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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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2013

Open to Public Inspection

For calendar year 2013 or tax year beginning FEB 1, 2013, and ending JAN 31, 2014

Name of foundation  
**AMERICAN EAGLE OUTFITTERS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**77 HOT METAL STREET**

City or town, state or province, country, and ZIP or foreign postal code  
**PITTSBURGH, PA 15203**

**A** Employer identification number  
**25-1827476**

**B** Telephone number  
**412-432-4552**

**C** If exemption application is pending, check here ☐

**D 1** Foreign organizations, check here ☐

**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16)  
**\$ 5,131,695.** (Part I, column (d) must be on cash basis)

**J** Accounting method ☐ Cash ☒ Accrual  
☐ 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)
Revenue	1 Contributions, gifts, grants, etc., received	336,327.		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	58.	58.		STATEMENT 1
	4 Dividends and interest from securities	119,608.	119,608.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<30,695.>			
	b Gross sales price for all assets on line 6a	1,319,181.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	425,298.	119,666			
Operating and Administrative Expenses	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	9,975.	0.		9,975.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,970.	0.		1,970.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 5	52,526.	25,806.		26,720.	
24 Total operating and administrative expenses Add lines 13 through 23	64,471.	25,806.		38,665.	
25 Contributions, gifts, grants paid	431,052.			407,052.	
26 Total expenses and disbursements. Add lines 24 and 25	495,523.	25,806.		445,717.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<70,225.>				
b Net investment income (if negative, enter -0-)		93,860.			
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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,778,989.	217,917.	217,917.
	3 Accounts receivable ▶ 41,514.			
	Less allowance for doubtful accounts ▶	1,154.	41,514.	41,514.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable	2,957.		
	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			
	b Investments - corporate stock STMT 7	3,137,450.	4,872,264.	4,872,264.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
<b>Liabilities</b>	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	4,920,550.	5,131,695.	5,131,695.
	17 Accounts payable and accrued expenses	15,125.	1,241.	
	18 Grants payable		24,000.	
	19 Deferred revenue			
<b>Net Assets or Fund Balances</b>	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)	15,125.	25,241.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	506,115.	414,641.	
	25 Temporarily restricted	459,310.	751,813.	
	26 Permanently restricted	3,940,000.	3,940,000.	
	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	4,905,425.	5,106,454.	
	31 Total liabilities and net assets/fund balances	4,920,550.	5,131,695.	

**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	4,905,425.
2 Enter amount from Part I, line 27a	2	<70,225.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT ATTACHED - FOOTNOTE	3	271,254.
4 Add lines 1, 2, and 3	4	5,106,454.
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	5,106,454.

**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				
b SEE ATTACHED STATEMENTS				
c				
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			
b			
c			
d			
e 1,319,181.		1,349,876.	<30,695.>

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			
c			
d			
e			<30,695.>

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	<30,695.>
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 the 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))
2012	407,286.	3,596,229.	.113254
2011	523,799.	3,296,362.	.158902
2010	425,241.	3,272,255.	.129954
2009	450,921.	3,206,809.	.140614
2008	698,651.	3,668,926.	.190424

2 Total of line 1, column (d)	2	.733148
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	.146630
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,893,202.
5 Multiply line 4 by line 3	5	717,490.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	939.
7 Add lines 5 and 6	7	718,429.
8 Enter qualifying distributions from Part XII, line 4 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	8	445,717.

**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	1,877.
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	1,877.
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	1,877.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 104.	7	2,491.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 2,296.	9	
d Backup withholding erroneously withheld	6d 91.	10	614.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	614. Refunded		

**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 the 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 2013 or the taxable year beginning in 2013 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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>MELINDA LAZZARETTI</u> Telephone no ► <u>412-432-3398</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	15	N/A	
16	At any time during calendar year 2013, 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 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 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 2013?		1c
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(i)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2013 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 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

**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

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

6b

X

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 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

Form 990-PF (2013)



**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	4,608,086.
b	Average of monthly cash balances	1b	359,632.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,967,718.
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	4,967,718.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,516.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,893,202.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	244,660.

**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	244,660.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,877.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,877.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	242,783.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	242,783.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	242,783.

**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	445,717.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	445,717.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	445,717.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				242,783.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008	698,651.			
<b>b</b> From 2009	672,675.			
<b>c</b> From 2010	425,241.			
<b>d</b> From 2011	523,799.			
<b>e</b> From 2012	407,286.			
<b>f</b> Total of lines 3a through e	2,727,652.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	445,717.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	202,934.			
<b>d</b> Applied to 2013 distributable amount				242,783.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,930,586.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	698,651.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,231,935.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009	672,675.			
<b>b</b> Excess from 2010	425,241.			
<b>c</b> Excess from 2011	523,799.			
<b>d</b> Excess from 2012	407,286.			
<b>e</b> Excess from 2013	202,934.			

\*\* SEE STATEMENT 9

Form 990-PF (2013)

N/A

- 

☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income

[illegible]

### 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

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 or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 10

- 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
<b>a Paid during the year</b>  SEE ATTACHED STATEMENT - GRANTS PAID DURING THE YEAR VARIOUS VARIOUS		SEE STATEMENT	SEE STATEMENT	407,052.
<b>Total</b>			▶ <b>3a</b>	407,052.
<b>b Approved for future payment</b>  SEE ATTACHED STATEMENT - GRANTS APPROVED BUT NOT PAID DURING THE YEAR VARIOUS VARIOUS		SEE STATEMENT	SEE STATEMENT	24,000.
<b>Total</b>			▶ <b>3b</b>	24,000.





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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

**2013**

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

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, 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) (2013)**

Name of organization

Employer identification number

AMERICAN EAGLE OUTFITTERS FOUNDATION

25-1827476

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AMERICAN EAGLE OUTFITTERS, INC. 77 HOT METAL STREET PITTSBURGH, PA 15203	\$ 177,393.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

**AMERICAN EAGLE OUTFITTERS FOUNDATION****25-1827476****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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 that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PNC BANK	58.	58.	
TOTAL TO PART I, LINE 3	58.	58.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
J.P.MORGAN CHASE ROCK-TENN COMPANY	135,587. 8.	15,987. 0.	119,600. 8.	119,600. 8.	
TO PART I, LINE 4	135,595.	15,987.	119,608.	119,608.	

## 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	9,975.	0.		9,975.
TO FORM 990-PF, PG 1, LN 16B	9,975.	0.		9,975.

## 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	1,970.	0.		1,970.
TO FORM 990-PF, PG 1, LN 18	1,970.	0.		1,970.

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	1,295.	0.		1,295.	
INVESTMENT FEE	25,806.	25,806.		0.	
STATE FILING FEES	250.	0.		250.	
DUES AND SUBSCRIPTIONS	3,000.	0.		3,000.	
SPECIAL EVENT EXPENSES	22,175.	0.		22,175.	
TO FORM 990-PF, PG 1, LN 23	52,526.	25,806.		26,720.	

FOOTNOTES			STATEMENT	6
INVESTMENTS ADJUSTED TO FMV FOR BOOK PURPOSES:				
FAIR MARKET VALUE AT 01/31/2014			4,872,264.	
ORIGINAL COST BASIS			4,579,006.	
CUMULATIVE UNREALIZED GAIN AT 01/31/2014			293,258.	
CUMULATIVE UNREALIZED GAIN AT 01/31/2013			22,004.	
UNREALIZED GAIN FOR THE PERIOD ENDED 01/31/2014			271,254.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	4,872,264.	4,872,264.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,872,264.	4,872,264.	

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
MICHAEL JENNINGS 77 HOT METAL STREET PITTSBURGH, PA 15203	SECRETARY, AS NEEDED 1.00	0.	0.	0.
MICHAEL LEEDY 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.
LAURA ROWAN 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	VICE-PRESIDENT, AS NEEDED 1.00	0.	0.	0.
MARCIE EBERHART 77 HOT METAL STREET PITTSBURGH, PA 15203	DIRECTOR, AS NEEDED 30.00	0.	0.	0.
MARY BOLAND 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.
LORI MATTHEWS 77 HOT METAL STREET PITTSBURGH, PA 15203	BOARD MEMBER, AS NEEDED 1.00	0.	0.	0.

AMERICAN EAGLE OUTFITTERS FOUNDATION

25-1827476

HELGA YING	BOARD MEMBER, AS NEEDED			
77 HOT METAL STREET	1.00	0.	0.	0.
PITTSBURGH, PA 15203				
DAVE REPP	BOARD MEMBER, AS NEEDED			
77 HOT METAL STREET	1.00	0.	0.	0.
PITTSBURGH, PA 15203				
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 9

THE FOUNDATION IS ELECTING UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO APPLY ALL OF THE REMAINING 2013 QUALIFYING  
DISTRIBUTIONS AS OUT OF CORPUS.

FORM 990-PF

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

STATEMENT 10

---

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.

## AMERICAN EAGLE OUTFITTERS FOUNDATION

**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	14 SHRS ROCK-TENN COMPANY	P	VARIOUS	10/15/13
b	6,378.228 SHRS JPM SHORT DURATION BOND	P	VARIOUS	04/16/13
c	31,892.970 SHRS JPM SHORT DURATION BOND	P	VARIOUS	06/05/13
d	4,173.552 SHRS VANGUARD INTM TRM FUND	P	VARIOUS	06/26/13
e	173.322 SHRS MFS INTL VALUE FUND	P	VARIOUS	06/26/13
f	1,041 SHRS ISHARES MSCI CHINA FUND	P	VARIOUS	07/10/13
g	3,237 SHRS ISHARES MSCI EMERGING MARKETS FUND	P	VARIOUS	08/08/13
h	23,903.31 SHRS VANGUARD INTM TRM FUND	P	VARIOUS	08/19/13
i	1,398 SHRS ISHARES MSCI EMERGING MARKETS FUND	P	VARIOUS	08/19/13
j	4,968.532 SHRS DREYFUS EMERGING MARKETS FUND	P	VARIOUS	09/09/13
k	2,380.492 SHRS EDGEWOOD GROWTH FUND	P	VARIOUS	11/07/13
l	1,909.787 SHRS CULLEN HIGH DIVIDEND FUND	P	VARIOUS	11/07/13
m	845 SHRS SPDR S&P 500 FUND	P	VARIOUS	11/07/13
n	3,403.933 SHRS DREYFUS EMERGING MARKETS FUND	P	VARIOUS	01/29/14
o	3,712.209 SHRS DREYFUS EMERGING MARKETS FUND	P	VARIOUS	01/30/14

(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 1,482.		32.	1,450.
b 70,000.		70,128.	<128.>
c 348,909.		350,622.	<1,713.>
d 40,650.		43,155.	<2,505.>
e 5,402.		5,425.	<23.>
f 42,103.		50,110.	<8,007.>
g 127,082.		142,390.	<15,308.>
h 231,384.		245,545.	<14,161.>
i 54,423.		60,014.	<5,591.>
j 68,019.		76,625.	<8,606.>
k 40,944.		35,480.	5,464.
l 31,072.		28,570.	2,502.
m 147,834.		132,405.	15,429.
n 45,000.		52,318.	<7,318.>
o 48,890.		57,057.	<8,167.>

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,450.
b			<128.>
c			<1,713.>
d			<2,505.>
e			<23.>
f			<8,007.>
g			<15,308.>
h			<14,161.>
i			<5,591.>
j			<8,606.>
k			5,464.
l			2,502.
m			15,429.
n			<7,318.>
o			<8,167.>

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

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

**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.)
<b>1a CAPITAL GAINS DIVIDENDS</b>				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 15,987.			15,987.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			15,987.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<30,695.>
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

Attachment to Form 990-PF  
American Eagle Outfitters Foundation

EDW 24-1827478

Name	Address	City	State	Zip	Purpose	Amount
Andree Christensen	726 Sunrise Blvd	Forked River	NJ	08731	Assistance for Disaster Relief	1 500 00
ASSET Inc	2403 Sidney Street Suite 800	Pittsburgh	PA	15203-2176	Community Charity	10 000 00
Big Brothers Big Sister of Anderson/Frank	517 E 2nd St	Ottawa	KS	66067	Community Charity	10 000 00
Breaththrough NY	55 Exchange Place Suite 503	New York	NY	10005	Community Charity	10 000 00
Carnegie Mellon University	Mananna Brown Dietrich College	Pittsburgh	PA	15213-3690	Community Charity	5 000 00
CASA of the fourth Judicial District	316 S Main Street	Ottawa	KS	66067	Community Charity	5 000 00
CFB AAUW Foundation	2800 Carriage Lane	Carrollton	TX	75006	Community Charity	1 000 00
Children's Hospital of Pittsburgh Fdn	One Children's Hospital Drive Central Plant Floor 3	Pittsburgh	PA	15224-1342	Community Charity	10 000 00
City Year	287 Columbus Avenue	Boston	MA	02116	Community Charity	15 000 00
Communities in Schools	1404 S Ash Street	Ottawa	KS	66067	Community Charity	9 000 00
Connoquenessing Watershed Alliance	P O Box 92	Connoquenessing	PA	16207	Community Charity	5 000 00
CORO NY Leadership Center	42 Broadway Suite 1927-35	New York	NY	10004	Community Charity	5 000 00
Cory Rea	18 Pearl Street	Milford	CT	06460	Assistance for Disaster Relief	1 500 00
Covenant House	461 Eighth Avenue	New York	NY	10001	Community Charity	7 500 00
Cypress Hills Local Development Corporati	625 Jamaica Avenue	Brooklyn	NY	11206-1203	Community Charity	5 000 00
DonorsChoose.org	213 W 35th Street Floor 2E	New York	NY	10001	Community Charity	15 000 00
ECKAN	1320 South Ash P O Box 40	Ottawa	KS	66067	Community Charity	5 000 00
Elizabeth Miller	100-02 160 Avenue	Howard Beach	NY	11414	Assistance for Disaster Relief	1 000 00
ENACT	630 Ninth Avenue Suite 301	New York	NY	10036	Community Charity	10 000 00
Entrepreneurship Youth	Bank Tower 307 Fourth Avenue	Pittsburgh	PA	15222	Community Charity	5 000 00
Exalt	175 Remsen Street Suite 1000	Brooklyn	NY	11201	Community Charity	5 000 00
Five Children's Foundation	519 Eighth Avenue 24th Floor	New York	NY	10018	Community Charity	10 000 00
Franklin county Development Council	109 East 2nd Street	Ottawa	KS	66067	Community Charity	7 500 00
Free Arts NYC	1431 Broadway	New York	NY	10018	Community Charity	10 000 00
Friends of the Riverfront	33 Terminal Way	Pittsburgh	PA	15219	Community Charity	5 000 00
Friends of Van Cortlandt Park	Allen Christine Taylor 80 Van Cortlandt PK S	Bronx	NY	10463	Community Charity	5 000 00
Girls Hope of Pittsburgh Inc	C/O Tom Wiesse 1020 State Street	Baden	PA	15005	Community Charity	5 000 00
Hana Celjova	12 Laurel St Apt C6	Rye	NY	10580	Assistance for Disaster Relief	1 500 00
Henry Street Settlement	265 Henry Street	New York	NY	10002	Community Charity	6 552 00
Jacqueline Diaz	1334 Caffrey Avenue Apt 3K	Far Rockaway	NY	11691	Assistance for Disaster Relief	3 000 00
Jameel Kaleem	3069 Brighton 13 Street	Brooklyn	NY	11235	Assistance for Disaster Relief	3 000 00
Jordan Smith	1412 Ridgeway Drive	Moore	OK	73160	Assistance for Disaster Relief	1 000 00
Jumpstart	306 Congress Street 6th Floor	Boston	MA	02210	Community Charity	10 000 00
Justin Leon	2805 W 20th Street	Brooklyn	NY	11224	Assistance for Disaster Relief	2 000 00
Leave out the Violence	202-3130 Bathurst Street	Toronto	ON	M6A2A1	Community Charity	5 000 00
MADD Canada	2010 Winston Park Drive Suite 500	Oakville	ON	L6H5R7	Community Charity	5 000 00
Madison Square Boys & Girls club	317 Madison Avenue Suite 1110	New York	NY	10017	Community Charity	5 000 00
Magee Women's Research Institute	3339 Ward Street	Pittsburgh	PA	15213	Community Charity	5 000 00
Melissa Luning	26 Avenue at Port Imperial Apt B46	West New York	NY	07093	Assistance for Disaster Relief	5 000 00
Mercy Center	377 East 145 Street	Bronx	NY	10454	Community Charity	10 000 00
New York Cares	214 West 29th Street 5th Floor	New York	NY	10001	Community Charity	7 500 00
New York Needs You	569 8th Avenue 5th floor	New York	NY	10018	Community Charity	5 000 00
NYC Outward Bound Schools	29-46 Northern Blvd	Long Island City	NY	11101	Community Charity	10 000 00
Operation Exodus Inner city Inc	21 Wadsworth Avenue	New York	NY	10033	Community Charity	5 000 00
Pamela Keller	510 Beach 126th Street	Rockaway Park	NY	11694	Assistance for Disaster Relief	1 000 00
Pittsburgh Botanic Garden	850 Poplar St	Pgh	PA	15220	Community Charity	5 000 00
Pittsburgh Youth Leadership Inc	1034 Fifth Avenue	Pittsburgh	PA	15219	Community Charity	4 000 00
Point Foundation	1357 Broadway Suite 401	New York	NY	10018	Community Charity	5 000 00
Prospect Park Alliance	95 Prospect Park West	Brooklyn	NY	11215	Community Charity	10 000 00
Queen Council on the Arts (QCA)	One Forest Park @ Oak Ridge	Woodhaven	NY	11421	Community Charity	8 500 00
Queens Library Foundation	69-11 Merrick Boulevard	Jamaica	NY	11432	Community Charity	10 000 00
South Hills Interfaith Ministries	5301 Park Avenue	Bethel Park	PA	15102	Community Charity	5 000 00
Sunnyside Community Services	43-31 36th Street	Sunnyside	NY	11104	Community Charity	5 000 00
The Bell Foundation	1361 Amsterdam Avenue Suite 320	New York	NY	10027	Community Charity	10 000 00
The CityKids Foundation	57 Leonard Street	New York	NY	10013	Community Charity	10 000 00
The New York Foundling	590 Avenue of the Americas	New York	NY	10011	Community Charity	10 000 00
The Sprout fund	5423 Penn Avenue	Pittsburgh	PA	15206	Community Charity	10 000 00
The Writing Conference	2 Rockwood Lane	Ottawa	KS	66067	Community Charity	2 500 00
Three Rivers Adoption Council	307 Fourth Avenue Suite 310	Pittsburgh	PA	15222	Community Charity	5 000 00
Volunteers of America of PA	1650 Main Street	Pittsburgh	PA	15215	Community Charity	5 000 00
Ward Home	2275 Swallow Hill Road Building 800	Pittsburgh	PA	15220	Community Charity	5 000 00
Working in Support of Education	227 East 58th Street Suite 201	New York	NY	10022	Community Charity	7 500 00
Youth Works	401 Wood Street Suite 1500	Pittsburgh	PA	15222	Community Charity	5 000 00
YouthPlaces	Four Gateway Center 444 Liberty Ave # 750	Pittsburgh	PA	15222	Community Charity	10 000 00
TOTAL GRANTS PAID DURING THE PERIOD FEBRUARY 1, 2013 - JANUARY 31, 2014						<u>407,052 00</u>
Bright Pink	670 N Clark St Suite 2	Chicago	IL	60654	Women's Health Research	1 500 00
Canada World Youth	2330 Notre-Dame Street West Suite 300	Montreal	QC	H3J 1N4	Community Charity	1 500 00
Canadian Breast Cancer Foundation	375 University Ave Suite 301	Toronto	ON	M5G 2J5	Women's Health Research	1 500 00
City Year	287 Columbus Avenue	Boston	MA	02116	Community Charity	500 00
Communities in Schools El Paso	1401 Pendale Suite 300	El Paso	TX	79936	Community Charity	500 00
Communities in Schools of Coastal Bend	2212 Morris 2nd Floor	Corpus Christi	TX	78405	Community Charity	500 00
Communities in Schools Cameron County	700 East Levee Street Suite 204	Brownsville	TX	78520	Community Charity	500 00
Covenant House	5831 E Colonial Drive	Orlando	FL	32807	Community Charity	1 500 00
Free the Girls	8200 S Quebec Street #A3-137	Centennial	CO	80112	Women's Health Research	1 500 00
I Know I Can	3798 E Broad Street	Columbus	OH	43213	Community Charity	1 500 00
Kentucky Association of DECA	1908 Association Drive	Reston	VA	20191	Community Charity	500 00
Rethink Breast Cancer	215 Spadina Ave Studio 570	Toronto	ON	M5T 2C7	Women's Health Research	1 500 00
Robin Hood Foundation	826 Broadway 7th Floor	New York	NY	10003	Community Charity	1 500 00
Ronald McDonald House	One Kroc Drive	Oak Brook	IL	60523	Community Charity	1 500 00
Sarah's Inn	311 Hamson St	Oak Park	IL	60304	Community Charity	1 500 00
Student Conservation Association	P O Box 550 689 River Road	Charlestown	NH	03803	Community Charity	1 500 00
StudentMentor.org	524 Union Street #241	San Francisco	CA	94133	Community Charity	1 500 00
Susan G Komen	5005 LBJ Freeway Suite 250	Dallas	TX	75244	Women's Health Research	1 500 00
Treehouse	1 Treehouse Circle	Easthampton	MA	01027	Community Charity	1 500 00
YMCA	433 N Mills Avenue	Orlando	FL	32803	Community Charity	500 00
TOTAL GRANTS APPROVED NOT YET PAID DURING THE PERIOD FEBRUARY 1, 2013 - JANUARY 31, 2014						<u>24 000 00</u>

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868)**

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

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

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://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	Enter filer's identifying number	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
AMERICAN EAGLE OUTFITTERS FOUNDATION	25-1827476	
Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

MELINDA LAZZARETTI

- The books are in the care of ► 77 HOT METAL STREET - PITTSBURGH, PA 15203  
Telephone No. ► 412-432-3398 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, 2014**, 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, 2013**, and ending **JAN 31, 2014**

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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	2,400.
<b>b</b> If this application is for Forms 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.	<b>3b</b>	\$	640.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	1,760.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	AMERICAN EAGLE OUTFITTERS FOUNDATION	25-1827476
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

MELINDA LAZZARETTI

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

Telephone No. **412-432-3398**

Fax No.

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

4 I request an additional 3-month extension of time until **DECEMBER 15, 2014**.

5 For calendar year , or other tax year beginning **FEB 1, 2013**, and ending **JAN 31, 2014**.

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

7 State in detail why you need the extension

**THE ORGANIZATION NEEDS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,400.
b If this application is for Forms 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	\$	1,864.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	536.

**Signature and Verification must be completed for Part II only.**

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

Signature **Dal H. N. N.** Title **CPA**

Date **9/11/2014**

Form 8868 (Rev. 1-2014)