614
2007 8	698,651.	3,668,926.	.190424
2006 7	601,472.	3,269,308.	.183975
2005 6	575,384.	2,103,752.	.273504
2004 5	1,313,510.	886,525.	1.481639

2 Total of line 1, column (d)	2	2.270156
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.454031
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,334,557.
5 Multiply line 4 by line 3	5	1,513,992.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	958.
7 Add lines 5 and 6	7	1,514,950.
8 Enter qualifying distributions from Part XII, line 4	8	234,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,916.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,916.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,916.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,100.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	184.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 184. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA, NY, KS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.AEBETTERWORLD.COM</u>	13	X	
14	The books are in care of ► <u>LESLEY ROOS</u> Telephone no ► <u>412-432-4857</u> Located at ► <u>77 HOT METAL STREET, PITTSBURGH, PA</u> ZIP+4 ► <u>15203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			► <input type="checkbox"/> <u>15</u> N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,224,909.
b	Average of monthly cash balances	1b	160,428.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,385,337.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,385,337.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,780.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,334,557.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	14,162.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	14,162.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,916.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,916.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,246.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,246.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,246.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	234,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	234,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	234,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				12,246.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 200 5 5	1,269,770.			
b From 200 6 6	575,384.			
c From 200 7 7	601,472.			
d From 200 8 8	698,651.			
e From 200 9 9	450,921.			
f Total of lines 3a through e	3,596,198.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 234,000.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				12,246.
e Remaining amount distributed out of corpus	221,754.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,817,952.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 200 5 5 not applied on line 5 or line 7	1,269,770.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,548,182.			
10 Analysis of line 9				
a Excess from 200 6 6	575,384.			
b Excess from 200 7 7	601,472.			
c Excess from 200 8 8	698,651.			
d Excess from 200 9 9	450,921.			
e Excess from 2009*	221,754.			

*short period January 1 - January 31, 2010

N/A

▶

☐ 4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Attachment to Form 990-PF
American Eagle Outfitters Foundation

EIN# 25-1827476

	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>Purpose</u>	<u>Amount</u>
GRANTS PAID DURING THE PERIOD JANUARY 1 - 31, 2010						
Allegheny County Library Association	22 Wabash Street	Pittsburgh	PA	15220	Community Chanty	7,000 00
Big Brothers Big Sister of Franklin Count	16 Court Square	Greenfield	MA	01302	Community Chanty	15,000 00
Big Brothers Blg Sisters	131 W 5th Street	Davenport	IA	52801	Community Chanty	-500 00
Carnegie Science Center	1 Allegheny Avenue	Pittsburgh	PA	15212	Community Chanty	5,000 00
Covenant House	460 West 41st Street	New York	NY	10036	Community Chanty	10,000 00
East Central Kansas Area Agency on Aging	117 South Main	Ottawa	KS	66067	Community Chanty	6,000 00
ENACT	630 Ninth Avenue, Suite 301	New York	NY	10036	Community Chanty	7,500 00
Exalt Youth	150 Court Street	New York	NY	11201	Community Chanty	7,500 00
Figure Skating in Harlem	361 W 125th St #401	New York	NY	10027	Community Chanty	7,500 00
Groudwork	595 Sutter Ave	Brooklyn	NY	11207	Community Chanty	7,500 00
Kansas Assoc for the Blind & Visually Im	603 SW Topeka Blvd #304	Topeka	KS	66603	Community Chanty	2,500 00
Ottawa High School	1120 South Ash	Ottawa	KS	66067	Community Chanty	1,500 00
Ottawa University	1001 South Cedar St, #16	Ottawa	KS	66067	Community Chanty	5,000 00
Pittsburgh Symphony Orchestra	600 Penn Avenue	Pittsburgh	PA	15222-3259	Community Chanty	10,000 00
Sustainable South Bronx	890 Garnson Avenue #24	New York	NY	10474	Community Chanty	7,500 00
United Way of Allegheny County	1250 Penn Avenue	Pittsburgh	PA	15230	Community Chanty	10,000 00
Youth Works	401 Wood Street, Suite 1500	Pittsburgh	PA	15222	Community Chanty	5,000 00
TOTAL						<u>114,000 00</u>
GRANTS PAID IN JANUARY 2010 AND EXPENSED IN THE YEAR 2009						
Jumpstart	308 Congress Street 6th Floor	Boston	MA	02210	Community Chanty	<u>120,000 00</u>

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	WEBSITE DEVELOPMENT COSTS	07/30/07	SL	3.00	16	62,940.			62,940.	52,450.		1,787.
	* TOTAL 990-PF PG 1 DEPR.					62,940.		0.	62,940.	52,450.	0.	1,787.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NATIONAL CITY	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC INSTITUTIONAL INVESTMENTS	2,507.	0.	2,507.
TOTAL TO FM 990-PF, PART I, LN 4	2,507.	0.	2,507.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,667.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,667.	0.		0.

FOOTNOTES STATEMENT 4

INVESTMENTS ADJUSTED TO FMV FOR BOOK PURPOSES:

FAIR MARKET VALUE AT 01/31/2010	3,011,783.
ORIGINAL COST BASIS	2,578,849.

CUMULATIVE UNREALIZED GAIN AT 01/31/2010	432,934.
CUMULATIVE UNREALIZED GAIN AT 12/31/2009	586,949.

UNREALIZED LOSS FOR THE PERIOD ENDED 01/31/2010	<154,015.>
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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PNC - MUTUAL FUNDS	X		806,097.	806,097.
TOTAL U.S. GOVERNMENT OBLIGATIONS			806,097.	806,097.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			806,097.	806,097.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC - CORP STOCK	2,064,967.	2,064,967.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,064,967.	2,064,967.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	7
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE DEVELOPMENT COSTS	62,940.	54,237.	8,703.
TOTAL TO FM 990-PF, PART II, LN 14	62,940.	54,237.	8,703.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH KERIN 77 HOT METAL STREET PITTSBURGH, PA 15203	PRESIDENT, AS 2.00	NEEDED 0.	0.	0.
ART SOLOMON 77 HOT METAL STREET PITTSBURGH, PA 15203	SECRETARY, AS 1.00	NEEDED 0.	0.	0.
STEVE LYMAN 77 HOT METAL STREET PITTSBURGH, PA 15203	VICE-PRESIDENT, AS 1.00	NEEDED 0.	0.	0.
KRISTIN BOYLE 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS 1.00	NEEDED 0.	0.	0.
TOM DIDONATO 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS 1.00	NEEDED 0.	0.	0.
ROZ JOHNSON 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS 1.00	NEEDED 0.	0.	0.
MICHAEL JENNINGS 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS 1.00	NEEDED 0.	0.	0.
MARIOLA KUKULSKI 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS 1.00	NEEDED 0.	0.	0.
RICK MILAZZO 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS 1.00	NEEDED 0.	0.	0.
MARCIE EBERHART 77 HOT METAL STREET PITTSBURGH, PA 15203	DIRECTOR, AS 30.00	NEEDED 0.	0.	0.
DAN PETRONELLA 77 HOT METAL STREET PITTSBURGH, PA 15203	TREASURER, AS 1.00	NEEDED 0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AMERICAN EAGLE OUTFITTERS FOUNDATION
77 HOT METAL STREET
PITTSBURGH, PA 15203

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
412-432-4552	FINANCIAL GRANTS

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR GRANTS FROM SECTION 501(C)(3) ORGANIZATIONS SHOULD BE IN WRITING TO THE FOUNDATION'S ADDRESS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE AE FOUNDATION WILL ALLOCATE A LIMITED AMOUNT OF FUNDING TO NONPROFIT, PUBLIC CHARITIES IN PITTSBURGH, NEW YORK CITY AND OTTAWA, KANSAS WITH TAX EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT FALL WITHIN THE SCOPE OF ITS MISSION.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AMERICAN EAGLE OUTFITTERS FOUNDATION
77 HOT METAL STREET
PITTSBURGH, PA 15203

TELEPHONE NUMBER NAME OF GRANT PROGRAM

412-432-4552 EAGLES IN THE REGION

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR GRANTS FROM SECTION 501(C)(3) ORGANIZATIONS SHOULD BE IN WRITING TO THE FOUNDATION'S ADDRESS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE EXCLUSIVELY TO TAX EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT MEET THE GUIDELINES.

- 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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	AMERICAN EAGLE OUTFITTERS FOUNDATION	25-1827476
	Number, street, and room or suite no. If a P.O. box, see instructions. 77 HOT METAL STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PITTSBURGH, PA 15203	

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

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

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

LESLEY ROOS

- The books are in the care of **77 HOT METAL STREET - PITTSBURGH, PA 15203**

Telephone No. **412-432-4857**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐ **X**
- 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 ☐ **X**. If it is for part of the group, check this box ☐ **X** 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 **DECEMBER 15, 2010**.
- 5 For calendar year , or other tax year beginning **JAN 1, 2010**, and ending **JAN 31, 2010**.
- 6 If this tax year 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 FOUNDATION NEEDS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION 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	\$	2,100.
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	\$	2,100.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

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 **Lesley Roos** Title **CPA**

Date **9/14/2010**

Form 8868 (Rev. 4-2009)