

United States Soccer Federation, Inc.

**Financial Statements for the
Years Ended March 31, 2011 and 2010**



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United States Soccer Federation, Inc.

Financial Statements

Years Ended March 31, 2011 and 2010

Contents

Report of Independent Auditors.....	1
Audited Financial Statements	
Statements of Financial Position.....	2
Statements of Activities	3
Statements of Cash Flows	4
Notes to Financial Statements.....	5-16

Report of Independent Auditors

The National Board of Directors
United States Soccer Federation, Inc.

We have audited the accompanying statements of financial position of **United States Soccer Federation, Inc.** (the Federation) as of March 31, 2011 and 2010, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Federation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **United States Soccer Federation, Inc.** as of March 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

November 9, 2011

United States Soccer Federation, Inc.

Statements of Financial Position

	March 31	
	2011	2010
Assets		
Current assets:		
Cash	\$ 7,669,882	\$ 2,859,278
Cash held in escrow	1,348,830	807,356
Short-term investments	10,760,357	15,234,892
Accounts receivable, net of allowances for doubtful accounts of \$30,000 in 2011 and 2010	8,927,914	3,834,822
Due from USA Bid Committee, Inc.	1,704,546	2,937,770
Prepaid expenses - World Cup	-	1,568,470
Prepaid expenses and advances	1,136,913	614,666
	<hr/>	<hr/>
Total current assets	31,548,442	27,857,254
Long-term prepaid expenses	4,051,257	4,325,912
Investments		
Undesignated	40,645,894	37,583,904
Designated	1,322,477	1,175,627
Property and equipment, net of accumulated depreciation and amortization	4,537,780	4,846,404
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Total noncurrent assets	50,557,408	47,931,847
	<hr/>	<hr/>
Total assets	\$ 82,105,850	\$ 75,789,101
	<hr/>	<hr/>
Liabilities and net assets		
Current liabilities:		
Accounts payable and accrued expenses	\$ 12,412,261	\$ 9,523,268
Deferred revenue:		
Sponsorship	3,355,842	2,624,985
Referee registration	1,195,845	1,694,543
World Cup	-	1,333,595
Division 2 League	144,143	1,200,000
Other	853,437	1,000,817
	<hr/>	<hr/>
Total current liabilities	17,961,528	17,377,208
Long-term deferred revenue - Sponsorship	3,437,499	2,812,500
Deferred compensation	1,322,477	1,175,627
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Total noncurrent liabilities	4,759,976	3,988,127
	<hr/>	<hr/>
Total liabilities	22,721,504	21,365,335
	<hr/>	<hr/>
Net assets:		
Unrestricted:		
Undesignated	52,186,500	47,225,920
Designated - Player development	7,197,846	7,197,846
	<hr/>	<hr/>
Total net assets	59,384,346	54,423,766
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Total liabilities and net assets	\$ 82,105,850	\$ 75,789,101
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The accompanying notes are an integral part of the financial statements.

United States Soccer Federation, Inc.

Statements of Activities

	<u>Years Ended March 31</u>	
	<u>2011</u>	<u>2010</u>
Changes in unrestricted net assets		
Revenues:		
Registration and affiliation fees:		
Youth	\$ 4,058,572	\$ 4,298,440
Adult	535,950	465,856
Professional	1,178,896	1,150,751
Referee	3,144,478	3,036,491
Coaches	317,382	352,152
	<hr/>	<hr/>
	9,235,278	9,303,690
Annual general meeting	13,485	22,782
Sponsorship, television, licensing, and royalties	17,578,471	15,009,036
International game revenues	2,717,796	2,694,442
Olympic Committee funding	595,395	576,649
Coaching school courses	869,186	906,988
National Teams' game revenues	33,047,082	11,829,277
Open Cup	442,772	404,705
Player Development revenue	1,068,526	831,965
Other	1,137,378	685,176
	<hr/>	<hr/>
	66,705,367	42,264,710
Expenses:		
Management expenses	14,546,087	7,675,387
National Board of Directors' and committees' expenses	382,493	287,335
Annual general meeting expenses	207,134	251,820
Coaching program	1,901,632	1,823,549
Referee program	2,217,492	2,243,017
National Teams	45,355,078	30,831,935
Open Cup	371,151	429,963
	<hr/>	<hr/>
	64,981,068	43,543,007
Change in net assets before investment revenues	1,724,300	(1,278,297)
Investment revenues (including net unrealized gains of \$2,628,036 and \$2,550,891 in 2011 and 2010, respectively)	3,236,281	4,623,599
	<hr/>	<hr/>
Increase in net assets	4,960,580	3,345,302
Net assets at beginning of year	54,423,766	51,078,464
	<hr/>	<hr/>
Net assets at end of year	<u>\$ 59,384,346</u>	<u>\$ 54,423,766</u>

The accompanying notes are an integral part of the financial statements.

United States Soccer Federation, Inc.

Statements of Cash Flows

	Years Ended March 31	
	2011	2010
Operating activities		
Increase in net assets	\$ 4,960,580	\$ 3,345,302
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation and amortization	375,135	344,228
Realized gains on investments	(134,746)	(1,102,665)
Unrealized gains on investments	(2,628,036)	(2,550,891)
Change in operating assets and liabilities:		
Cash held in escrow	(541,474)	129,676
Accounts receivable	(3,859,868)	(3,057,247)
Prepaid expenses and advances	1,320,878	(1,843,616)
Accounts payable and accrued expenses	2,888,993	2,555,508
Deferred revenue	(1,679,674)	2,362,789
Deferred compensation	146,850	329,798
	848,638	512,882
Investing activities		
Purchases of investments	(6,968,076)	(3,466,269)
Proceeds from sales of investments	10,996,553	1,800,000
Purchases of property and equipment	(66,511)	(198,388)
	3,961,966	(1,864,657)
Net cash provided by operating activities		
Net increase (decrease) in cash	4,810,604	(1,351,775)
Cash at beginning of year	2,859,278	4,211,053
	7,669,882	2,859,278
Cash at end of year	\$ 7,669,882	\$ 2,859,278

The accompanying notes are an integral part of the financial statements.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

1. Nature of Operations

The United States Soccer Federation, Inc. (the Federation) was incorporated in New York on June 29, 1914, as a nonprofit corporation. The purpose of the Federation is to promote and govern the game of soccer in the United States of America.

The Federation is affiliated with the Federation Internationale de Football Association (FIFA), which is the world-governing body of soccer and is comprised of the various national soccer associations. FIFA is responsible for promoting and organizing the game of soccer throughout the world.

The Federation is recognized as the National Governing Body of Soccer in the United States of America by FIFA and the United States Olympic Committee (USOC), as provided by the Ted Stevens Olympic and Amateur Sports Act.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAPUSA) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

Basis of Presentation

These financial statements report amounts separately by class of net assets. The separate classes of assets are defined as unrestricted net assets and temporarily restricted net assets. Unrestricted net assets include all resources that are not subject to donor-imposed restrictions. Unrestricted net assets also include board-designated funds.

The Federation currently has no temporarily or permanently restricted net assets.

Cash

The Federation maintains its cash in bank deposit accounts at Bank of America, JPMorgan Chase Bank and Harris Bank, which at times may exceed federally insured limits. The Federation has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

2. Summary of Significant Accounting Policies (Continued)

Cash Held in Escrow

The Federation receives cash deposits (escrow funds) from the organizers of impending international games. After the international games to which the deposits relate are played and game reports filed, the Federation distributes the deposits plus other fees received to the appropriate recipients. These funds are distributed based on a predetermined percentage of the total ticket sales for each respective international game. One of the principal recipients of such distributions is the Federation.

Accounts Receivable

Accounts receivable are comprised primarily of Men's and Women's National Teams game revenue, player registration fees, referee expense reimbursement and contractual marketing revenue. The Federation closely reviews all outstanding accounts receivable and follows up on all delinquent amounts in a timely manner. Delinquency status is determined based on the recent payment history of the customer. Amounts are considered uncollectible only when the customer is unable to provide collateral for the amount outstanding or commit to a payment plan.

Fair Value Measurements

Effective April 1, 2010, the Federation adopted new guidance that requires the Federation to report significant transfers between Level 1 and Level 2 and the reasons for those transfers, as well as disclosing the reasons for transfers in or out of Level 3. Additionally, the guidance requires the Federation to clarify existing disclosure requirements about the level of disaggregation and inputs and valuation techniques. The adoption of this guidance resulted in a greater level of disaggregation and additional disclosures about inputs and valuation techniques.

The new guidance also requires the reconciliation of changes in Level 3 fair value measurements to present purchases, sales and settlements separately on a gross basis rather than as a net amount, effective for fiscal years beginning after December 15, 2010. The Federation does not expect the adoption of the guidance for Level 3 activity to have a significant impact on its financial statements.

Investments

Investments are comprised of money market funds, common and preferred stocks, mutual funds, corporate bonds, U.S. Treasuries, mortgage-backed securities and an alternative investment in the United States Olympic Foundation's (USOF) investment portfolio where the underlying securities are comprised of cash, common stocks, corporate bonds, options, warrants, derivatives, hedge funds and limited partnerships. Unrealized gains and losses are reflected in investment revenues in the statements of activities. The alternative investment represents less than 10% of the Federation's total investments as of March 31, 2011 and 2010.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

2. Summary of Significant Accounting Policies

Investments (Continued)

The Federation's investments are exposed to various risks, such as interest rate, credit and overall market volatility. Due to these risk factors, it is possible that changes in the value of investments could occur in the near term that could materially affect the amounts reported in the financial statements.

Property and Equipment

Property and equipment, including leasehold improvements, are recorded at cost net of accumulated depreciation and amortization. Depreciation and amortization are provided on a straight-line basis over estimated useful lives of five years for furniture, equipment and vehicles, three years for computer equipment and software, 20 years for building and building improvements and the shorter of the useful life or the lease term for leasehold improvements.

Revenue Recognition

Registration and affiliation fees

All member organizations of the Federation that register players are required to pay a player registration fee, which is determined by whether a player is registered as a youth or adult player. Fees paid to the Federation are \$1.00 for each youth player registered and \$2.00 for each adult player registered. The revenue for these fees is recognized when collected. Referee registration fees are recognized over the applicable term, which is the calendar year. Professional teams' fees are recognized over the seasons to which the fees relate.

Coaching school courses

Coaching school fees are recognized in the period in which the school session is held.

Olympic Committee funding

The United States Olympic Committee (USOC) provides grants to the Federation to support its mission as the national governing body of soccer in the United States. Funding from the USOC is recognized in equal monthly amounts over the fiscal year.

National and international games

National team and international games revenue is recognized in the period in which the games are played.

Sponsorship, television, licensing and royalties

The Federation has two major agreements relating to its marketing rights: a marketing representation agreement with Soccer United Marketing (SUM) and a sponsorship and license agreement with Nike. Revenue from these agreements is recognized as earned, according to the terms of the agreements. (See Note 3.)

Subsequent Events

The Federation has evaluated subsequent events through November 9, 2011, the date the 2011 financial statements were available to be issued and December 7, 2010 with respect to the comparative 2010 financial statements.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

3. Sponsorship Agreements

Soccer United Marketing

In January 2004, the Federation entered into a marketing representation agreement with SUM with a term ending in December 2010. In October 2007 the term of this agreement was extended through December 31, 2014. In accordance with this agreement, the Federation receives annual cash compensation that is recognized evenly over the calendar year to which the compensation relates. Most sponsorship, television, licensing and royalty revenues (excluding Nike) are paid to SUM. After certain revenue limits are reached, additional funding above the annual guarantee can be realized based on a revenue sharing arrangement with SUM. Revenue under the agreement totaled \$5,627,615 and \$4,649,056 for the years ended March 31, 2011 and 2010, respectively. This includes \$190,115 and \$149,056 of revenue sharing for the respective year ends.

Nike

In October 1997, the Federation entered into a sponsorship and license agreement with Nike with a term of 10 years. This agreement was amended effective January 2004 with a revised termination date of December 31, 2014. In accordance with the agreement, the Federation receives annual cash compensation that is recognized evenly over the calendar year to which the compensation relates, and performance bonus payments that are recognized when earned. The agreement also calls for Nike to provide the Federation with equipment annually, which is recognized as revenue and an offsetting expense when the equipment is received and put into use by the Federation. In addition, the agreement calls for the Federation to receive a commitment bonus that is designated for specific programs. The commitment bonus is due to the Federation in specified amounts during the term of the agreement. In fiscal year 2007 (January 2007), a commitment bonus of \$6,000,000 was received and is being recognized evenly over term of the agreement. Revenue under the agreement totaled \$11,001,362 for the year ended March 31, 2011, which includes \$875,000 of commitment bonus and \$2,251,362 of equipment. For the year ended March 31, 2010, revenue under the agreement totaled \$10,558,505, which includes \$750,000 of commitment bonus and \$1,558,499 of equipment.

4. Fair Value Measurements

GAAPUSA defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. GAAPUSA describes three approaches to measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach. Each approach includes multiple valuation techniques. The standard does not prescribe which valuation technique should be used when measuring fair value, but does establish a fair value hierarchy that prioritizes the inputs used in applying the various techniques. Inputs broadly refer to the assumptions that market participants use to make pricing decisions, including assumptions about risk. Level 1 inputs are given the highest priority in the hierarchy while Level 3 inputs are given the lowest priority. Financial assets and liabilities carried at fair value are classified in one of the following three categories based on the inputs to the valuation technique used:

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

4. Fair Value Measurements (Continued)

- Level 1 - Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 - Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3 - Unobservable inputs that are not corroborated by market data. These inputs reflect management's best estimate of fair value using its own assumptions about the assumptions a market participant would use in pricing the asset or liability.

The following tables set forth by level, within the fair value hierarchy, the Federation's financial assets that were accounted for at fair value on a recurring basis as of March 31, 2011 and 2010. As required by GAAPUSA, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Federation's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect their placement within the fair value hierarchy levels.

Description	Recurring Fair Value Measurements at Reporting Date Using:			
	Fair Values as of March 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:				
Money market funds	\$ 10,760,359	\$ 10,760,359	\$ -	\$ -
Common and preferred stocks				
Large cap	3,078,758	3,078,758	-	-
Mid cap	861,729	861,729	-	-
International	2,955,336	2,955,336	-	-
REITs	1,313,872	1,313,872	-	-
Corporate bonds	6,668,117	6,668,117	-	-
U.S. Treasuries	5,882,134	5,882,134	-	-
Mortgage backed securities	14,065,878	-	14,065,878	-
USOF investment portfolio	4,387,196	-	4,387,196	-
Equity mutual funds	1,322,477	1,322,477	-	-
	<u>\$ 51,295,856</u>	<u>\$ 32,842,782</u>	<u>\$ 18,453,074</u>	<u>\$ -</u>

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

4. Fair Value Measurements (Continued)

Description	Fair Values as of March 31, 2010	Recurring Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:				
Money market funds	\$ 15,234,892	\$ 15,234,892	\$ -	\$ -
Common and preferred stocks				
Large cap	2,534,516	2,534,516	-	-
Mid cap	707,992	707,992	-	-
International	2,668,512	2,668,512	-	-
REITs	1,128,285	1,128,285	-	-
Corporate bonds	5,075,370	5,075,370	-	-
U.S. Treasuries	7,807,448	7,807,448	-	-
Mortgage-backed securities	12,677,827	-	12,677,827	-
USOF investment portfolio	3,694,955	-	3,694,955	-
Equity mutual funds	1,175,627	1,175,627	-	-
	<u>\$ 52,705,424</u>	<u>\$ 36,332,642</u>	<u>\$ 16,372,782</u>	<u>\$ -</u>

Not included in the above tables is \$1,432,872 and \$1,288,999 in money market cash as of March 31, 2011 and 2010, respectively.

Level 1 Inputs

Fair values for the Federation's money market funds, common and preferred stocks, equity mutual funds, corporate bonds and U.S. Treasuries were based on quoted market prices.

Level 2 Inputs

Estimated fair values of mortgage-backed securities are derived from readily available pricing sources and third-party pricing services for identical or comparable instruments, respectively. Approximately 90% of the USOF investment portfolio consists of underlying securities whose fair values were based on quoted market prices. However, given that the Federation's investment is in the portfolio and not directly in the underlying securities, the USOF investment portfolio is classified as Level 2.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

4. Fair Value Measurements (Continued)

Level 2 Inputs (Continued)

Approximately 10% of the USOF investment portfolio consists of the following underlying securities: hedge equity funds, private equity funds, real estate funds and limited partnerships. To the extent possible, fair value is based on the last sale price for securities listed on national exchanges. For securities not listed on national exchanges, fair value is determined at the last bid or asking price depending on the long or short position of the security. Investments for which quotations are not available are valued at an estimated fair value by the fund managers using various models, comparisons and assumptions. Consideration is given to several factors, including the type of investment, risks, marketability, restrictions on dispositions, quotations from other market participants and values of similar investments.

5. Investments

Investments, at market value, are comprised of the following:

	March 31	
	2011	2010
Money market funds	\$ 12,193,231	\$ 16,523,891
Common and preferred stocks	8,209,695	7,039,305
Corporate bonds	6,668,117	5,075,370
U.S. Treasuries	5,882,134	7,807,448
Mortgage-backed securities	14,065,878	12,677,827
USOF investment portfolio	4,387,196	3,694,955
Equity mutual funds	1,322,477	1,175,627
	<u>\$ 52,728,728</u>	<u>\$ 53,994,423</u>

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

5. Investments (Continued)

Investment revenues consist of the following:

	March 31	
	2011	2010
Investment income, dividends and interest	\$ 543,185	\$ 970,043
Net realized gains	65,060	1,102,665
Net change in unrealized appreciation of long-term investments	2,628,036	2,550,891
	<u>\$ 3,236,281</u>	<u>\$ 4,623,599</u>

The Federation's investment in the United States Olympic Foundation (the Foundation) portfolio represents the Federation's proportionate share of the Foundation's pooled investment portfolio, which consists of a wide variety of investment instruments. The Federation's investment in the Foundation includes unrealized gains of \$716,978 and \$910,195 as of March 31, 2011 and 2010, respectively.

6. Property and Equipment

A summary of property and equipment follows:

	March 31	
	2011	2010
Building	\$ 417,759	\$ 417,759
Building improvements	124,261	124,261
Furniture and equipment	1,930,403	1,863,892
Vehicles	61,562	61,562
Leasehold improvements (<i>Note 8</i>)	5,922,145	5,922,145
	<u>8,456,130</u>	<u>8,389,619</u>
Less accumulated depreciation and amortization	3,918,350	3,543,215
	<u>\$ 4,537,780</u>	<u>\$ 4,846,404</u>

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

7. Income Taxes

The Federation qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and, accordingly, is only subject to federal or state income taxes on specific types of income from activities that are unrelated to its exempt purpose. The Federation had no income from unrelated activities and has no income taxes due as of March 31, 2011 and 2010.

The Federation's application of GAAPUSA regarding uncertain tax positions had no effect on its financial position as management believes the Federation has no material unrecognized income tax benefits, including any potential risk of loss of its not-for-profit tax status. The Federation would account for any potential interest or penalties related to possible future liabilities for unrecognized income tax benefits as income tax expense. The Federation is no longer subject to examination by federal, state or local tax authorities for periods before 2007.

8. Commitments and Contingencies

From time to time, the Federation is involved in litigation that arises in the ordinary conduct of its business. The Federation believes that any such litigation will not have a material adverse impact on the financial position or the results of operations as of March 31, 2011 and 2010, or for the fiscal years then ended.

Employment Agreements

On December 14, 2006, the Federation entered into an employment agreement with the Men's National Team's interim Head Coach, which was amended on May 17, 2007 making him the Head Coach of the Men's National Team with a term from December 15, 2006 through December 31, 2010. In September 2010, this agreement was extended through August 31, 2014. On August 31, 2011, the employment agreement was terminated with future compensation obligations limited through August 31, 2012. Effective August 1, 2011, the Federation entered into an employment agreement with a new Men's National Team Head Coach, with a term until August 31, 2014 at a base compensation rate of \$2.5 million per year.

On November 13, 2007, the Federation entered into an employment agreement with the Women's National Team Head Coach. The term of this agreement is December 1, 2007 through November 30, 2012. The agreement provides for incentive compensation based on the performance of the Women's National Team in the 2011 World Cup and the 2012 Olympics. In case of termination without cause, the Federation is obligated to pay this employee a one-time payment of \$50,000.

On June 15, 2001, the Federation entered into an employment agreement with the CEO/Secretary General, effective July 1, 2001 through June 30, 2005. In March 2004, the agreement was renewed to extend the term through June 30, 2011, and was renewed again on July 1, 2010 to extend the term through June 30, 2015. The agreement also provides for annual incentive bonuses if certain benchmarks are met as determined by the Federation's President and Board of Directors, and guarantees full payment of base compensation through the end of the contract, in total, in the case of termination by the Federation. In addition, the contract provides that an additional quarterly payment of 25% of base salary be paid in place of making contributions to a deferred compensation plan.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

8. Commitments and Contingencies

Employment Agreements (Continued)

The Federation established the U.S. Soccer Federation Option Plan (the Plan), effective January 1, 1999, which covers the CEO/Secretary General as designated by the Board of Directors. The Plan is designed to accumulate retirement funds for the CEO/Secretary General. The Plan allowed the participant to defer up to 100% of his deferred compensation for the right to buy a variety of mutual funds equal to the deferred compensation he would have otherwise received. The Plan is administered by the Federation. The fair value of the underlying securities purchased to cover the options was \$1,322,477 and \$1,175,627 as of March 31, 2011 and 2010, respectively. Effective May 8, 2002, the Internal Revenue Service issued regulations that allowed options granted May 8, 2002 and prior to be afforded tax treatment under Section 83. Options granted after this date would not be afforded tax treatment under Section 83. Consequently, a Mega Option was awarded on May 8, 2002 to be vested over the remaining term of the CEO/Secretary General's original employment agreement. This Mega Option was fully vested as of June 30, 2006. Until such time as the IRS regulations are amended or changed, no further options of this type will be granted.

Sponsorships

The Federation has negotiated sponsorship contracts and training facility agreements with various entities pursuant to which such entities provide cash, equipment and/or practice facilities for national teams and other activities over agreed-upon periods. The Federation is required to fulfill various obligations for the benefit of its sponsors and other entities under the sponsorship contracts. These obligations are recognized in the Federation's financial statements as they are incurred.

Anschutz Southern California Sports Complex

The Federation has entered into a long-term agreement with Anschutz Southern California Sports Complex for the building of the National Training Center. The agreement consists of a building lease with an annual lodging guarantee. It became effective February 20, 2002, and will continue for 25 years from that date. Improvements paid for by the Federation total \$5,250,000 and were paid in four equal installments of \$1.2 million plus a final payment of \$450,000. The final payment was reduced from \$1.2 million based on the value of capital improvements secured by the Federation from other sources totaling \$547,938, together with a reduction of \$202,062 due to the facts that the goalie pit was never constructed and the lodging component of the agreement is not available. The Federation payments plus the capital improvements from other sources have all been capitalized as leasehold improvements, which will be amortized over the shorter of the useful life of the improvement or the life of the lease.

Frisco Stadium, LP

The Federation has entered into a long-term agreement with Frisco Stadium, LP (FSLP) for the use of Pizza Hut Park's training and educational facilities for the benefit of Federation national teams and other organizational members. It became effective October 16, 2006 and shall continue through December 31, 2025. The Federation made four payments to FSLP to offset construction costs totaling \$5,000,000. Payments of \$2,500,000, \$1,000,000, \$1,000,000 and \$500,000 were made on October 31, 2006, 2007, 2008 and 2009. This agreement is being treated as an exchange transaction with the payments being expensed over the term.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

8. Commitments and Contingencies (Continued)

Leases

Future minimum lease payments under leases with terms in excess of one year are as follows as of March 31, 2011:

2012	\$ 329,476
2013	329,476
2014	292,432
2015	259,763
2016	253,411
2017 and thereafter	<u>2,729,166</u>
	<u>\$ 4,193,723</u>

Rental expense was \$285,341 and \$278,781 for the years ended March 31, 2011 and 2010, respectively.

9. Related Parties

The U.S. Soccer Foundation (the Soccer Foundation) was organized on June 10, 1991 as a 501(c)(3) organization to assume the net assets of World Cup USA 1994. The Soccer Foundation's purpose is to manage the surplus funds from World Cup USA 1994 in order to create a permanent legacy for soccer in the United States through the funding of projects designed for long-term growth of the game in support of the Federation's vision to make soccer a preeminent sport recognized for excellence in participation, spectator appeal, international competition and gender equity. The Federation and the Soccer Foundation share four board members.

The National Soccer Hall of Fame (the Hall of Fame) closed its physical location in Oneonta, New York but still, with cooperation from the Federation, maintains the historical archives of American soccer and promotes soccer through educational programs and newsletters. The Hall of Fame is an organization exempt from income taxes pursuant to section 501(c)(3) of the Internal Revenue Code. The Federation and the Hall of Fame share one board member.

The USA Bid Committee, Inc. organized on January 7, 2009 to promote the sport of soccer within the United States and explore the possibility of organizing a bid to host a future Fédération Internationale de Football Association ("FIFA") Men's World Cup within the United States, has ceased daily operations as of December 31, 2010, though is still an active entity. The USA Bid Committee, Inc. is an organization exempt from income taxes pursuant to section 501(c)(3) of the Internal Revenue Code. The Federation and the USA Bid Committee shared four board members.

United States Soccer Federation, Inc.

Notes to Financial Statements

Years Ended March 31, 2011 and 2010

10. National Teams

National Teams' expenses are as follows:

	March 31	
	2011	2010
Management	\$ 984,720	\$ 729,260
Coaching	2,085,599	1,724,586
Youth	11,540,282	11,164,780
Women's National Team	4,300,690	3,334,472
Men's National Team	13,651,220	9,907,028
Olympic Team/Under 23	(40,000)	17,607
Beach Soccer	124,973	63,235
Paralympic National Team	208,968	154,665
National Training Center	353,601	465,339
Equipment and supplies	2,251,362	1,558,499
	35,461,415	29,119,471
World Cup (2010 MWC)	9,628,427	1,712,464
World Cup (2011 MWC)	265,236	-
	\$ 45,355,078	\$ 30,831,935

11. Defined-Contribution Plan

The Federation has a 401(k) defined-contribution plan that is available to all full-time employees who have met certain length-of-service requirements. The plan provides for deferred salary contributions by the plan participants and discretionary matching contributions by the Federation up to a maximum of 2% of eligible compensation. The matching contribution has not been provided in the past eight years. In addition, the Federation makes a Safe Harbor contribution of 3% of eligible compensation. Contributions by the Federation were \$174,622 and \$189,604 for the years ended March 31, 2011 and 2010, respectively.

12. Reclassification

For comparability, the 2010 financial statements reflect reclassifications where appropriate to conform to the financial statement presentation used in 2011.