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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

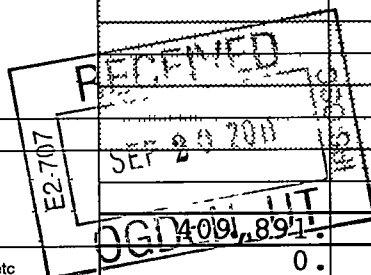
For calendar year 2010, or tax year beginning FEB 1, 2010, and ending JAN 31, 2011

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

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		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"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,532,276. (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) _____	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"/>

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		186,955.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		163.	163.		STATEMENT 1
4 Dividends and interest from securities		68,045.	68,045.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		154,728.			
b Gross sales price for all assets on line 6a		405,008.			
7 Capital gain net income (from Part IV, line 2)			154,728.		
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		409,891.	222,936.		
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 STMT 3		10,850.	0.		10,850.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		4,459.	0.		0.
19 Depreciation and depletion		8,703.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		28,169.	23,993.		4,176.
24 Total operating and administrative expenses. Add lines 13 through 23		52,181.	23,993.		15,026.
25 Contributions, gifts, grants paid		433,715.			410,215.
26 Total expenses and disbursements. Add lines 24 and 25		485,896.	23,993.		425,241.
27 Subtract line 26 from line 12		<76,005.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			198,943.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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	386,343.	588,122.	588,122.
	3	Accounts receivable ▶ 2,231.			
		Less allowance for doubtful accounts ▶	2,507.	2,231.	2,231.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable		3,411.	3,411.
	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 7	806,097.	817,414.	817,414.
	b	Investments - corporate stock STMT 8	2,064,967.	2,121,098.	2,121,098.
	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 9 ▶ 62,940.	8,703.	0.	0.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	3,268,617.	3,532,276.	3,532,276.
	17	Accounts payable and accrued expenses	1,754.	3,803.	
	18	Grants payable		23,500.	
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)	1,754.	27,303.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	277,792.	212,344.	
	25	Temporarily restricted	49,071.	352,629.	
	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	3,266,863.	3,504,973.	
	31	Total liabilities and net assets/fund balances	3,268,617.	3,532,276.	

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	3,266,863.
2	Enter amount from Part I, line 27a	2	<76,005.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT ATTACHED - FOOTNOTE	3	314,115.
4	Add lines 1, 2, and 3	4	3,504,973.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,504,973.

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 1,264 SHS ISHARES TR RUSSELL 2000 INDEX FD			
b ETF	P	01/06/09	01/27/11
c 1,543 SHS SPDR S&P500 ETF TRUST	P	01/06/09	01/27/11
d 592 SHS MIDCAP SPDR TRUST SERIES 1 ETF	P	01/06/09	01/27/11
e CAPITAL GAINS DIVIDENDS			

(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			
b 100,385.		59,640.	40,745.
c 200,463.		134,594.	65,869.
d 100,543.		56,046.	44,497.
e 3,617.			3,617.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			40,745.
c			65,869.
d			44,497.
e			3,617.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	154,728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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))
2009	450,921.	3,206,809.	.140614
2008	698,651.	3,668,926.	.190424
2007	601,472.	3,269,308.	.183975
2006	575,384.	2,103,752.	.273504
2005	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 2010 from Part X, line 5	4	3,272,255.
5 Multiply line 4 by line 3	5	1,485,705.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,989.
7 Add lines 5 and 6	7	1,487,694.
8 Enter qualifying distributions from Part XII, line 4	8	425,241.

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)		1	3,979.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,979.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,979.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	184.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,884.	
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	905.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	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
1b 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		
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 2010 or the taxable year beginning in 2010 (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 ► <u>15</u> N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 2010 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 2010.) 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 2010?	4b	X

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

5b

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

6b

X

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

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

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 10		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

Form 990-PF (2010)

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services

Part IX-A

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1 N/A

3

4

Part IX-B

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A
---	-----

All other program-related investments See instructions

3

Total. Add lines 1 through 3

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	3,187,195.
b	Average of monthly cash balances	1b	134,891.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,322,086.
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	3,322,086.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,831.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,272,255.
6	Minimum investment return. Enter 5% of line 5	6	163,613.

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	163,613.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,979.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,979.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	159,634.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	159,634.
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	159,634.

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	425,241.
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	425,241.
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	425,241.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				159,634.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	1,269,770.			
b From 2006	575,384.			
c From 2007	601,472.			
d From 2008	698,651.			
e From 2009	672,675.			
f Total of lines 3a through e	3,817,952.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 425,241.				
a Applied to 2009, 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) **	425,241.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	159,634.			159,634.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,083,559.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	1,110,136.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,973,423.			
10 Analysis of line 9				
a Excess from 2006	575,384.			
b Excess from 2007	601,472.			
c Excess from 2008	698,651.			
d Excess from 2009	672,675.			
e Excess from 2010	425,241.			

** SEE STATEMENT 11

Form 990-PF (2010)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

3 Subtract line 2d from line 2c
Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 12

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT - GRANTS PAID DURING THE YEAR - VARIOUS VARIOUS		SEE STATEMENT	SEE STATEMENT	410,215.
Total			▶ 3a	410,215.
b Approved for future payment SEE ATTACHED STATEMENT - GRANTS APPROVED FOR FUTURE PAYMENT - VARIOUS VARIOUS		SEE STATEMENT	SEE STATEMENT	23,500.
Total			▶ 3b	23,500.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

9/14/11
Date

DIRECTOR

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

DANIEL W. WILKINS,
CPA

Preparer's signature

D. W. N. K. PA

Date _____

9/13/2011

Check ☒ self-employed

PTIN

Firm's name ► STONEMETZ & WILKINS, CPA'S

Firm's EIN ▶

Firm's address ► 2403 SIDNEY STREET, SUITE 275
PITTSBURGH, PA 15203

Phone no (412) 481-1900

Form **990-PF** (2010)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

AMERICAN EAGLE OUTFITTERS FOUNDATION

Employer identification number

25-1827476

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (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, aggregate 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 aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. 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 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

AMERICAN EAGLE OUTFITTERS FOUNDATION

25-1827476

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	AMERICAN EAGLE OUTFITTERS, INC. 77 HOT METAL STREET PITTSBURGH, PA 15203	\$ 119,144.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	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.)

Employer identification number

25-1827476

[illegible]

Name of organization

Employer identification number

AMERICAN EAGLE OUTFITTERS FOUNDATION

25-1827476

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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.) ► \$

(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

Attachment to Form 990-PF
American Eagle Outfitters Foundation

EIN# 25-1827476

	Address	City	State	Zip	Purpose	Amount
GRANTS PAID DURING THE PERIOD FEBRUARY 1, 2010 - JANUARY 31, 2011						
Alberta Children's Hospital Foundation	6455 Macleod Trail South	Calgary	AB	T2H 0K9	Community Chanty	400 00
American Red Cross	2025 E Street, N W	Washington	DC	20006	Community Chanty	5,000 00
Asset Inc	2403 Sidney Street, Suite 800	Pittsburgh	PA	15203	Community Chanty	5,000 00
Astronomical Society of Kansas City	P O Box 400	Blue Springs	MO	64013	Community Chanty	5,000 00
Big Brothers Big Sisters of Amencia	230 North 13th Street	Philadelphia	PA	19107	Community Chanty	123,000 00
Big Brothers Big Sisters of Beaver County	426 Adams Street, Suite 2	Rochester	PA	15074	Community Chanty	2,850 00
Big Brothers Big Sisters of Butler County	5539 Eureka Drive	Hamilton	OH	45011	Community Chanty	2,000 00
Big Brothers Big Sisters of Canada	3228 South Service Road, Suite 113E	Burlington	ON	L7N 3H8	Community Chanty	13,000 00
Big Brothers Big Sisters of Central MN	15 6th Avenue N	Saint Cloud	MN	56303	Community Chanty	125 00
Big Brothers Big Sisters of Greater Pittsburgh	5989 Penn Circle South	Pittsburgh	PA	15206	Community Chanty	18,000 00
Big Brothers Big Sisters of Hampshire County	Bangs Center, 70 Boltwood Walk	Amherst	MA	01002	Community Chanty	500 00
Big Brothers Big Sisters of NYC	223 East 30th Street	New York	NY	10016	Community Chanty	10,000 00
Big Brothers Big Sisters of Peel	71 West Drive	Brampton,	ON	L6T 5E2	Community Chanty	10 000 00
Building Educated Leaders for Life	One Fordham Plaza, Suite 903	Bronx	NY	10458	Community Chanty	5,000 00
CASA of the Fourth Judicial District	315 S Main, 3rd floor	Ottawa	KS	66067	Community Chanty	6,400 00
Children's Aid Foundation	25 Spadina Road	Toronto	ON	M5R 2S9	Community Chanty	5,000 00
Children's Museum of Pittsburgh	10 Children's Way	Pittsburgh	PA	15212	Community Chanty	5,000 00
City Kids Foundation	57 Leonard Street	New York	NY	10013	Community Chanty	5,000 00
City Theater	1300 Bingham Street	Pittsburgh	PA	15203	Community Chanty	5,000 00
Covenant House	460 West 41st Street	New York	NY	10036	Community Chanty	10,000 00
Cypress Hills Local Development Corporation	625 Jamaica Avenue	Brooklyn	NY	11208	Community Chanty	5,000 00
Exalt Youth	150 Court Street	New York	NY	11201	Community Chanty	5,000 00
Franklin Co Children's Coalition	PO Box 1004	Ottawa	KS	66067	Community Chanty	3,500 00
Girl Scouts of Western PA	30 Isabella Street	Pittsburgh	PA	15212	Community Chanty	5,000 00
Grantmakers of Western PA	650 Smithfield Street, Suite 210	Pittsburgh	PA	15222	Community Chanty	2,665 00
Greater Pittsburgh Community Food Bank	1 N Linden Street	Duquense	PA	15110	Community Chanty	4 545 00
Greater Pittsburgh Literacy Council	100 Shendan Square, 4th Floor	Pittsburgh	PA	15206	Community Chanty	5,000 00
Headquarters Counseling Center	P O Box 999	Lawrence	KS	66044	Community Chanty	6,600 00
Henry Street Settlement	265 Henry Street	New York	NY	10002	Community Chanty	5,000 00
Hudson River Community Sailing	P O Box 1800	New York	NY	10156	Community Chanty	5,000 00
Jumpstart	308 Congress Street 6th Floor	Boston	MA	02210	Community Chanty	450 00
Kids In Distress	819 NE 26th Street	Wilton Manors	FL	33305	Community Chanty	2,500 00
Kingsbridge Heights Community Center	3101 Kingsbridge Terrace	Bronx	NY	10463	Community Chanty	5,000 00
Knox Area Rescue Ministries	P O Box 3310	Knoxville	TN	37927	Community Chanty	800 00
Leave out the Violence	240 West 35th Street, Suite 200	New York	NY	10001	Community Chanty	10,000 00
Madison Square Boys & Girls Club	350 fifth Avenue, Suite 912	New York	NY	10118	Community Chanty	5,000 00
Meal Exchange	365-401 Richmond Street West	Toronto	ON	M5V 3A8	Community Chanty	5,000 00
Mercy Corps	45 SW Ankeny St	Portland	OR	97204	Community Chanty	450 00
Miller School	100 Samuel Miller Loop	Charlottesville	VA	22903	Community Chanty	1,250 00
Mothers Against Drunk Driving	2010 Winston Park Drive, Suite 500	Oakville	ON	L6H 5R7	Community Chanty	4,000 00
New York Cares	214 West 29th Street, 5th Floor	New York	NY	10001	Community Chanty	5,000 00
Operation Exodus Inner City, Inc	21 Wadsworth Avenue	New York	NY	10033	Community Chanty	5,000 00
Operation Warm	1653 Brntons Bndge Road	Chadds Ford	PA	19317	Community Chanty	9,500 00
Ottawa High School	1120 South Ash	Ottawa	KS	66067	Community Chanty	1,500 00
Ottawa Teens Inc	517 E 3rd Street	Ottawa	KS	66067	Community Chanty	5,000 00
Oxfam America	226 Causeway St., 5th Floor	Boston	MA	02114-2206	Community Chanty	180 00
PERSAD Center, Inc	5150 Penn Avenue	Pittsburgh	PA	15224	Community Chanty	5,000 00
Pittsburgh CLO	719 Liberty Avenue	Pittsburgh	PA	15222	Community Chanty	5,000 00
Queens Library Foundation	89-11 Memck Boulevard	Jamaica	NY	11432	Community Chanty	5,000 00
Reading is Fundamental Pittsburgh	10 Children's Way, Suite 300	Pittsburgh	PA	15212	Community Chanty	2 500 00
Riverquest	1501 Reedsdale Street	Pittsburgh	PA	15233	Community Chanty	5,000 00
Sacred Heart Catholic School	426 S Cedar	Ottawa	KS	66067	Community Chanty	2,000 00
Step Up Women's Network	159 Bleecker Street, Suite 2B	New York	NY	10012	Community Chanty	5,000 00
Strong Women Strong Girls	2934 Smallman Street, 2nd Floor	Pittsburgh	PA	15201	Community Chanty	5,000 00
Sustainable Pittsburgh	425 Sixth Avenue, Suite 1335	Pittsburgh	PA	15219	Community Chanty	5,000 00
Sustained Dialogue Campus Network	444 North Capitol Street NW, Suite 434	Washington	DC	20001	Community Chanty	500 00
The Call to Serve	1700 Grant Building	Pittsburgh	PA	15219	Community Chanty	2,500 00
The Gratitude Week to End Homelessness Found	925 West Georgia Street	Vancouver	BC	V6C 3L2	Community Chanty	1,000 00
The Woodlands Foundation	134 Shenot Road	Wexford	PA	15090	Community Chanty	5,000 00
Trail Blazers	250 West 57th Street, Suite 1132	New York	NY	10019	Community Chanty	5,000 00
Ward Home	2275 Swallow Hill Road, Bldg 800	Pittsburgh	PA	15220	Community Chanty	5,000 00
Womansplace	410 Ninth Avenue	McKeesport	PA	15132	Community Chanty	7,500 00
TOTAL						410,215 00
GRANTS APPROVED FOR FUTURE PAYMENT						
Big Brothers Big Sisters of Peel	71 West Drive	Brampton,	ON	L6T 5E2	Community Chanty	10,000 00
Big Brothers Big Sisters of Franklin Count	18 Court Square	Greenfield	MA	01302	Community Chanty	10,000 00
Franklin Co Children's Coalition	PO Box 1004	Ottawa	KS	66067	Community Chanty	3,500 00
TOTAL						23,500 00

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

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.	54,237.		8,703.
	* TOTAL 990-PF PG 1 DEPR					62,940.		0.	62,940.	54,237.	0.	8,703.

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

SOURCE	AMOUNT
NATIONAL CITY	163.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	163.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC INSTITUTIONAL INVESTMENTS	71,662.	3,617.	68,045.
TOTAL TO FM 990-PF, PART I, LN 4	71,662.	3,617.	68,045.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STONEMETZ & WILKINS	10,850.	0.		10,850.
TO FORM 990-PF, PG 1, LN 16B	10,850.	0.		10,850.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	4,459.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,459.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	874.	0.		874.
INVESTMENT FEE	23,993.	23,993.		0.
FUNDRAISING EXPENSE	2,109.	0.		2,109.
MISCELLANEOUS EXPENSES	483.	0.		483.
STATE FILING FEES	710.	0.		710.
TO FORM 990-PF, PG 1, LN 23	28,169.	23,993.		4,176.

FOOTNOTES

STATEMENT

6

INVESTMENTS ADJUSTED TO FMV FOR BOOK PURPOSES:

FAIR MARKET VALUE AT 01/31/2011

2,938,512.

ORIGINAL COST BASIS

2,191,463.

CUMULATIVE UNREALIZED GAIN AT 01/31/2011

747,049.

CUMULATIVE UNREALIZED GAIN AT 01/31/2010

432,934.

UNREALIZED LOSS FOR THE PERIOD ENDED 01/31/2011

314,115.

PART XIII LINE 10 D:

EXCESS FROM 2009

450,921.

EXCESS FROM SHORT PERIOD JANUARY 1 - JANUARY 31, 2010

221,754.

TOTAL

672,675.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PNC - MUTUAL FUNDS	X		817,414.	817,414.
TOTAL U.S. GOVERNMENT OBLIGATIONS			817,414.	817,414.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			817,414.	817,414.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC - CORP STOCK	2,121,098.	2,121,098.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,121,098.	2,121,098.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
WEBSITE DEVELOPMENT COSTS	62,940.	62,940.	0.
TOTAL TO FM 990-PF, PART II, LN 14	62,940.	62,940.	0.

FORM 990-PF

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

STATEMENT 10

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	FORMER PRESIDENT, AS NEEDED 2.00	0.	0.	0.
MICHAEL JENNINGS 77 HOT METAL STREET PITTSBURGH, PA 15203	SECRETARY, AS NEEDED 1.00	0.	0.	0.
STEVE LYMAN 77 HOT METAL STREET PITTSBURGH, PA 15203	VICE-PRESIDENT, AS NEEDED 1.00	0.	0.	0.
KRISTIN BOYLE 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.
TOM DIDONATO 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.
ROZ JOHNSON 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.
MONICA GORMAN 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.
RICK MILAZZO 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.
MARCIE EBERHART 77 HOT METAL STREET PITTSBURGH, PA 15203	DIRECTOR, AS NEEDED 30.00	0.	0.	0.
SCOTT GRIFFITH 77 HOT METAL STREET PITTSBURGH, PA 15203	TREASURER, AS NEEDED 1.00	0.	0.	0.
FRED GROVER 77 HOT METAL STREET PITTSBURGH, PA 15203	PRESIDENT, AS NEEDED 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

THE FOUNDATION IS ELECTING UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY ALL OF THE REMAINING JANUARY 2010
QUALIFYING DISTRIBUTIONS AS OUT OF CORPUS.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

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.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **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 ☒
- 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

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

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

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 ☐
- 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 **SEPTEMBER 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning **FEB 1, 2010**, and ending **JAN 31, 2011**.

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	\$ 4,884.
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	\$ 184.
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	\$ 4,700.

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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)