

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending JUN 30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <u>AMERICAN LEGACY FOUNDATION</u>		D Employer identification number <u>91-1956621</u>
	<u>Doing Business As</u>		E Telephone number <u>(202) 454-5555</u>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ <u>120,829,311.</u>
	<u>1724 MASSACHUSETTS AVENUE, NW</u>		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
City or town, state or province, country, and ZIP or foreign postal code <u>WASHINGTON, DC 20036</u>		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: <u>ROBIN KOVAL</u> <u>SAME AS C ABOVE</u>		H(c) Group exemption number <input type="checkbox"/>	

I Tax-exempt status: 501(c)(3) 501(c)() (insert no.) 4947(a)(1) or 527

J Website: HTTP://WWW.LEGACYFORHEALTH.ORG

K Form of organization: Corporation Trust Association Other **L** Year of formation: 1999 **M** State of legal domicile: DE

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>LEGACY'S MISSION IS TO ACHIEVE A CULTURE WHERE ALL YOUTH AND YOUNG ADULTS REJECT TOBACCO.</u>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	<u>3</u>	<u>11</u>
	4	Number of independent voting members of the governing body (Part VI, line 1b)	<u>4</u>	<u>11</u>
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<u>5</u>	<u>166</u>
	6	Total number of volunteers (estimate if necessary)	<u>6</u>	<u>14</u>
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	<u>7a</u>	<u>-91,423.</u>
7b	Net unrelated business taxable income from Form 990-T, line 34	<u>7b</u>	<u>-91,423.</u>	
Revenue	8 Contributions and grants (Part VIII, line 1h)		Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		<u>4,509,371.</u>	<u>1,956,547.</u>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		<u>0.</u>	<u>0.</u>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		<u>86,802,274.</u>	<u>115,428,474.</u>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		<u>-1,158,246.</u>	<u>-219,628.</u>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		<u>90,153,399.</u>	<u>117,165,393.</u>
	14 Benefits paid to or for members (Part IX, column (A), line 4)		<u>4,232,693.</u>	<u>3,915,652.</u>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		<u>0.</u>	<u>0.</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e)		<u>17,371,912.</u>	<u>18,147,478.</u>
	b Total fundraising expenses (Part IX, column (D), line 25)		<u>82,350.</u>	<u>51,000.</u>
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		<u>1,368,900.</u>	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		<u>53,466,384.</u>	<u>42,951,659.</u>
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12		<u>75,153,339.</u>	<u>65,065,789.</u>
			<u>15,000,060.</u>	<u>52,099,604.</u>
	20 Total assets (Part X, line 16)		Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)		<u>1,091,727,835.</u>	<u>1,151,506,314.</u>
22 Net assets or fund balances. Subtract line 21 from line 20		<u>71,791,463.</u>	<u>40,960,230.</u>	
		<u>1,019,936,372.</u>	<u>1,110,546,084.</u>	

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	<u>ANTHONY O'TOOLE, EVP, CFO</u>				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	<u>WILLIAM E. TURCO, CPA</u>	<u>William E. Turco</u>	<u>NOV 03 2014</u>	<input type="checkbox"/>	<u>P00369217</u>
	Firm's name <u>MCGLADREY LLP</u>	Firm's EIN <u>42-0714325</u>	Phone no. (301) 296-3600		
Firm's address <u>9737 WASHINGTONIAN BLVD., #400</u>		<u>GAITHERSBURG, MD 20878-7340</u>			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [x]

1 Briefly describe the organization's mission: LEGACY'S MISSION IS TO ACHIEVE A CULTURE WHERE ALL YOUTH AND YOUNG ADULTS REJECT TOBACCO, THE PURPOSES FOR WHICH THE FOUNDATION IS FORMED ARE TO SUPPORT (1) THE STUDY OF AND PROGRAMS TO REDUCE YOUTH TOBACCO PRODUCT USAGE (CONT'D ON SCHEDULE O)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [x] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [x] No If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 26,081,685, including grants of \$ 5,995,) (Revenue \$)
MARKETING:
THE MARKETING AND COMMUNICATIONS DEPARTMENT PRODUCES CAMPAIGNS IN SUPPORT OF LEGACY'S MISSION TO KEEP YOUTH AND YOUNG ADULTS FROM STARTING TO SMOKE AND TO HELP SMOKERS QUIT, AS WELL AS TO PROMOTE THE OVERALL LEGACY BRAND AMONG KEY AUDIENCES, WORKING IN COLLABORATION WITH A GROUP OF OUTSIDE AGENCIES, THE DEPARTMENT DEVELOPS ADVERTISEMENTS FOR PRINT, RADIO, TV, DIGITAL, SOCIAL, MOBILE AND OTHER EMERGING MEDIA VEHICLES, AND PLANS, PLACES AND MANAGES ALL RELATED PAID AND DONATED MEDIA EFFORTS, IN ADDITION, MARKETING AND COMMUNICATIONS PRODUCES GRASSROOTS AND SPECIAL EVENT INITIATIVES, AS WELL AS COLLATERAL AND OTHER PROMOTIONAL ITEMS AS COMPLEMENTARY AND INTEGRATED TACTICS.

4b (Code:) (Expenses \$ 5,432,306, including grants of \$ 73,090,) (Revenue \$)
RESEARCH & EVALUATION:
THE RESEARCH AND EVALUATION DEPARTMENT EVALUATES LEGACY'S PROGRAMS, THESE EFFORTS HELP ENSURE THAT ALL OF LEGACY'S PROGRAMS - FROM YOUTH AND YOUNG ADULT PUBLIC EDUCATION TO RESEARCH, POLICY AND PRACTICE TO ENGAGEMENT, ACTIVISM AND PARTNERSHIP - ARE IMPLEMENTED WITH THE HIGHEST LEVEL OF EFFICIENCY AND EFFICACY POSSIBLE TO REDUCE TOBACCO-RELATED DISEASE AND DEATH, USING RIGOROUS RESEARCH METHODS, THE TEAM DEVELOPS LOGIC MODELS, SAMPLING PLANS, ANALYTIC OUTLINES, AND CONDUCTS DATA ANALYSES, FINDINGS ARE THEN USED TO DEVELOP PEER-REVIEWED PUBLICATIONS, AS WELL AS BRIEF REPORTS WRITTEN FOR BOTH SPECIFIC AUDIENCES AND THE GENERAL PUBLIC, IN AN EFFORT TO ADVANCE THE SCIENCE RELATED TO TOBACCO CONTROL AND TO FACILITATE PERFORMANCE IMPROVEMENTS

4c (Code:) (Expenses \$ 4,460,041, including grants of \$ 5,000,) (Revenue \$)
SCHROEDER INSTITUTE FOR TOBACCO RESEARCH AND POLICY STUDIES:
RESEARCH INVESTIGATORS IN THE SCHROEDER INSTITUTE (SI) CONDUCT BASIC, APPLIED, AND POLICY RESEARCH THAT CAN BE HARNESSSED TO MAKE A TIMELY AND EFFICIENT PUBLIC HEALTH IMPACT ON REDUCING POPULATION TOBACCO USE PREVALENCE, THE SI ALSO PLAYS A LEADERSHIP ROLE IN STRENGTHENING THE NATIONAL AGENDA FOR NEXT-GENERATION TOBACCO CONTROL RESEARCH BY CONVENING AN ONGOING SERIES OF CONSENSUS CONFERENCES TO IDENTIFY CRITICAL KNOWLEDGE GAPS AND PRESSING RESEARCH PRIORITIES.

4d Other program services (Describe in Schedule O.) (Expenses \$ 11,702,780, including grants of \$ 3,831,567,) (Revenue \$)

4e Total program service expenses 47,676,812

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	x	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	x	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		x
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		x
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		x
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		x
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		x
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		x
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		x
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		x
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	x	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	x	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		x
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		x
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	x	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	x	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	x	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		x
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		x
14a Did the organization maintain an office, employees, or agents outside of the United States?		x
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	x	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		x
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		x
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	x	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		x
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		x
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		x
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

X

Table with columns for question ID, question text, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

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

Check if Schedule O contains a response or note to any line in this Part VI [x]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [x] Own website [] Another's website [x] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ANTHONY T. O'TOOLE, EVP/CFIO - (202) 454-5555
1724 MASSACHUSETTS AVENUE, NW, WASHINGTON, DC 20036

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JONATHAN E. FIELDING, M.D., M.P. CHAIR	6.00	X		X				0.	0.	0.
(2) HON. LETICIA VAN DE PUTTE VICE CHAIR	6.00	X		X				0.	0.	0.
(3) SUSAN CURRY, PH.D. VICE CHAIR (TERM ENDED FEB. 2014)	6.00	X		X				0.	0.	0.
(4) HON. TOM MILLER, TREASURER TREASURER	6.00	X		X				0.	0.	0.
(5) HON. LAWRENCE G. WASDEN IMMEDIATE PAST CHAIR	5.00	X						0.	0.	0.
(6) DONALD K. BOSWELL DIRECTOR	5.00	X						0.	0.	0.
(7) NANCY BROWN DIRECTOR	5.00	X						0.	0.	0.
(8) HON. GARY R. HERBERT DIRECTOR	5.00	X						0.	0.	0.
(9) HON. MIKE MOORE DIRECTOR	5.00	X						0.	0.	0.
(10) HON. JEREMIAH W. (JAY) NIXON DIRECTOR	5.00	X						0.	0.	0.
(11) HON. CHARLES K. SCOTT DIRECTOR	5.00	X						0.	0.	0.
(12) M. CASS WHEELER DIRECTOR	5.00	X						0.	0.	0.
(13) HON. GREG ZOELLER DIRECTOR	5.00	X						0.	0.	0.
(14) ROBIN KOVAL CEO (FROM 11/04/13)	38.00			X				132,313.	0.	0.
(15) CHERYL HEALTON CEO (UNTIL 01/01/14)	38.00			X				456,407.	0.	162,149.
(16) ANTHONY T. O'TOOLE EVP, CFIO	38.00			X				442,431.	0.	137,311.
(17) ELLEN VARGYAS GENERAL COUNSEL/CORP SECRETARY	38.00			X				328,325.	0.	85,857.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) M. DAVID DOBBINS COO	38,00				X			324,951.	0.	102,168.
(19) DAVID ABRAMS EXEC DIRECTOR (SHROEDER INST)	38,00				X			412,441.	0.	61,593.
(20) ERIC ASCHE CMO	38,00				X			285,822.	0.	59,668.
(21) AMBER BULLOCK EVP, PROG DEV	38,00					X		248,914.	0.	55,702.
(22) DONNA VALLONE SVP, RESEARCH & EVALUATION	38,00					X		240,578.	0.	54,573.
(23) WILLIAN FURMANSKI SVP, COLLABORATION & OUTREACH	38,00					X		245,741.	0.	43,426.
(24) ROBIN KORNHABER SVP, DEVELOPMENT UNTIL 01/28/14	38,00					X		262,691.	0.	61,668.
(25) RAYMOND NIAURA ASSOC DIRECTOR OF SCIENCE	38,00					X		296,861.	0.	52,386.
1b Sub-total								3,677,475.	0.	876,501.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								3,677,475.	0.	876,501.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 39

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
PHD USA, 220 EAST 42ND ST., 7TH FL, NEW YORK, NY 10017	MARKETING	26,651,109.
ARNOLD WORLDWIDE LLC 101 HUNTINGTON AVE, BOSTON, MA 02199	MARKETING	5,904,979.
BEACONFIRE CONSULTING INC., 2300 CLARENDON BLVD., STE #925, ARLINGTON, VA 22201	MARKETING	1,344,411.
BUTLER CREATIVE, LLC, 2401 EAST 6TH ST., STE #1002, AUSTIN, TX 78702	MARKETING	1,254,380.
VF OUTDOOR (D/B/A VANS) PO BOX 21647, GREENSBORO, NC 27420	MARKETING	735,975.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 34

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events	10,250.				
	d	Related organizations					
	e	Government grants (contributions)	1,573,982.				
	f	All other contributions, gifts, grants, and similar amounts not included above	372,315.				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		1,956,547.			
	Program Service Revenue	Business Code					
2 a							
b							
c							
d							
e							
f		All other program service revenue					
g	Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		22,344,126.		22,344,126.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	(i) Real					
		(ii) Personal					
		Gross rents	2,507,971.				
		Less: rental expenses	2,870,612.				
	c	Rental income or (loss)	-362,641.				
	d	Net rental income or (loss)		-362,641.	-240,068.	-122,573.	
	7 a	(i) Securities					
		(ii) Other					
		Gross amount from sales of assets other than inventory	93,867,348.				
		Less: cost or other basis and sales expenses	0.	783,000.			
	c	Gain or (loss)	93,867,348.	-783,000.			
	d	Net gain or (loss)		93,084,348.		93,084,348.	
8 a	Gross income from fundraising events (not including \$ 10,250. of contributions reported on line 1c). See Part IV, line 18						
a		300.					
b	Less: direct expenses		10,306.				
c	Net income or (loss) from fundraising events		-10,006.		-10,006.		
9 a	Gross income from gaming activities. See Part IV, line 19						
a							
b	Less: direct expenses						
b							
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances						
a							
b	Less: cost of goods sold						
b							
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue							
Business Code							
11 a	GARAGE PARKING	812930	144,725.		144,725.		
b	OTHER INCOME	900099	4,374.			4,374.	
c	WEBSITE	541800	3,920.		3,920.		
d	All other revenue						
e	Total. Add lines 11a-11d		153,019.				
12	Total revenue. See instructions.		117,165,393.	0.	-91,423.	115,300,269.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	3,895,652.	3,895,652.		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	20,000.	20,000.		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	4,366,160.	1,456,512.	2,909,648.	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	9,508,162.	7,725,696.	1,042,295.	740,171.
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,357,398.	1,037,193.	254,220.	65,985.
9	Other employee benefits	2,052,663.	1,398,114.	528,081.	126,468.
10	Payroll taxes	863,095.	586,002.	228,145.	48,948.
11	Fees for services (non-employees):				
a	Management	32,712.		32,712.	
b	Legal	180,145.		180,145.	
c	Accounting	193,904.	857.	193,047.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	51,000.			51,000.
f	Investment management fees	6,857,169.		6,857,169.	
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	29,353,690.	28,902,715.	399,761.	51,214.
12	Advertising and promotion				
13	Office expenses	1,249,996.	413,311.	819,147.	17,538.
14	Information technology	328,087.	160,490.	167,597.	
15	Royalties				
16	Occupancy	713,373.		552,573.	160,800.
17	Travel	1,120,279.	936,859.	158,225.	25,195.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	359,229.	247,978.	111,251.	
20	Interest	978,223.		978,223.	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	797,838.	32,414.	765,424.	
23	Insurance	372,937.	90,083.	282,854.	
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	INCOME TAX EXPENSE	-2,041.		-2,041.	
b	OTHER EXPENSES	220,045.	151,887.	47,601.	20,557.
c	PROFESSIONAL DEVELOPMEN	116,435.	79,387.	26,159.	10,889.
d	BOND ISSUANCE AMORTIZAT	79,638.		79,638.	
e	All other expenses		541,662.	-591,797.	50,135.
25	Total functional expenses. Add lines 1 through 24e	65,065,789.	47,676,812.	16,020,077.	1,368,900.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	500.	1	500.
	2	Savings and temporary cash investments	158,792,172.	2	156,344,180.
	3	Pledges and grants receivable, net	1,593,195.	3	607,744.
	4	Accounts receivable, net	112,803.	4	387,047.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	28,128.	8	
	9	Prepaid expenses and deferred charges	711,297.	9	892,686.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 69,575,110.		
	b	Less: accumulated depreciation	10b 17,398,143.	10c	52,176,967.
	11	Investments - publicly traded securities	316,607,095.	11	325,323,704.
	12	Investments - other securities. See Part IV, line 11	559,517,922.	12	614,659,571.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	867,542.	15	1,113,915.
16	Total assets. Add lines 1 through 15 (must equal line 34)	1,091,727,835.	16	1,151,506,314.	
Liabilities	17	Accounts payable and accrued expenses	18,401,092.	17	7,668,146.
	18	Grants payable	85,625.	18	375,000.
	19	Deferred revenue	64,553.	19	111,975.
	20	Tax-exempt bond liabilities	28,000,000.	20	28,000,000.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties	17,932,961.	24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	7,307,232.	25	4,805,109.
	26	Total liabilities. Add lines 17 through 25	71,791,463.	26	40,960,230.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	1,019,936,372.	27	1,110,546,084.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	1,019,936,372.	33	1,110,546,084.
	34	Total liabilities and net assets/fund balances	1,091,727,835.	34	1,151,506,314.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	117,165,393.
2	Total expenses (must equal Part IX, column (A), line 25)	2	65,065,789.
3	Revenue less expenses. Subtract line 2 from line 1	3	52,099,604.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,019,936,372.
5	Net unrealized gains (losses) on investments	5	37,586,543.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	923,565.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,110,546,084.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		x
2b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	x	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	x	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	x	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____	x	

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2013

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

▶ Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization <p style="text-align:center;">AMERICAN LEGACY FOUNDATION</p>	Employer identification number <p style="text-align:center;">91-1956621</p>
---	---

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,766,128.	2,576,538.	2,608,369.	4,384,402.	1,956,547.	15,291,984.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	3,766,128.	2,576,538.	2,608,369.	4,384,402.	1,956,547.	15,291,984.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						15,291,984.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	3,766,128.	2,576,538.	2,608,369.	4,384,402.	1,956,547.	15,291,984.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	16,807,876.	14,870,989.	19,991,033.	18,134,988.	23,191,820.	92,996,706.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...	240,970.	865,855.				1,106,825.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	48,143.	158,543.	1,428,133.	137,555.	4,674.	1,777,048.
11 Total support. Add lines 7 through 10						111,172,563.

12 Gross receipts from related activities, etc. (see instructions) **12**

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	13.76 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	16.13 %

16a **33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b **33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a **10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

EXPLANATION: FACTS AND CIRCUMSTANCES ANALYSIS

THE AMERICAN LEGACY FOUNDATION ("LEGACY") QUALIFIES AS A PUBLICLY SUPPORTED ORGANIZATION UNDER ALL OF THE FACTS AND CIRCUMSTANCES BECAUSE (A) IT NORMALLY RECEIVES A SUBSTANTIAL PART OF ITS SUPPORT FROM GOVERNMENT UNITS, FROM DIRECT OR INDIRECT CONTRIBUTIONS FROM THE GENERAL PUBLIC, OR FROM A COMBINATION OF THESE SOURCES, UNDER THE STANDARDS SET FORTH IN REG. 1.170A-9(F)(3)(I) AND (II); AND (B) IT IS IN THE NATURE OF A PUBLICLY SUPPORTED ORGANIZATION TAKING INTO ACCOUNT THE FACTORS SET FORTH IN REG. 1.170-A-9(F)(3)(III) THROUGH (VII).

A. TEN PERCENT SUPPORT LIMITATION. LEGACY NORMALLY RECEIVES AT LEAST 10 PERCENT OF ITS TOTAL SUPPORT FROM PUBLIC SOURCES. AS SET FORTH IN SCHEDULE A, PART II, THE ORGANIZATION'S PUBLIC SUPPORT FOR TAXABLE YEARS 2009 - 2013 WAS 13.76%.

ATTRACTION OF PUBLIC SUPPORT. LEGACY MAINTAINS A CONTINUOUS AND BONA FIDE PROGRAM DESIGNED TO ATTRACT PUBLIC SUPPORT. THE TOTAL AMOUNT OF PUBLIC SUPPORT RAISED BY LEGACY IN TAXABLE YEARS 2009-2013 AS A RESULT OF THESE EFFORTS WAS NEARLY \$15.3 MILLION. EXAMPLES OF LEGACY'S EFFORTS TO ATTRACT PUBLIC SUPPORT DURING THE FIVE-YEAR TESTING PERIOD INCLUDE THE FOLLOWING:

FEDERAL GOVERNMENT GRANTS AND CONTRACTS. LEGACY MAINTAINS A BONA FIDE, CONTINUOUS AND SUCCESSFUL PROGRAM TO ATTRACT NEW AND ADDITIONAL FEDERAL GOVERNMENTAL SUPPORT. AS PART OF THIS PROGRAM, LEGACY HAS DEDICATED STAFF

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

IN BOTH ITS SCHROEDER RESEARCH INSTITUTE AND FINANCE DEPARTMENT TO ASSIST

WITH APPLICATIONS FOR FEDERAL SUPPORT AND TO MANAGE GRANTS AND CONTRACTS

THAT ARE AWARDED, FROM TAX YEAR 2009 THROUGH 2013, LEGACY SUBMITTED OVER

80 APPLICATIONS FOR FEDERAL GRANTS AND CONTRACTS. IN 2013 ALONE, LEGACY

SUBMITTED 21 APPLICATIONS TO THE NATIONAL INSTITUTES OF HEALTH, THE

NATIONAL CANCER INSTITUTE AND THE U.S. FOOD AND DRUG ADMINISTRATION FOR

SUPPORT FOR RESEARCH AND RELATED ACTIVITIES. ALL OF THESE APPLICATIONS

WERE CONSISTENT WITH LEGACY'S CHARITABLE PURPOSE OF MITIGATING THE TOLL OF

DEATH AND DISEASE CAUSED BY THE TOBACCO EPIDEMIC, OVER THE FIVE YEAR

PERIOD, LEGACY WAS AWARDED 27 FEDERAL GRANTS AND CONTRACTS FOR A TOTAL

AMOUNT AWARDED OF \$14,708,866 MILLION.

OTHER GRANTS. DURING THE FIVE-YEAR TESTING PERIOD, LEGACY SUBMITTED

FUNDING PROPOSALS TO DOZENS OF OTHER ENTITIES. LEGACY RECEIVED 18 AWARDS

FOR A TOTAL AMOUNT AWARDED OF \$946,755. IN THE CURRENT TAXABLE YEAR THIS

INCLUDED SUPPORT FROM, FOR EXAMPLE, THE UNIVERSITY OF MICHIGAN AND THE

LOUISIANA PUBLIC HEALTH INSTITUTE.

OTHER EFFORTS. DURING THE TESTING PERIOD, LEGACY ALSO ENGAGED IN

NUMEROUS OTHER EFFORTS TO ATTRACT PUBLIC SUPPORT INCLUDING, FOR EXAMPLE,

PARTICIPATING IN THE COMBINED FEDERAL CAMPAIGN AND CONDUCTING FUNDRAISING

EFFORTS VIA DIRECT MAIL AND SPECIAL EVENTS. RATHER THAN REPEATING THE

DETAIL HERE, PLEASE SEE SCHEDULE O OF LEGACY'S 2013 990 FILING FOR FURTHER

INFORMATION.

B. PERCENTAGE OF FINANCIAL SUPPORT. LEGACY WAS ESTABLISHED IN 1999

PURSUANT TO THE TERMS OF THE MASTER SETTLEMENT AGREEMENT NEGOTIATED BY THE

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

ATTORNEYS GENERAL OF 46 STATES, THE DISTRICT OF COLUMBIA AND FIVE U.S. TERRITORIES IN SETTLEMENT OF CIVIL ACTIONS FILED AGAINST THE MAJOR U.S. TOBACCO COMPANIES FOR DAMAGES DUE TO THE HARMFUL EFFECTS OF TOBACCO, THE STATES REQUESTED THAT A PORTION OF THE FUNDS THEY RECEIVED FROM THE TOBACCO INDUSTRY BE USED TO ESTABLISH AND FUND AN ORGANIZATION PRIMARILY DEDICATED TO STUDYING AND PROVIDING PUBLIC EDUCATION ABOUT THE IMPACT OF TOBACCO IN ORDER TO REDUCE ITS USE AND ASSOCIATED DEATH AND DISEASE. LEGACY ALSO RECEIVED FUNDING FROM A SIMILAR SETTLEMENT AGREEMENT ENTERED INTO BETWEEN THE STATES AND THE SMOKELESS TOBACCO COMPANIES. EARLY ON LEGACY'S BOARD OF DIRECTORS VOTED TO FOLLOW A "PERPETUITY MODEL" ALLOCATING A SIGNIFICANT PORTION OF THE SETTLEMENT FUNDS RECEIVED FROM 1999 - 2003 FOR LONG-TERM INVESTMENTS (RESERVE FUND), WHICH OPERATES LIKE A QUASI-ENDOWMENT TO SUPPORT FUTURE CHARITABLE AND EDUCATIONAL ACTIVITIES IN THE YEARS AFTER THE SETTLEMENT PAYMENTS WOULD CEASE. LEGACY'S LONG-TERM INVESTMENTS (RESERVE FUND) AT JUNE 30, 2014 WAS \$963.6 MILLION.

UNDER THE TERMS OF THE SETTLEMENT AGREEMENTS, THE LAST OF THE NORMALLY SCHEDULED PAYMENTS TO LEGACY WERE RECEIVED DURING ITS 2007 TAXABLE YEAR (ENDING JUNE 30, 2008). SINCE THAT TIME, BECAUSE OF THE CESSATION OF THE SETTLEMENT PAYMENTS, LEGACY HAS RECEIVED AN INCREASINGLY HIGH PERCENTAGE OF ITS TOTAL SUPPORT FROM INVESTMENT INCOME ON ITS LONG-TERM INVESTMENTS (RESERVE FUND) AND ITS PUBLIC SUPPORT PERCENTAGE HAS DECLINED SUBSTANTIALLY SO THAT BEGINNING WITH THE 2012 TAXABLE YEAR LEGACY FOR THE FIRST TIME NO LONGER QUALIFIED UNDER THE 33 1/3 PERCENT OF SUPPORT TEST DURING THE FIVE-YEAR TESTING PERIOD. HOWEVER, WERE IT NOT FOR THE LARGE AMOUNT OF GROSS INVESTMENT INCOME GENERATED BY LEGACY'S RESERVE FUND, THE ORGANIZATION'S PUBLIC SUPPORT OF NEARLY \$15.3 MILLION WOULD EASILY ALLOW IT TO QUALIFY AS A PUBLICLY SUPPORTED ORGANIZATION. AS SET FORTH IN REG.

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

1.170A-9(F)(3)(III), THE FACT THAT LEGACY'S PUBLIC SUPPORT PERCENTAGE IS
 LOW BECAUSE A HIGH PERCENTAGE OF ITS TOTAL SUPPORT COMES FROM INVESTMENT
 INCOME ON ITS LONG-TERM INVESTMENTS (RESERVE FUND) IS EVIDENCE OF
 LEGACY'S COMPLIANCE WITH THE FACTS AND CIRCUMSTANCES TEST.

REPRESENTATIVE GOVERNING BODY, LEGACY HAS A GOVERNING BODY WHICH
 REPRESENTS THE BROAD INTERESTS OF THE PUBLIC, OTHER THAN THE PERSONAL OR
 PRIVATE INTERESTS OF A LIMITED NUMBER OF DONORS. UNDER THE ORGANIZATION'S
 BYLAWS, THE ELEVEN-PERSON BOARD OF DIRECTORS CONSISTS OF TWO DIRECTORS
 APPOINTED BY EACH OF THE NATIONAL ASSOCIATION OF ATTORNEYS GENERAL, THE
 NATIONAL GOVERNORS ASSOCIATION, AND THE NATIONAL CONFERENCE OF STATE
 LEGISLATURES FROM AMONG THEIR MEMBERS. THESE DIRECTORS (CLASS A
 DIRECTORS) CURRENTLY INCLUDE THE GOVERNORS OF UTAH AND MISSOURI, THE
 ATTORNEYS GENERAL OF IOWA AND INDIANA, AND STATE SENATORS FROM TEXAS AND
 WYOMING. THE ATTORNEY GENERAL OF IDAHO SERVES AS NON-VOTING IMMEDIATE
 PAST CHAIR. THE CLASS A DIRECTORS ELECT BY MAJORITY VOTE THE REMAINING
 FIVE DIRECTORS, THE CLASS B DIRECTORS. THE BYLAWS PROVIDE THAT ONE OF THE
 CLASS B DIRECTORS SHALL HAVE EXPERTISE IN PUBLIC HEALTH ISSUES AND FOUR
 DIRECTORS SHALL HAVE EXPERTISE IN MEDICAL, CHILD PSYCHOLOGY, OR PUBLIC
 HEALTH DISCIPLINES. THE CURRENT CLASS B DIRECTORS INCLUDE THE PRESIDENT
 AND CEO OF THE WESTERN NEW YORK PUBLIC BROADCASTING ASSOCIATION, THE
 JUST-RETIRED DIRECTOR HEALTH OFFICER OF THE LOS ANGELES COUNTY DEPARTMENT
 OF PUBLIC HEALTH, THE CHIEF EXECUTIVE OFFICER OF THE AMERICAN HEART
 ASSOCIATION, A FORMER STATE ATTORNEY GENERAL WHO HAS BEEN A NATIONAL
 LEADER ON TOBACCO ISSUES, AND THE CHIEF EXECUTIVE OFFICER EMERITUS OF THE
 AMERICAN HEART ASSOCIATION. RECENT FORMER CLASS B DIRECTORS INCLUDE THE
 PRESIDENT OF THE SOUTHERN CALIFORNIA REGION, KAISER FOUNDATION HEALTH PLAN
 AND HOSPITALS, THE THEN-ASSOCIATE DEAN FOR PUBLIC HEALTH PRACTICE AT THE

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

HARVARD SCHOOL OF PUBLIC HEALTH, A FORMER PRESIDENT OF THE AMERICAN
 MEDICAL ASSOCIATION, AN IMMEDIATE PAST PRESIDENT OF THE AMERICAN CANCER
 SOCIETY, AND A DISTINGUISHED PROFESSOR OF HEALTH AND HEALTH CARE AT THE
 DEPARTMENT OF MEDICINE OF THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO.

THERE ARE ALSO TWO YOUTH LIAISONS TO THE BOARD OF DIRECTORS WHO MAY CAST
 NON-BINDING ADVISORY VOTES.

AVAILABILITY OF PUBLIC FACILITIES AND SERVICES; PUBLIC PARTICIPATION IN
 PROGRAMS.

LEGACY PROVIDES FACILITIES AND SERVICES DIRECTLY FOR THE BENEFIT OF THE
 GENERAL PUBLIC ON A CONTINUING BASIS. LEGACY'S TRUTH CAMPAIGN, BEGUN IN

2000, IS THE LARGEST NATIONAL YOUTH SMOKING PREVENTION CAMPAIGN EVER

UNDERTAKEN IN THIS COUNTRY; ITS AWARD-WINNING ADVERTISEMENTS, GRASS ROOTS

TOURS AND APPEARANCES, AND ON-LINE MEDIA COMMUNICATIONS HAVE PROVIDED THE

FACTS TO MILLIONS OF TEENS ABOUT TOBACCO USE AND INDUSTRY MARKETING

TACTICS AND HAS BEEN CREDITED WITH A SIGNIFICANT DECLINE IN YOUTH SMOKING

RATES. LEGACY HAS RECENTLY LAUNCHED A REDESIGNED AND UPDATED VERSION OF

THE TRUTH CAMPAIGN ACROSS MULTIPLE, NATIONAL MEDIA PLATFORMS INCLUDING

TELEVISION, SOCIAL MEDIA, AND ON-LINE. LEGACY HAS COMMITTED TO SUPPORTING

THE CAMPAIGN WITH A SUBSTANTIAL INVESTMENT OF \$171M OVER THE NEXT THREE

YEARS. THE NEW CAMPAIGN IS ALREADY REACHING MILLIONS OF YOUTH. ANOTHER

NATIONAL PUBLIC SERVICE CAMPAIGN, CODE BLUE FOR LUNG CANCER, WAS LAUNCHED

IN 2006 AS A PARTNERSHIP WITH THE NATIONAL ASSOCIATION OF BROADCASTERS.

IN 2008, LEGACY AND A COALITION OF PUBLIC HEALTH GROUPS AND STATE PUBLIC

HEALTH DEPARTMENTS BEGAN BECOME AN EX, AN INNOVATIVE SMOKING CESSATION

CAMPAIGN AND WEBSITE FOR ADULT SMOKERS WHO ARE READY TO QUIT BUT NEED

HELP. THE WEBSITE INCLUDES A COMMUNITY WHERE, AT NO CHARGE, SMOKERS CAN

PROVIDE AND RECEIVE SUPPORT. THE SITE PROTOCOL WAS DEVELOPED IN

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

CONJUNCTION WITH THE MAYO CLINIC AND MAYO PROVIDES CLINICAL SUPPORT IN THE

FORM OF ONLINE INTERACTION WITH THE COMMUNITY. (SEE SCHEDULE O FOR

CONTINUATION)

Lined area for supplemental information.

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.

OMB No. 1545-0047

2013

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on 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 AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

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		\$ 65,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 38,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 6,388.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/>	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<hr/> <hr/> <hr/>	\$ 64,988.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	<hr/> <hr/> <hr/>	\$ 217,388.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	<hr/> <hr/> <hr/>	\$ 15,060.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	<hr/> <hr/> <hr/>	\$ 5,157.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

AMERICAN LEGACY FOUNDATION

91-1956621

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
13		\$ 127,730.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14		\$ 811,073.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15		\$ 55,927.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16		\$ 155,057.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17		\$ 26,762.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18		\$ 36,207.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

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
19		\$ 51,550.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20		\$ 10,000.	Person <input 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.)

Name of organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

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 AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

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

Form with multiple sections: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d, 3 Number of conservation easements modified..., 4 Number of states where property..., 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form with sections: 1a If the organization elected, as permitted under SFAS 116..., 1b If the organization elected, as permitted under SFAS 116..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

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

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

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

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

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

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

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

Table with 2 columns: Description (1c-1f) and Amount. Rows include Beginning balance, Additions during the year, Distributions during the year, and Ending balance.

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

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include 1a-1g: Beginning of year balance, Contributions, Net investment earnings, Grants or scholarships, Other expenditures, Administrative expenses, End of year balance.

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

- a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

Table with 3 columns: Description (3a(i), 3a(ii), 3b) and Yes/No columns.

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

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

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) COMMINGLED/COMMON TRUST FUNDS	204,332,331.	END-OF-YEAR MARKET VALUE
(B) HEDGE FUNDS	95,791,018.	END-OF-YEAR MARKET VALUE
(C) HEDGE FUND, FUND OF FUNDS	39,323,959.	END-OF-YEAR MARKET VALUE
(D) PRIVATE EQUITY FUNDS	147,028,986.	END-OF-YEAR MARKET VALUE
(E) PRIVATE EQUITY FUND OF FUNDS	128,183,277.	END-OF-YEAR MARKET VALUE
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	614,659,571.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SECURITY DEPOSITS PAYABLE	119,937.
(3) INTEREST RATE SWAP	3,906,750.
(4) DEFERRED COMPENSATION	694,344.
(5) REFUNDABLE ADVANCES	84,078.
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	4,805,109.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	151,558,685.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	37,586,543.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e	37,586,543.	
3	Subtract line 2e from line 1	3	113,972,142.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	6,857,169.	
b	Other (Describe in Part XIII.)	4b	-3,663,918.	
c	Add lines 4a and 4b	4c	3,193,251.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	117,165,393.	

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	60,948,973.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	2,740,353.	
e	Add lines 2a through 2d	2e	2,740,353.	
3	Subtract line 2e from line 1	3	58,208,620.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	6,857,169.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	6,857,169.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	65,065,789.	

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: THE FOUNDATION IS GENERALLY EXEMPT FROM FEDERAL INCOME TAX

UNDER INTERNAL REVENUE CODE (IRC) SECTION 501(C)(3). IN ADDITION, THE

FOUNDATION HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE

FOUNDATION, INCOME WHICH IS NOT RELATED TO ITS EXEMPT PURPOSES, LESS

APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME

TAXES. THE COMPANY IS A SINGLE-MEMBER, LIMITED LIABILITY COMPANY (LLC)

AND, AS SUCH, IS A "DISREGARDED ENTITY" FOR FEDERAL INCOME TAX PURPOSES,

PURSUANT TO SECTION 7701 OF THE IRC, THE FOUNDATION HAD UNRELATED BUSINESS

INCOME RELATED TO DEBT FINANCED RENTAL INCOME DURING THE YEARS ENDED JUNE

30, 2014 AND 2013.

Part XIII Supplemental Information (continued)

THE FOUNDATION FOLLOWS THE ACCOUNTING STANDARD ON ACCOUNTING FOR
 UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER
 TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE
 RECORDED IN THE FINANCIAL STATEMENTS. UNDER THIS GUIDANCE, THE FOUNDATION
 MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS
 MORE LIKELY THAN NOT THAT THE TAX POSITION WILL BE SUSTAINED ON
 EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE
 POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM
 SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A
 GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT.
 THE GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ALSO ADDRESSES
 DE-RECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES ON INCOME TAXES,
 AND ACCOUNTING IN INTERIM PERIODS.

MANAGEMENT EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE
 FOUNDATION HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO
 THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THE GUIDANCE FOR
 ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. GENERALLY, THE FOUNDATION IS
 NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR
 LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2011.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

RENTAL EXPENSES REPORTED ON LINE 6B	-2,870,612.
FUNDRAISING EVENTS EXPENSES REPORTED ON LINE 8B	-10,306.
REALIZED LOSS ON INTEREST RATE SWAP AGREEMENT	-783,000.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-3,663,918.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information *(continued)*

RENTAL EXPENSES REPORTED ON LINE 6B 2,870,612.

NET GAIN ON INTEREST RATE SWAP AGREEMENT -140,565.

FUNDRAISING EVENTS EXPENSES REPORTED ON LINE 8B 10,306.

TOTAL TO SCHEDULE D, PART XII, LINE 2D 2,740,353.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

Employer identification number

AMERICAN LEGACY FOUNDATION

91-1956621

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EAST ASIA AND THE PACIFIC	0	0	INVESTMENTS		11,517,727.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	INVESTMENTS		22,574,259.
MIDDLE EAST AND NORTH AFRICA	0	0	INVESTMENTS		265,461.
NORTH AMERICA	0	0	INVESTMENTS		3,584,057.
SOUTH AMERICA	0	0	INVESTMENTS		1,376,926.
SOUTH ASIA	0	0	INVESTMENTS		1,342,255.
SUB-SAHARAN AFRICA	0	0	INVESTMENTS		184,749.
3 a Sub-total	0	0			40,845,434.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			40,845,434.

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

Schedule F (Form 990) 2013

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

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

Schedule F (Form 990) 2013

Part V Supplemental Information

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

Lined area for supplemental information.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2013

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
WILDE/LWRA, INC - 201 SUMMER STREET, P.O. BOX 5838,	DONOR DEVELOPMENT		X	15,300.	51,000.	-35,700.
Total				15,300.	51,000.	-35,700.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

- AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO
MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY
DC

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts			
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
	11	Net income summary. Subtract line 10 from line 3, column (d)			

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: WILDE/LWRA, INC

(I) ADDRESS OF FUNDRAISER:

201 SUMMER STREET, P.O. BOX 5838, HOLLISTON, MA 01746

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JOHNS HOPKINS UNIVERSITY, BLOOMBERG SCHOOL OF PUBLIC HEALTH - 624 N. BROADWAY, HAMPTON HOUSE ROOM 280B - BALTIMORE, MD 21205	52-0595110	501(C)(3)	7,771.	0.			RESEARCH GRANTS
THE TRUSTEES OF COLUMBIA UNIVERSITY - 1700 BROADWAY, 10TH FLOOR - NEW YORK, NY 10019	13-5598093	501(C)(3)	45,319.	0.			RESEARCH GRANTS
THE NATIONAL CENTER ON ADDICTION AND SUBSTANCE ABUSE AT COLUMBIA UNIVERSITY - 633 THIRD AVENUE - NEW YORK, NY 10017	52-1736502	501(C)(3)	261,944.	0.			LEGACY EVALUATION AND RESEARCH NETWORKS
WEILL CORNELL MEDICAL COLLEGE 525 EAST 68TH STREET, BOX 586 NEW YORK, NY 10065	13-3957095	501(C)(3)	102,535.	0.			LEGACY EVALUATION AND RESEARCH NETWORKS
AMERICAN NON-SMOKERS RIGHTS FOUNDATION - 2530 SAN PABLO AVENUE, STE. # J - BERKELEY, CA 94702	94-2922136	501(C)(3)	106,407.	0.			OTHER GRANTS
PARTNERSHIP FOR PREVENTION 1015 18TH STREET, NW, STE#300 WASHINGTON, DC 20036	52-1735637	501(C)(3)	125,000.	0.			OTHER GRANTS

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 31.

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

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

Schedule I (Form 990) (2013)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CAMPAIGN FOR TOBACCO FREE KIDS 1400 I STREET, NW, SUITE 1200 WASHINGTON, DC 20005	52-1969967	501(C)(3)	1,050,000.	0.		OTHER GRANTS	
BREATHE CALIFORNIA OF SACRAMENTO-EMIGRANT TRAILS - 909 12TH STREET - SACRAMENTO, CA 95814	94-1641240	501(C)(3)	106,850.	0.		OTHER GRANTS	
THE NATIONAL CENTER ON ADDICTION AND SUBSTANCE ABUSE AT COLUMBIA UNIVERSITY - 633 THIRD AVENUE - NEW YORK, NY 10017	52-1736502	501(C)(3)	194,212.	0.		OTHER GRANTS	
C-CHANGE 1776 EYE STREET, NW WASHINGTON, DC 20006	16-1641769	501(C)(3)	108,782.	0.		OTHER GRANTS	
LUNG CANCER ALLIANCE 888 16TH STREET, NW, SUITE 800 WASHINGTON, DC 20006	91-1821040	501(C)(3)	100,000.	0.		OTHER GRANTS	
FOUNDATION TO ADVANCE PUBLIC HEALTH CERTIFICATION - 310 GRANT STREET, SUITE 1030 - PITTSBURGH, PA 15219	27-0704957	501(C)(3)	26,222.	0.		OTHER GRANTS	
GEORGIA STATE UNIVERSITY 140 DECATUR STREET ATLANTA, GA 30302	58-1845423	501(C)(3)	47,342.	0.		OTHER GRANTS	
ACTION ON SMOKING AND HEALTH 701 - 4TH STREET, NW WASHINGTON, DC 20001	13-2603590	501(C)(3)	84,970.	0.		OTHER GRANTS	
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - 677 HUNTINGTON AVENUE - BOSTON, MA 02115	04-2103580	501(C)(3)	48,437.	0.		OTHER GRANTS	

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE TRUSTEES OF COLUMBIA UNIVERSITY - 615 WEST 168TH STREET, BOX 49 - NEW YORK, NY 10032	13-5598093	501(C)(3)	81,990.	0.			OTHER GRANTS
AMERICAN ACADEMY OF PEDIATRICS 37925 EAGLE WAY CHICAGO, IL 60678	36-2275597	501(C)(3)	142,363.	0.			OTHER GRANTS
AMERICAN HEART ASSOCIATION 4217 PARK PLACE COURT GLEN ALLEN, VA 23060	13-5613797	501(C)(3)	27,575.	0.			OTHER GRANTS
CAMPAIGN FOR TOBACCO FREE KIDS 1400 I STREET, NW, SUITE 1200 WASHINGTON, DC 20005	52-1969967	501(C)(3)	500,000.	0.			OTHER GRANTS
ASIAN PACIFIC PARTNERS FOR EMPOWERMENT ADVOCACY AND LEADERSHIP - 300 FRANK H OGAWA PLAZA, STE. #620 - OAKLAND, CA UCSF	20-2028771	501(C)(3)	41,667.	0.			OTHER GRANTS
919 IRVING ST., SUITE 104, UCSF BOX 0939 - SAN FRANCISCO, CA 94143-0939	94-6036493	501(C)(3)	74,539.	0.			NATIONAL TOBACCO DOCUMENTS LIBRARY GRANT
AMERICAN ACADEMY OF PEDIATRICS 141 NORTHWEST POINT BLVD ELK GROVE VILLAGE, IL 60007	36-2275597	501(C)(3)	31,835.	0.			EX GRANTS
EMORY UNIVERSITY 1784 N. DECATUR ROAD, SUITE 530 ATLANTA, GA 30322	58-0566256	501(C)(3)	56,394.	0.			TECHNICAL ASSISTANCE & TRAINING
THE TRUSTEES OF COLUMBIA UNIVERSITY - 615 WEST 131 ST, 3RD FL., - NEW YORK, NY 10025	13-5598093	501(C)(3)	212,500.	0.			SPONSOR - NEH CHALLENGE GRANT

AMERICAN LEGACY FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WOMEN'S POLICY INC 409 12TH STREET, SW, STE 310 WASHINGTON, DC 20024	52-1914894	501(C)(3)	25,000.	0.			SPONSOR - GALA 2014
WOMEN'S POLICY, INC. 409 12TH STREET, SW, STE 310 WASHINGTON, DC 20024	52-1914894	501(C)(3)	25,000.	0.			SPONSOR - CONGRESSIONAL BRIEFING DC 2014
CAMPAIGN FOR TOBACCO FREE KIDS 1400 I STREET, NW, STE. 1200 WASHINGTON, DC 20005	52-1969967	501(C)(3)	20,000.	0.			SPONSOR - YOUTH ADVCTS AWARDS GALA
PARTNERSHIP FOR A DRUG FREE AMERICA - 352 PARK AVENUE SOUTH 9TH FL - NEW YORK, NY 10010	13-3413627	501(C)(3)	20,000.	0.			SPONSOR - JOIN TOGETHER PROGRAM 5/14
SOCIETY FOR RESEARCH ON NICOTINE & TOBACCO, INC. - 2424 AMERICAN LANE - MADISON, WI 53704-3102	52-1906424	501(C)(3)	20,000.	0.			SPONSOR - 2014
UNIVERSITY OF MICHIGAN 109 OBSERVATORY ST., M3242 SPH ANN ARBOR, MI 48109	38-6006309	501(C)(3)	20,000.	0.			TBCC-FREE COLLEGE INITIATIVE
PHOENIX HOUSE FOUNDATION, INC 164 WEST 74TH STREET NEW YORK, NY 10023	23-7013149	501(C)(3)	15,000.	0.			SPONSOR - AWARDS DINNER 11/6/13
PARTNERSHIP FOR A DRUG FREE AMERICA - 352 PARK AVENUE SOUTH 9TH FL - NEW YORK, NY 10010	13-3413627	501(C)(3)	12,500.	0.			SPONSOR - ANNUAL GALA
THE UNIVERSITY OF MONTANA 32 CAMPUS DRIVE MISSOULA, MT 59812-1728	81-6001713	501(C)(3)	12,500.	0.			SPONSOR - TOBACCO SUMMIT 8/13

AMERICAN LEGACY FOUNDATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN NONSMOKERS' RIGHTS FOUNDATION - 2530 SAN PABLO AVE., SUITE J - BERKELEY, CA 94702	94-2922136	501(C)(3)	11,000.	0.		GLOBAL GAMING EXPO 05-06/14	
AMERICAN HEART ASSOCIATION, INC. 4217 PARK PLACE COURT GLEN ALLEN, VA 23060	13-5613797	501(C)(3)	10,000.	0.		SPONSOR - GREATER WASH. REGION HEART BALL	
PARTNERSHIP WITH CHILDREN, INC. 299 BROADWAY, SUITE #1300 NEW YORK, NY 10007	13-5596751	501(C)(3)	10,000.	0.		SPONSOR - SPRING GALA NY 06/14	
THE NEW YORK ACADEMY OF MEDICINE 1216 FIFTH AVE. NEW YORK, NY 10029	13-1656674	501(C)(3)	10,000.	0.		SPONSOR - CONF., 9/20/13	
INSTITUTE FOR PROFESSIONAL EDUCATION - 140 HUGENOT STREET, 3RD FL - NEW ROCHELLE, NY 10801-5215	26-3341604	501(C)(3)	7,500.	0.		SPONSOR - ACADEMY OF WOMEN'S HEALTH CONGRESS 4/5/14	
HEALTH EDUCATION COUNCIL 3950 INDUSTRIAL BLVD., SUITE# 600 WEST SACRAMENTO, CA 95691	68-0249296	501(C)(3)	7,000.	0.		SPONSOR - BFA CONF., 4/14	
AMERICAN NONSMOKERS' RIGHTS FOUNDATION - 2530 SAN PABLO AVE., SUITE J - BERKELEY, CA 94702	94-2922136	501(C)(3)	7,000.	0.		GLOBAL GAMING EXPO 9/23	
NEW YORK WOMEN IN COMMUNICATIONS 355 LEXINGTON AVE, 15TH FLR NEW YORK, NY 10017	13-6274650		6,000.	0.		SPONSOR - MATRIX TABLE PACKAGE	
EFFIE WORLDWIDE, INC. 116 E. 27TH STREET, 6TH FLOOR NEW YORK, NY 10016	20-8875698	501(C)(3)	5,995.	0.		SPONSOR - NORTH AMERICAN EFFIE AWARDS GALA TABLE NY 6/5/14	

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CIGARETTE BUTT POLLUTION PROJECT 814 MOANA DRIVE SAN DIEGO, CA 92106	27-5099153	501(C)(3)	5,100.	0.			FILTERLESS CIGARS

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS	6	20,000.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: EACH GRANT CONTRACT IS EXECUTED AND MONITORED BY A LEGACY ASSIGNED PROGRAM OFFICER. (PO) UNTIL CLOSED. MONITORING CONSISTS OF UPDATE CALLS, SITE VISITS AS NEEDED AND PROVIDING TECHNICAL ASSISTANCE WHEN REQUIRED. PO'S ARE ALSO RESPONSIBLE FOR ENSURING THAT THE REPORTING OF GRANT EXPENDITURES AND DELIVERABLES MEET COMPLIANCE STANDARDS SET BY LEGACY. EACH GRANT CONTRACT HAS A SCHEDULE OF REPORTING REQUIREMENTS. GRANTEES ARE REQUIRED TO SUBMIT EITHER MONTHLY OR QUARTERLY REIMBURSEMENT FINANCIALS WHICH ARE REVIEWED BY THE PO FOR CONSISTENCY WITH THE APPROVED

Part IV Supplemental Information

BUDGET. ONCE EXPENSES ARE APPROVED BY THE PO, APPROVAL OF PAYMENT IS

GRANTED AND SIGNED OFF ON BY MANAGEMENT. THE NARRATIVE REPORTING

REQUIREMENTS ON THE DELIVERABLE ACTIVITIES VARIES ACCORDING TO THE GRANTEE

AND FUNDING INITIATIVE. MINIMALLY, ALL GRANTEES ARE REQUIRED TO SUBMIT A

FINAL REPORT ON PROGRAM ACTIVITIES.

Multiple horizontal lines for supplemental information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2013

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input checked="" type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	x
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	x
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment?	4a	x
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	x
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	x
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization?	5a	x
b	Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b	x
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization?	6a	x
b	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	6b	x
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	x
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	x
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CHERYL HEALTON CEO (UNTIL 01/01/14)	(i) 411,105 (ii) 0	41,971 0	3,331 0	118,250 0	61,864 0	636,521 0	0 0
(2) ANTHONY T. O'TOOLE EVP, CFO	(i) 381,317 (ii) 0	38,102 0	23,012 0	98,250 0	53,933 0	594,614 0	0 0
(3) ELLEN VARGYAS GENERAL COUNSEL/CORP SECRETARY	(i) 295,890 (ii) 0	11,825 0	20,610 0	78,250 0	28,751 0	435,326 0	0 0
(4) M. DAVID DOBBINS COO	(i) 291,822 (ii) 0	29,614 0	3,515 0	78,250 0	34,626 0	437,827 0	0 0
(5) DAVID ABRAMS EXEC DIRECTOR (SHROEDER INST)	(i) 353,255 (ii) 0	35,170 0	24,016 0	38,250 0	29,287 0	479,978 0	0 0
(6) ERIC ASCHE CMO	(i) 258,967 (ii) 0	25,625 0	1,230 0	38,250 0	30,084 0	354,156 0	0 0
(7) AMBER BULLOCK EVP, PROG DEV	(i) 225,240 (ii) 0	22,000 0	1,674 0	37,488 0	36,649 0	323,051 0	0 0
(8) DONNA VALLONE SVP, RESEARCH & EVALUATION	(i) 231,616 (ii) 0	0 0	8,962 0	36,028 0	31,517 0	308,123 0	0 0
(9) WILLIAN FURMANSKI SVP, COLLABORATION & OUTREACH	(i) 236,131 (ii) 0	0 0	9,610 0	36,320 0	10,618 0	292,679 0	0 0
(10) ROBIN KORHABER SVP, DEVELOPMENT UNTIL 01/28/14	(i) 252,817 (ii) 0	0 0	9,874 0	38,250 0	35,433 0	336,374 0	0 0
(11) RAYMOND NIAURA ASSOC DIRECTOR OF SCIENCE	(i) 294,439 (ii) 0	0 0	2,422 0	38,250 0	20,200 0	355,311 0	0 0
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

EXPLANATION: THE ORGANIZATION PAID GROSS UP RELOCATION AND LEGAL FEES TO

ROBIN KOVAL IN THE AMOUNT OF \$46,672 AND THESE WERE TREATED AS TAXABLE

INCOME.

THE ORGANIZATION PAID HEALTH CLUB DUES AND OTHER HEALTH BENEFITS FOR THE

FOLLOWING EMPLOYEES, THE HEALTH CLUB DUES AND OTHER HEALTH BENEFITS WERE

TREATED AS TAXABLE INCOME TO THE RECIPIENT.

CHERYL G. HEALTON - \$414

ANTHONY T. O'TOOLE - \$540

ELLEN VARGYAS - \$540

ERIC ASCHE - \$540

ROBIN KORNHABER - \$540

WILLIAM FURMANSKI - \$540

DONNA VALLONE - \$597

PART I, LINE 4B:

EXPLANATION: PART II, COLUMN C:

RETIREMENT AND OTHER DEFERRED COMPENSATION FOR CHERYL HEATON INCLUDES

Part III Supplemental Information

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

401(K) CONTRIBUTIONS OF \$38,250. IN ADDITION, DURING THE FISCAL YEAR ENDED

JUNE 30, 2008, THE FOUNDATION ESTABLISHED A 457(F) PLAN WHICH VESTED ON

JANUARY 1, 2014, WITH FORFEITURE IF EMPLOYMENT ENDS EITHER VOLUNTARILY OR

INVOLUNTARILY, BEFORE EARNED. THE 2013 CALENDAR YEAR DEFERRED COMPENSATION

REPORTED INCLUDES CONTRIBUTIONS TO THE 457(F) OF \$80,000.

RETIREMENT AND OTHER DEFERRED COMPENSATION FOR ANTHONY O' TOOLE INCLUDES

401(K) CONTRIBUTIONS OF \$38,250. IN ADDITION DURING THE FISCAL YEAR ENDED

JUNE 30, 2008, THE FOUNDATION ESTABLISHED A 457(F) PLAN WHICH VESTED ON

JANUARY 1, 2014, WITH FORFEITURE IF EMPLOYMENT ENDS EITHER VOLUNTARILY OR

INVOLUNTARILY, BEFORE EARNED. THE 2013 CALENDAR YEAR DEFERRED COMPENSATION

REPORTED INCLUDES CONTRIBUTIONS TO THE 457(F) OF \$60,000.

RETIREMENT AND OTHER DEFERRED COMPENSATION FOR DAVID DOBBINS INCLUDES

401(K) CONTRIBUTIONS OF \$38,250. IN ADDITION DURING THE FISCAL YEAR ENDED

JUNE 30, 2008, THE FOUNDATION ESTABLISHED A 457(F) PLAN WHICH VESTED ON

JANUARY 1, 2014, WITH FORFEITURE IF EMPLOYMENT ENDS EITHER VOLUNTARILY OR

INVOLUNTARILY, BEFORE EARNED. THE 2013 CALENDAR YEAR DEFERRED COMPENSATION

REPORTED INCLUDES CONTRIBUTIONS TO THE 457(F) OF \$40,000.

Part III Supplemental Information

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

RETIREMENT AND OTHER DEFERRED COMPENSATION FOR ELLEN VARGYAS INCLUDES

401(K) CONTRIBUTIONS OF \$38,250. IN ADDITION DURING THE FISCAL YEAR ENDED

JUNE 30, 2008, THE FOUNDATION ESTABLISHED A 457(F) PLAN WHICH VESTED ON

JANUARY 1, 2014, WITH FORFEITURE IF EMPLOYMENT ENDS EITHER VOLUNTARILY OR

INVOLUNTARILY, BEFORE EARNED. THE 2013 CALENDAR YEAR DEFERRED COMPENSATION

REPORTED INCLUDES CONTRIBUTIONS TO THE 457(F) OF \$40,000.

PART I, LINE 7:

EXPLANATION: ALL BONUS AMOUNTS REPORTED ON SCHEDULE J, PAGE 2, PART II, ARE PERFORMANCE BASED.

SCHEDULE J, PART II, COLUMN B(III), OTHER COMPENSATION

EXPLANATION: OTHER REPORTABLE COMPENSATION FOR THE FOLLOWING EMPLOYEES

CONSISTS PARTLY OF 457(B) CONTRIBUTIONS:

ANTHONY O'TOOLE - \$17,500

DAVID ABRAMS - \$17,500

ELLEN VARGYAS - \$17,500

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds
(Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
▶ **Attach to Form 990.** ▶ **See separate instructions.** ▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A DISTRICT OF COLUMBIA	53-6001131	2548392L6	03/01/08	28,000,000	PURCHASE OF NEW BUILDING		X		X		X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue		28,000,000						
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		28,000,000						
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion	2008							
14 Were the bonds issued as part of a current refunding issue?		X						
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		.00		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		.00		%		%		%
6 Total of lines 4 and 5		.00		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of				%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X							
b Name of provider	BANK OF AMERICA							
c Term of hedge	30,000,000							
d Was the hedge superintegrated?		X						
e Was the hedge terminated?		X						

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

FORM 990, PART I PART VI, AND PART VII - BOARD COUNT

EXPLANATION: A TOTAL OF THIRTEEN PERSONS SERVED ON THE BOARD OF

DIRECTORS DURING THE FISCAL YEAR. THOSE THIRTEEN ARE SHOWN IN PART VII

OF FORM 990. AS OF JUNE 30, 2014 THERE WERE A TOTAL OF ELEVEN VOTING

BOARD MEMBERS SERVING THE ORGANIZATION AS DISCLOSED IN PART VI, LINES 1A

& 1B, AND PART I, LINES 3 & 4.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND YOUTH SUBSTANCE ABUSE IN THE STATES AND (2) THE STUDY OF AND

EDUCATIONAL PROGRAMS TO PREVENT DISEASES ASSOCIATED WITH THE USE OF

TOBACCO PRODUCTS IN THE STATES.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THE FOUNDATION HAS PERHAPS BEEN MOST WIDELY RECOGNIZED FOR TRUTH, ITS

YOUTH-FOCUSED PUBLIC EDUCATION AND PREVENTION CAMPAIGN, WHICH HAS

HELPED REDUCE YOUTH SMOKING RATES ACROSS THE COUNTRY, IN ADDITION TO

PRODUCING ALL ELEMENTS OF THE TRUTH CAMPAIGN, FROM CREATIVE TO

ACCOMPANYING ONLINE PROPERTIES TO AN ANNUAL GRASSROOTS TOUR, MARKETING

DEVELOPED, PRODUCES AND SUPPORTS BECOMEANEX.ORG, A WEB BASED CESSATION

PROGRAM OFFERING A FREE SMOKING CESSATION PLAN.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

OF PROGRAM EFFORTS, TO ENSURE THE HIGHEST LEVEL OF CREDIBILITY,

RESEARCH STAFF ALSO SUBSTANTIATE ANY AND ALL FACTUAL INFORMATION FOR

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
--	--

EVERY LEGACY-RELATED PRODUCT,

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

GRANTS:

HISTORICALLY, LEGACY HAS AWARDED GRANTS AND CONTRACTS ON TWO LEVELS: IN

RESPONSE TO NATIONAL CALLS FOR PROPOSALS, AND THROUGH A RESPONSIVE

DIRECTED GRANT MAKING MODE. EACH GRANT OR CONTRACT AIMS TO AFFECT ONE

OR MORE OF THE FOUNDATION'S GOALS.

IN FEBRUARY, 2009, LEGACY'S BOARD OF DIRECTORS MADE A DECISION TO

DISCONTINUE ITS NATIONAL CALLS FOR PROPOSALS FOR THE GRANT-MAKING

PROGRAM, WITH THE LAST CYCLE AWARDED IN SUMMER 2009. THE FOUNDATION

WILL CONTINUE TO PROVIDE DIRECTED GRANT MAKING ON A VERY LIMITED BASIS.

EXPENSES \$ 3,264,446. INCLUDING GRANTS OF \$ 3,264,446. REVENUE \$ 0.

PROGRAM DEVELOPMENT & DISSEMINATION:

PROGRAM DEVELOPMENT INCLUDES DEVELOPMENT AND EXECUTION OF PROGRAMMATIC

COMPONENTS TO SUPPORT CESSATION AND PREVENTION ACTIVITIES. IN ADDITION,

THIS UNIT IS RESPONSIBLE FOR STRATEGIC DEVELOPMENT AND COORDINATION OF

COMPREHENSIVE PROGRAM PLANS THAT INCLUDE YOUTH LEADERSHIP DEVELOPMENT,

TECHNICAL ASSISTANCE AND TRAINING (TAT) TO BUILD CAPACITY WITH LOCAL

PARTNERSHIP ORGANIZATIONS, PLUS RELATIONS WITH THE EXTERNAL TOBACCO

CONTROL AND PREVENTION COMMUNITY. IN ADDITION, WE DISSEMINATE THE

OUTCOMES OF OUR PAST GRANT AND COMMUNITY INITIATIVE TYPE PROJECTS WITH

PUBLICATIONS AND RESOURCES TARGETED TO THE PUBLIC HEALTH COMMUNITY.

EXPENSES \$ 2,408,966. INCLUDING GRANTS OF \$ 5,184. REVENUE \$ 0.

COLLABORATION & OUTREACH:

332212
09-04-13

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

THE COLLABORATION AND OUTREACH DEPARTMENT WORKS CROSS-DEPARTMENTALLY TO

SUPPORT IMPLEMENTATION OF THE ORGANIZATION'S INITIATIVES AND ASSIST

WITH PROMOTION OF PROGRAMS AND RESOURCES TO EXTERNAL AUDIENCES. THE

DEPARTMENT ALSO MANAGES A PORTFOLIO OF APPROXIMATELY 20 GRANTS AND

CONTRACTS TO STRATEGIC PARTNERS AND MAINTAINS AN ORGANIZATION-WIDE

STAKEHOLDER CONTACT DATABASE. WORK IN THE DEPARTMENT IS GUIDED BY A

PROACTIVE ANNUAL STAKEHOLDER OUTREACH PLAN THAT IS DESIGNED TO INCREASE

THE FREQUENCY AND FLOW OF INFORMATION TO KEY LEGACY AUDIENCES AND

PROVIDE FORUMS FOR FEEDBACK ON THE ORGANIZATION'S ACTIVITIES.

DEPARTMENT ACTIVITIES INCLUDE EXTERNAL PARTNER RELATIONSHIP MANAGEMENT

AT THE LOCAL, STATE AND NATIONAL LEVELS; IDENTIFICATION OF AND OUTREACH

TO NEW ORGANIZATIONS; PRODUCTION OF INTERNAL OUTREACH TOOLS SUCH AS

TALKING POINTS AND A CALENDAR OF ACTIVITIES; SUPPORT FOR AND EXECUTION

OF MEETINGS, CONFERENCES AND EVENTS; AND COORDINATION OF PROJECTS

INCLUDING SPONSORSHIPS, AWARDS, E-MARKETING AND AN ANNUAL STAKEHOLDER

SURVEY.

EXPENSES \$ 2,269,918. INCLUDING GRANTS OF \$ 155,985. REVENUE \$ 0.

COMMUNICATIONS:

LEGACY SEEKS TO INCREASE AWARENESS ABOUT THE ISSUE OF TOBACCO USE IN

AMERICA, BY EDUCATING THE GENERAL PUBLIC AND KEY INFLUENCERS ABOUT THE

ADDICTIVENESS OF NICOTINE, THE TOLL OF DEATH AND DISEASE FROM TOBACCO

USE, AND THE SOCIAL AND ECONOMIC CONSEQUENCES TOBACCO USE TAKES IN OUR

SOCIETY. THE AWARD-WINNING OFFICE OF COMMUNICATIONS IS CHARGED WITH

THE MANAGEMENT AND EXECUTION OF ALL INTERNAL AND EXTERNAL

COMMUNICATIONS FOR THE FOUNDATION INCLUDING MEDIA RELATIONS, PUBLIC

RELATIONS, SOCIAL MEDIA, AND STAKEHOLDER COMMUNICATIONS AS WELL AS

GENERAL COMMUNICATIONS-RELATED SUPPORT FOR FOUNDATION PROGRAMS. THE CEO

332212
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

Employer identification number

AMERICAN LEGACY FOUNDATION

91-1956621

AND PRESIDENT, THE BOARD OF DIRECTORS, AND EXECUTIVE STAFF. LEGACY COMMUNICATIONS UNDERTAKES A NUMBER OF ACTIVITIES TO ENSURE THAT THE ISSUE OF TOBACCO USE REMAINS ON THE NATIONAL AGENDA. LEGACY COMMUNICATIONS STAFF SUPPORTS THE WORK DONE BY THE CENTERS FOR DISEASE CONTROL'S "TIPS FROM A FORMER SMOKER" CAMPAIGN. ACTIVITIES INCLUDE MAINTAINING A RELATIONSHIP WITH THE MEMBERS OF THE MEDIA; DEVELOPING AND ISSUING PRESS RELEASES, STATEMENTS AND OTHER OUTREACH MATERIALS; PUBLICIZING FOUNDATION PROGRAMS AND EFFORTS; MANAGING AGENCIES AND OTHER EXTERNAL VENDORS; COLLABORATING WITH PARTNERS IN TOBACCO CONTROL AND PUBLIC HEALTH; SOCIAL MEDIA OUTREACH AND MANAGEMENT OF THE PRESIDENT'S BLOG; DEVELOPING AND DISSEMINATING MATERIALS THAT SUPPORT PROGRAMS AND PROVIDE INFORMATION TO INTERESTED PARTIES (FACT SHEETS, PROGRESS REPORTS); ADVISING ON CRISIS COMMUNICATIONS SITUATIONS; AND BUILDING RELATIONSHIPS WITH ORGANIZATIONS AND INDIVIDUALS THROUGH THOUGHT LEADERSHIP PANEL DISCUSSIONS, OUTREACH, SPEAKING OPPORTUNITIES, SPEECHWRITING, NEWS BRIEFINGS AND CONFERENCES. THE COMMUNICATIONS TEAM ALSO PRODUCES LEGACY'S WARNER SERIES WHICH ADDRESSES CUTTING EDGE TOPICS IN TOBACCO CONTROL POLICY.

EXPENSES \$ 1,740,211, INCLUDING GRANTS OF \$ 6,000. REVENUE \$ 0.

GOVERNMENT AFFAIRS:

THE GOVERNMENT AFFAIRS DEPARTMENT EDUCATES POLICYMAKERS AT THE FEDERAL, STATE AND LOCAL LEVEL ABOUT LEGACY'S LIFESAVING PROGRAMS AS WELL AS A WIDE RANGE OF INFORMATION ABOUT THE IMPACT OF THE TOBACCO EPIDEMIC. WE ACHIEVE THIS GOAL THROUGH PARTICIPATION IN A VARIETY OF MEETINGS, BRIEFINGS, PUBLICATIONS, ETC. OUR EDUCATIONAL EFFORTS ARE SUPPORTED BY DISSEMINATION OF THE FOUNDATION'S RESEARCH STUDIES AND REPORTS, AS WELL AS STRATEGIC PARTICIPATION IN AND SPONSORSHIP OF CONFERENCES AND EVENTS

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

THAT ALLOW US TO BUILD AWARENESS OF OUR ORGANIZATION AND ITS IMPORTANT

WORK AS WELL AS KEY INFORMATION ABOUT THE TOBACCO EPIDEMIC BEFORE KEY

AUDIENCES. FURTHER, WE INTERACT WITH FEDERAL AGENCIES AND PARTICIPATE

IN THE REGULATORY PROCESS TO INFORM THE IMPLEMENTATION OF THE TOBACCO

CONTROL ACT AND OTHER TOBACCO-RELATED LAW. LEGACY DOES NOT ENGAGE IN

LOBBYING ACTIVITIES, IN COMPLIANCE WITH THE MASTER SETTLEMENT

AGREEMENT'S PROHIBITION.

EXPENSES \$ 1,013,303, INCLUDING GRANTS OF \$ 51,958. REVENUE \$ 0.

YOUTH ACTIVISM AND TECHNICAL ASSISTANCE & TRAINING:

IN ADDITION TO OUR GROUND BREAKING AND PROVEN EFFECTIVE TRUTH COUNTER

MARKETING CAMPAIGN, LEGACY PROVIDES PROGRAMMING FOR STATES AND

LOCALITIES TO INCREASE YOUTH ACTIVISM AT THE COMMUNITY AND NATIONAL

LEVELS. THE FOUNDATION'S YOUTH ACTIVISM PROGRAMS SERVE TO PROMOTE AND

INVEST IN THE LEADERSHIP OF YOUTH/YOUNG ADULT ACTIVISTS AND YOUTH

COORDINATORS COMMITTED TO TOBACCO CONTROL AND PREVENTION, AS WELL AS TO

GATHER INSIGHT AND PERSPECTIVE ON YOUTH CULTURE.

LEGACY HAS A COMMITMENT TO LEARN FROM THE BEST MINDS IN THE FIELD OF

TOBACCO CONTROL AND PREVENTION AND SHARE BEST PRACTICES WITH THOSE IN

PUBLIC AND PRIVATE ORGANIZATIONS AT BOTH STATE AND LOCAL LEVELS. WE

PROVIDE HIGH QUALITY TECHNICAL ASSISTANCE AND TRAINING TO INCREASE

CAPACITY AND BUILD SKILLS AMONG FOUNDATION-SPONSORED PROJECTS WITHIN

THE LARGER TOBACCO CONTROL AND PREVENTION COMMUNITY. THIS INCLUDES, ON

THE STATE AND LOCAL LEVEL, ASSISTANCE SUCH AS:

- SHARING INFORMATION FROM MODEL AND DEMONSTRATION PROJECTS (E.G., HEAD

START TOBACCO CESSATION INITIATIVE)

- PROVIDING TECHNICAL CONSULTATION TO PROGRAMS ON PROMISING AND BEST

Name of the organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
--	--

PRACTICES; AND

- SPONSORSHIP OF APPROPRIATE SKILL BUILDING TRAINING OPPORTUNITIES.

EXPENSES \$ 481,916, INCLUDING GRANTS OF \$ 63,494, REVENUE \$ 0,

PRIORITY POPULATIONS:

LEGACY HAS A STEADFAST COMMITMENT TO HELP ADDRESS THE TOBACCO-RELATED

HEALTH DISPARITIES AMONG UNDERSERVED AND DISADVANTAGED POPULATIONS WHO

DISPROPORTIONATELY BEAR THE TOLL OF TOBACCO. LEGACY PROVIDES SUPPORT

FOR CULTURALLY TAILORED APPROACHES TO PREVENT AND CONTROL TOBACCO USE

AMONG THE FOLLOWING PRIORITY POPULATIONS; (AFRICAN AMERICANS,

ASIAN/PACIFIC ISLANDERS, HISPANICS, NATIVE AMERICANS,

GAY/LESBIAN/TRANSGENDER, LOW SOCIAL ECONOMIC STATUS POPULATIONS, AND

PERSONS WITH COMBINED HEALTH PROBLEMS, ESPECIALLY MENTAL ILLNESS,

ALCOHOLISM OR SUBSTANCE ABUSE. IN ADDITION TO PROGRAMMATIC

INITIATIVES, PRIORITY POPULATIONS IS RESPONSIBLE FOR FOSTERING

PARTNERSHIPS AND OUTREACH TO NON-PROFITS AND LEADERSHIP ORGANIZATIONS

SERVING THESE VARIOUS COMMUNITIES, FOR EXAMPLE, THROUGH THE TRIBAL AND

HISPANIC/LATINO COLLEGE HEALTH INITIATIVE, LEGACY PROVIDED FUNDS AND

PARTNERED WITH THE HISPANIC ASSOCIATION OF COLLEGES AND UNIVERSITIES

(HACU) AND INTER-TRIBAL COUNCIL OF MICHIGAN TO HIGHLIGHT THE IMPORTANCE

OF SUBPOPULATION AND TRIBAL SPECIFIC RESEARCH AS WELL AS TO BUILD

CAPACITY AMONG COLLEGE STUDENTS AS IT IS RELATES TO HEALTH

SURVEILLANCE.

EXPENSES \$ 151,865, INCLUDING GRANTS OF \$ 29,500, REVENUE \$ 0,

OTHER PROGRAM EXPENSES

EXPENSES \$ 372,155, INCLUDING GRANTS OF \$ 255,000, REVENUE \$ 0.

Name of the organization <u>AMERICAN LEGACY FOUNDATION</u>	Employer identification number <u>91-1956621</u>
---	---

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:

BRAZIL, CHILE, COLOMBIA, EGYPT,

INDIA, INDONESIA, KENYA, SOUTH KOREA,

MALAYSIA, NIGERIA, PHILIPPINES, POLAND,

TAIWAN, THAILAND, TURKEY, UNITED ARAB EMIRATES

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

EXPLANATION: THE NATIONAL GOVERNORS ASSOCIATION, NATIONAL ASSOCIATION OF
ATTORNEYS GENERAL, AND NATIONAL CONFERENCE OF STATE LEGISLATURES EACH HAVE
THE AUTHORITY TO APPOINT TWO CLASS A DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: PURSUANT TO BOARD RESOLUTION, THE BOARD OBSERVES THE FOLLOWING
PROCEDURES IN THE FOLLOWING ORDER: FIRST, THE AUDIT COMMITTEE REVIEWS AND
APPROVES THE DRAFT FORM 990; SECOND, THE APPROVED FORM 990 IS
ELECTRONICALLY ROUTED TO ALL BOARD MEMBERS; THIRD, THE FORM IS FILED WITH
THE IRS AND POSTED TO THE FOUNDATION'S WEB SITE.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: LEGACY REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES
COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY BY: REQUIRING ANNUAL REVIEW
OF POLICY AND WRITTEN DISCLOSURES BY ALL DIRECTORS, SENIOR STAFF AND
RESEARCH INVESTIGATORS WHICH ARE COLLECTED AND REVIEWED BY THE GENERAL
COUNSEL; REQUIRING UPDATED FILINGS AS NECESSARY BY DIRECTORS AND COVERED
STAFF; REQUIRING CONTEMPORANEOUS DISCLOSURES OF ALL CONFLICTS AND POTENTIAL
CONFLICTS NOT DISCLOSED IN THE ANNUAL FILINGS, BY ALL DIRECTORS AND STAFF;
REQUIRING ALL RESEARCH INVESTIGATORS WHO PARTICIPATE IN NIH-FUNDED RESEARCH

TO COMPLY WITH NIH'S FINANCIAL CONFLICT OF INTEREST (FCOI) REGULATION AND

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number

91-1956621

TO ANNUALLY COMPLETE THE NIH TUTORIAL ON CONFLICTS OF INTEREST; AND PLACING
 ADMINISTRATIVE RESPONSIBILITY FOR TRAINING AND COMPLIANCE WITH THE GENERAL
 COUNSEL.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE PROCESS FOR DETERMINING THE COMPENSATION OF THE CEO AND
 TOP MANAGEMENT INCLUDES REVIEW AND APPROVAL BY INDEPENDENT PERSONS,
 COMPARATIVE DATA AND CONTEMPORANEOUS SUBSTANTIATION. THE BOARD REGULARLY
 RETAINS AN INDEPENDENT CONSULTING FIRM TO EVALUATE THE COMPENSATION OF THE
 CEO AND TOP MANAGEMENT AGAINST THE COMPETITIVE MARKET, INCLUDING COMPARABLE
 POSITIONS AMONG SIMILARLY SITUATED ORGANIZATIONS AS WELL AS BROADER,
 RELEVANT MARKET SURVEYS. BASED ON THAT ANALYSIS AND PERFORMANCE
 ASSESSMENTS AND THE REVIEW AND RECOMMENDATION OF THE BOARD'S COMPENSATION
 COMMITTEE, THE FULL BOARD SETS THE CEO'S COMPENSATION AND APPROVES OR
 AMENDS THE CEO'S RECOMMENDATION FOR THE COMPENSATION OF THE CFO, COO, GC,
 CHIEF MARKETING OFFICER AND EXECUTIVE DIRECTOR OF THE SCHROEDER INSTITUTE.
 THE CEO MAKES COMPENSATION DECISIONS FOR OTHER KEY EMPLOYEES, UPON
 RECOMMENDATION OF THE COO.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AK, AL, AR, AZ, CA, CT, FL, GA, HI, IL, KS, KY, MA, MD, ME, MI, MS, MN, NC, NJ, NH, NM, NY, OK, OR
 PA, RI, SC, TN, UT, VA, WA, WI, WV

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: LEGACY'S FINANCIAL STATEMENTS ARE AVAILABLE ON ITS CORPORATE
 WEBSITE, WWW.LEGACYFORHEALTH.ORG. ITS GOVERNING DOCUMENTS AND CONFLICT OF
 INTEREST POLICY ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

Name of the organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
--	--

FORM 990, PART IX, LINE 11G, OTHER FEES:

TEMPORARY SERVICES:

PROGRAM SERVICE EXPENSES	16,866.
MANAGEMENT AND GENERAL EXPENSES	31,519.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	48,385.

CONSULTING:

PROGRAM SERVICE EXPENSES	246,998.
MANAGEMENT AND GENERAL EXPENSES	128,701.
FUNDRAISING EXPENSES	3,706.
TOTAL EXPENSES	379,405.

CONTRACT SERVICES:

PROGRAM SERVICE EXPENSES	28,638,851.
MANAGEMENT AND GENERAL EXPENSES	188,441.
FUNDRAISING EXPENSES	47,508.
TOTAL EXPENSES	28,874,800.

BOND FEES:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	51,100.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	51,100.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	29,353,690.
--	-------------

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

UNREALIZED GAIN ON SWAPS	923,565.
--------------------------	----------

Name of the organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

SCHEDULE A, PAGE 4, PART IV, FACTS AND CIRCUMSTANCES ANALYSIS

EXPLANATION: WE CONTINUE TO SUPPORT THE BECOMEANEX.ORG WEB SITE AND THE

EX COMMUNITY THROUGH EARNED MEDIA AND PAID ONLINE ADVERTISING, FOR

TAX YEAR 2013, THERE WERE MORE THAN 475,000 UNIQUE VISITORS TO THE

WEBSITE. IN AN EFFORT TO AVOID THE HARMFUL EFFECTS OF SECOND-HAND SMOKE

ON CHILDREN, LEGACY'S HEAD START TOBACCO CESSATION INITIATIVE, BEGUN IN

2004, PROVIDES STAFF TRAINING AND OTHER ASSISTANCE TO HEAD START

PROGRAMS SO THEY CAN IDENTIFY TOBACCO USERS IN STUDENTS' HOMES AND

REFER THEM TO STATE AND LOCAL CESSATION SERVICES, INCLUDING QUITLINES.

LEGACY DEVELOPED A GUIDE FOR COMMUNITY HEALTH CENTERS AND PUBLIC

CLINICS SETTING OUT A SYSTEMS-BASED APPROACH TO INTEGRATING CESSATION

SERVICES FOR THEIR PATIENTS. WE PROVIDED THE GUIDE, WHICH IS ALSO

AVAILABLE ON-LINE, TO EACH STATE TOBACCO CONTROL PROGRAM AND FEDERALLY

QUALIFIED HEALTH CENTER. LEGACY'S YOUTH LEADERSHIP INSTITUTE PARTNERS

WITH LOCALLY BASED PROGRAMS TO PROVIDE TRAINING AND TECHNICAL

ASSISTANCE TO SUPPORT THE EFFORTS OF HIGH SCHOOL STUDENTS INVOLVED IN

TOBACCO CONTROL. THE KENNETH E. WARNER LECTURE SERIES AT LEGACY, WHICH

IS BROADCAST ON-LINE TO THOUSANDS OF STAKEHOLDERS EACH YEAR, ENCOURAGES

A DIALOGUE AMONG PUBLIC HEALTH LEADERS ON KEY TOBACCO POLICY ISSUES.

EACH YEAR LEGACY AWARDS THE DR. ALMA S. ADAMS SCHOLARSHIPS TO

UNDERGRADUATE AND GRADUATE STUDENTS DEDICATED TO IMPROVING PUBLIC

HEALTH AND TO RAISING AWARENESS ABOUT THE RISKS OF TOBACCO USE.

LEGACY ALSO SUPPORTS AND CONDUCTS RESEARCH ON THE CAUSES OF TOBACCO

ADDICTION AND METHODS FOR CONTROLLING TOBACCO USE, INCLUDING BY YOUNG

PEOPLE, AND IT REGULARLY PUBLISHES SCHOLARLY STUDIES WHICH MAKE THE

RESULTS OF THIS RESEARCH AVAILABLE THROUGHOUT THE PUBLIC HEALTH AND

Name of the organization AMERICAN LEGACY FOUNDATION	Employer identification number 91-1956621
---	---

BROADER SCIENTIFIC COMMUNITIES, IN TAXABLE YEAR 2013 ALONE, LEGACY RESEARCHERS PUBLISHED 40 ARTICLES IN PEER-REVIEWED PUBLICATIONS, FROM 2009 TO 2012, LEGACY EXPERTS CONDUCTED AND/OR SUPPORTED RESEARCH LEADING TO THE PUBLICATION OF 85 ARTICLES IN PEER REVIEWED SCIENTIFIC, MEDICAL AND OTHER SCHOLARLY JOURNALS. THESE PUBLICATIONS AND JOURNALS HAVE INCLUDED THE AMERICAN JOURNAL OF PREVENTIVE MEDICINE, THE JOURNAL OF PEDIATRIC PSYCHOLOGY, THE JOURNAL OF SUBSTANCE ABUSE TREATMENT, PEDIATRICS, THE JOURNAL OF THE AMERICAN MEDICAL ASSOCIATION (JAMA), PLOS ONE, THE AMERICAN JOURNAL OF DRUG AND ALCOHOL ABUSE, THE AMERICAN JOURNAL OF PUBLIC HEALTH, AND THE JOURNAL OF CARDIOPULMINARY REHABILITATION. RECENT LEGACY PUBLICATIONS INCLUDE PROMISE AND PERIL OF E-CIGARETTES: CAN DISRUPTIVE TECHNOLOGY MAKE CIGARETTES OBSOLETE? (JANUARY 2014); A COST-UTILITY ANALYSIS OF LUNG CANCER SCREENING AND THE ADDITIONAL BENEFITS OF INCORPORATING SMOKING CESSATION INTERVENTIONS (2013); TOBACCO CONTROL IN LGBT COMMUNITIES (DEC. 2012); PACIFIC PARTNERS FOR TOBACCO-FREE ISLANDS (MAY 2012); HEAD START TOBACCO CESSATION INITIATIVE (MAY 1012); A HIDDEN EPIDEMIC: TOBACCO USE AND MENTAL ILLNESS (JUNE 2011); AND TOBACCO CONTROL IN LOW SES POPULATIONS (SEPT. 2010).

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

AMERICAN LEGACY FOUNDATION

Employer identification number
91-1956621

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
M STREET HOLDINGS, LLC - 91-1956621 2030 M STREET, NW WASHINGTON, DC 20036	PROPERTY RENTAL/MGMT.	DELAWARE	2,655,392.	31,201,199.	AMERICAN LEGACY FOUNDATION

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		
b Gift, grant, or capital contribution to related organization(s)		
c Gift, grant, or capital contribution from related organization(s)		
d Loans or loan guarantees to or for related organization(s)		
e Loans or loan guarantees by related organization(s)		
f Dividends from related organization(s)		
g Sale of assets to related organization(s)		
h Purchase of assets from related organization(s)		
i Exchange of assets with related organization(s)		
j Lease of facilities, equipment, or other assets to related organization(s)		
k Lease of facilities, equipment, or other assets from related organization(s)		
l Performance of services or membership or fundraising solicitations for related organization(s)		
m Performance of services or membership or fundraising solicitations by related organization(s)		
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		
o Sharing of paid employees with related organization(s)		
p Reimbursement paid to related organization(s) for expenses		
q Reimbursement paid by related organization(s) for expenses		
r Other transfer of cash or property to related organization(s)		
s Other transfer of cash or property from related organization(s)		

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

Lined area for supplemental information.