

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

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

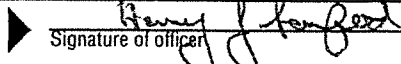
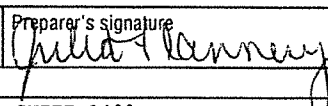
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNITED STATES NAVAL ACADEMY ALUMNI ASSOC.		D Employer identification number 52-0548411
	Doing Business As		E Telephone number 410-295-4000
	Number and street (or P.O. box if mail is not delivered to street address) 247 KING GEORGE STREET	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code ANNAPOLIS, MD 21402-5068		G Gross receipts \$ 22,195,627.
F Name and address of principal officer: BYRON MARCHANT SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.USNA.COM			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation: 1947 M State of legal domicile: MD	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO SERVE AND SUPPORT THE UNITED STATES, THE NAVAL SERVICE, THE NAVAL ACADEMY, AND ITS ALUMNI.			
	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)	3	28	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27	
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	95	
	6 Total number of volunteers (estimate if necessary)	6	50	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	363,389.	
b Net unrelated business taxable income from Form 990-T, line 34	7b	8,038.		
Revenue			Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)		2,686,821.	4,561,050.
	9 Program service revenue (Part VIII, line 2g)		1,833,851.	1,584,451.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,488,097.	5,498,825.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		939,038.	686,575.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		7,947,807.	12,330,901.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		1,799,575.	2,119,821.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		2,739,371.	2,875,606.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25)	12,810.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		3,258,219.	3,251,599.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		7,797,165.	8,247,026.
19 Revenue less expenses. Subtract line 18 from line 12		150,642.	4,083,875.	
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)		72,360,287.	79,800,653.
	21 Total liabilities (Part X, line 26)		22,031,834.	22,737,940.
	22 Net assets or fund balances. Subtract line 21 from line 20		50,328,453.	57,062,713.

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 4/19/2015	
	HENRY J. SANFORD, CFO & TREASURER Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name JULIA FLANNERY, CPA	Preparer's signature 	Date 4/9/15	Check if self-employed <input type="checkbox"/> PTIN P00928918
	Firm's name MCGLADREY LLP	Firm's EIN 42-0714325		
	Firm's address 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202	Phone no. 410-246-9300		

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:

SEE 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 ☒ 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 ☒ 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 \$ 2,320,402. including grants of \$ 275.) (Revenue \$ 716,186.)

MEMBERSHIP SUPPORT - COSTS TO PROVIDE SERVICES TO MEMBERS OF THE ALUMNI ASSOCIATION, CLASS AND CHAPTER SUPPORT, AND SPECIAL ALUMNI EVENTS. THE ASSOCIATION MANAGES THE SERVICE ACADEMY CAREER CONFERENCES FOUR TIMES PER YEAR IN DIFFERENT AREAS OF THE U.S. THE CAREER PROGRAMS DEPARTMENT HAS ASSISTED THOUSANDS OF GRADS WITH THEIR CAREER TRANSITION. THE ASSOCIATION ENGAGED WITH MORE THAN 59,000 EXISTING AND 1784 NEW MEMBERS IN THE CURRENT FISCAL YEAR. THE ASSOCIATION SUPPORTS 96 CHAPTERS AROUND THE WORLD, 82 PARENT CLUBS THROUGHOUT THE US. STAFF SUPPORTS AN INTERNATIONAL CHAPTER OFFICER'S FORUM EACH YEAR, TWO CLASS MEETINGS AND VARIOUS PARENT FUNCTIONS. ASSOCIATION MEMBERS ARE INVITED TO PARTICIPATE IN A NUMBER OF SPECIAL EVENTS INCLUDING TAILGATES AND FOUNDER'S DAY, LUNCHEONS WITH SPEAKERS, ACADEMY EVENTS AND ACTIVITIES

4b (Code:) (Expenses \$ 2,119,546. including grants of \$ 2,119,546.) (Revenue \$)

SUPPORT - THE ASSOCIATION MAKES CONTRIBUTIONS TO THE U.S. NAVAL ACADEMY AND THE U.S. NAVAL ACADEMY FOUNDATION INC., A RELATED PARTY. CONTRIBUTIONS TO U.S. NAVAL ACADEMY SUPPORTED STEM AND ENDOWED CHAIRS, MIDSHIPMEN CLUBS SPORTS AND INTERNATIONAL TRAVEL/STUDIES, CREATIVE ARTS AND MUSEUM MAINTENANCE. CONTRIBUTIONS TO THE U.S. NAVAL ACADEMY FOUNDATION SUPPORTED INFORMATION MANAGEMENT AND TREASURY FUNCTIONS.

4c (Code:) (Expenses \$ 1,382,574. including grants of \$) (Revenue \$ 304,462.)

PUBLICATIONS: SHIPMATE, ALUMNI REGISTER AND BUSINESS RESOURCE DIRECTORY - THROUGH THESE PUBLICATIONS, THE ASSOCIATION REACHES OUT TO MEMBERS TO PERPETUATE THE HISTORY, TRADITIONS, MEMORIES AND GROWTH OF THE U.S. NAVAL ACADEMY. OVER 50,000 MEMBERS RECEIVE THE ASSOCIATION'S MAGAZINE SHIPMATE EIGHT TIMES PER YEAR. THE ALUMNI REGISTER IS PUBLISHED EVERY FIVE YEARS AND IS A HISTORICAL DOCUMENT OF ALL USNA ALUMNI, BOTH LIVING AND DECEASED, AND INCLUDES USNA HISTORY, FACTS AND ASSISTANCE PAGES.

- 4d Other program services (Describe in Schedule O.)

(Expenses \$ 1,520,296. including grants of \$) (Revenue \$ 673,726.)

4e Total program service expenses 7,342,818.

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>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		x
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		x
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV		x
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	x	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		x
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		x
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		x
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	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)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		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

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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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 ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 28		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1b 27		
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? 2		X
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? 3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		X
6 Did the organization have members or stockholders? 6	X	
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? 7a	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? 8a	X	
b Each committee with authority to act on behalf of the governing body? 8b	X	
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 9		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates? 10a	X	
b 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? 10b	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a	X	
b 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 12a	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 12c	X	
13 Did the organization have a written whistleblower policy? 13	X	
14 Did the organization have a written document retention and destruction policy? 14	X	
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?		
a The organization's CEO, Executive Director, or top management official 15a	X	
b Other officers or key employees of the organization 15b	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
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? 16a		X
b 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? 16b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► MD
- 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.
☒ Own website ☒ Another's website ☒ 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: ►
 HENRY J. SANFORD, CFO & TREASURER - 410-295-4051
 247 KING GEORGE STREET, ANNAPOLIS, MD 21401

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) ROBERT J. NATTER CHAIRMAN OF THE BOARD	2.00	X		X				0.	0.	0.
(2) MAJGEN LEO WILLIAMS VICE CHAIRMAN	2.00	X		X				0.	0.	0.
(3) ROYCE ENGLER TRUSTEE	2.00	X						0.	0.	0.
(4) JEFF WEBB TRUSTEE	2.00	X						0.	0.	0.
(5) CHRISTOPHER COOKE TRUSTEE	2.00	X						0.	0.	0.
(6) VERONICA ROGERS TRUSTEE	2.00	X						0.	0.	0.
(7) HEIDI BERG TRUSTEE	2.00	X						0.	0.	0.
(8) HERB FRERICHs TRUSTEE	2.00	X						0.	0.	0.
(9) HENRY MUSTIN TRUSTEE	2.00	X						0.	0.	0.
(10) WILLIAM "SPENCE" JOHNSON TRUSTEE	2.00	X						0.	0.	0.
(11) GLEN WOODS TRUSTEE	2.00	X						0.	0.	0.
(12) TIM KOBOSKO TRUSTEE	2.00	X						0.	0.	0.
(13) KATHERINE DOOLEY TRUSTEE	2.00	X						0.	0.	0.
(14) JEFFREY "MURPH" MCCARTHY TRUSTEE	2.00	X						0.	0.	0.
(15) IAN CAMERON TRUSTEE	2.00	X						0.	0.	0.
(16) DANIEL ARCHER TRUSTEE	2.00	X						0.	0.	0.
(17) DAVE PADDOCK TRUSTEE	2.00	X						0.	0.	0.

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) GARRY HALL TRUSTEE	2.00	X						0.	0.	0.
(19) PLES BRUCE TRUSTEE	2.00	X						0.	0.	0.
(20) MATTHEW ELIAS TRUSTEE	2.00	X						0.	0.	0.
(21) JUSTIN JARSKI TRUSTEE	2.00	X						0.	0.	0.
(22) RAY WITTER TRUSTEE	2.00	X						0.	0.	0.
(23) JIM ADKINS TRUSTEE	2.00	X						0.	0.	0.
(24) BRETT POTTS TRUSTEE	2.00	X						0.	0.	0.
(25) BRIAN CAMPBELL TRUSTEE	2.00	X						0.	0.	0.
(26) BRIAN HORAIS TRUSTEE	2.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,021,256.	461,908.	114,478.
d Total (add lines 1b and 1c)								1,021,256.	461,908.	114,478.

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 **8**

	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		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	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		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
R.R. DONNELLEY PO BOX 13654, NEWARK, NJ 07188	PRINTERS	403,143.
BO BROOKS 2780 LIGHTHOUSE POINT, BALTIMORE, MD 21224	CATERING	398,472.
WESTIN ANNAPOLIS 100 WESTGATE CIRCLE, ANNAPOLIS, MD 21401	REUNION RECEPTIONS & CATERING	155,255.
CATERING BY THE BAY 3014 WHITE BEECH DRIVE, HARWOOD, MD 20776	CATERING	143,298.
LOEWS ANNAPOLIS HOTEL 126 WEST ST., ANNAPOLIS, MD 21401	REUNION RECEPTIONS & CATERING	135,194.

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 **7**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of RevenueCheck 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	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	1,846,462.			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	2,714,588.			
	g	Noncash contributions included in lines 1a-1f: \$		1,049,677.			
	h	Total. Add lines 1a-1f		4,561,050.			
Program Service Revenue	2 a	CAREER TRANSITION SERV	Business Code 541900	660,975.	660,975.		
	b	LIFE MEMBER AMORTIZATI	900099	330,188.	330,188.		
	c	PUBLICATIONS & ADVERTI	541800	304,462.		304,462.	
	d	MEMBERSHIP DUES	900099	202,301.	202,301.		
	e	HOMECOMING & CONFERENC	900099	86,525.	86,525.		
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,584,451.			
	3	Investment income (including dividends, interest, and other similar amounts)		597,200.		-8,912.	606,112.
4	Income from investment of tax-exempt bond proceeds						
5	Royalties		349,975.			349,975.	
Other Revenue	6 a	Gross rents	(i) Real 158,838.				
	b	Less: rental expenses	0.				
	c	Rental income or (loss)	158,838.				
	d	Net rental income or (loss)		158,838.		158,838.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities 14,737,204.				
	b	Less: cost or other basis and sales expenses	9,835,579.				
	c	Gain or (loss)	4,901,625.				
	d	Net gain or (loss)		4,901,625.		4,901,625.	
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events					
	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	41,898.			
	b	Less: cost of goods sold	b	29,147.			
	c	Net income or (loss) from sales of inventory		12,751.	12,751.		
	Miscellaneous Revenue			Business Code			
	11 a	MISCELLANEOUS	900099	97,172.	97,172.		
	b	TRAVEL COMMISSIONS	485000	67,839.		67,839.	
c							
d	All other revenue						
e	Total. Add lines 11a-11d		165,011.				
12	Total revenue. See instructions.		12,330,901.	1,389,912.	363,389.	6,016,550.	

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	2,045,910.	2,045,910.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	73,911.	73,911.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	456,498.	396,195.	60,303.	
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	1,978,438.	1,748,033.	230,405.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	130,711.	115,122.	15,589.	
9 Other employee benefits	143,528.	126,723.	16,805.	
10 Payroll taxes	166,431.	146,582.	19,849.	
11 Fees for services (non-employees):				
a Management				
b Legal	59,606.	52,497.	7,109.	
c Accounting	63,552.		63,552.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	120,555.		120,555.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	711,673.	626,797.	84,876.	
12 Advertising and promotion				
13 Office expenses	1,119,726.	986,185.	133,541.	
14 Information technology				
15 Royalties				
16 Occupancy	212,965.	187,566.	25,399.	
17 Travel	143,702.	126,564.	17,138.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	196,970.	173,479.	23,491.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	236,038.	207,888.	28,150.	
23 Insurance	105,087.	92,554.	12,533.	
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 LICENSES & DUES	122,127.	107,562.	14,565.	
b MISCELLANEOUS	74,290.	65,398.	8,892.	
c TRAINING	49,574.	43,662.	5,912.	
d AWARDS & GIFTS	22,924.	20,190.	2,734.	
e All other expenses	12,810.			12,810.
25 Total functional expenses. Add lines 1 through 24e	8,247,026.	7,342,818.	891,398.	12,810.
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 SheetCheck 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		1	
	2 Savings and temporary cash investments	3,240,817.	2	5,130,717.
	3 Pledges and grants receivable, net	1,009,296.	3	907,037.
	4 Accounts receivable, net	142,277.	4	124,022.
	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	4,792.	8	8,392.
	9 Prepaid expenses and deferred charges	247,810.	9	233,432.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 5,517,132.		
	b Less: accumulated depreciation	10b 2,487,080.		
	11 Investments - publicly traded securities	16,102,597.	11	3,524,576.
	12 Investments - other securities. See Part IV, line 11	46,296,091.	12	63,508,048.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	2,134,924.	15	3,334,377.
16 Total assets. Add lines 1 through 15 (must equal line 34)	72,360,287.	16	79,800,653.	
Liabilities	17 Accounts payable and accrued expenses	1,376,687.	17	1,394,698.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	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		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	20,655,147.	25	21,343,242.
	26 Total liabilities. Add lines 17 through 25	22,031,834.	26	22,737,940.
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	8,010,866.	27	10,142,751.
	28 Temporarily restricted net assets	20,017,420.	28	24,555,223.
	29 Permanently restricted net assets	22,300,167.	29	22,364,739.
	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	50,328,453.	33	57,062,713.
34 Total liabilities and net assets/fund balances	72,360,287.	34	79,800,653.	

Form 990 (2013)

Part XI Reconciliation of Net Assets

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

☒ X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,330,901.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,247,026.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,083,875.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	50,328,453.
5	Net unrealized gains (losses) on investments	5	2,800,133.
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	-149,748.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	57,062,713.

Part XII Financial Statements and Reporting

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

☒ X

	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	2a	X
b 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 type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c 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.	2c	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? _____	3a	X
b 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 _____	3b	

Form 990 (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.")	5,678,317.	2,913,428.	3,472,289.	2,686,821.	4,561,050.	19,311,905.
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	5,678,317.	2,913,428.	3,472,289.	2,686,821.	4,561,050.	19,311,905.
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)						1,199,054.
6 Public support. Subtract line 5 from line 4.						18,112,851.

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	5,678,317.	2,913,428.	3,472,289.	2,686,821.	4,561,050.	19,311,905.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,062,463.	2,490,682.	1,269,910.	1,679,306.	1,114,925.	8,617,286.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	36,618.	21,041.	19,137.	79,473.	97,172.	253,441.
11 Total support. Add lines 7 through 10						28,182,632.
12 Gross receipts from related activities, etc. (see instructions)					12	6,979,835.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	64.27	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	64.03	%
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			<input checked="" type="checkbox"/>
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			<input type="checkbox"/>
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			<input type="checkbox"/>
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			<input type="checkbox"/>
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			<input type="checkbox"/>

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

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).

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

UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number

52-0548411

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

UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number

52-0548411

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		\$ 147,060.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 100,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 911,085.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 835,994.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 1,846,462.	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.)

Name of organization UNITED STATES NAVAL ACADEMY ALUMNI ASSOC.	Employer identification number 52-0548411
--	--

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
2	\$100,000 CASH AND CLASS RING	\$ 100,650.	12/31/13
3	18,865 SHARES MERCK & CO, INC.	\$ 911,085.	09/19/13
4	CASH AND VARIOUS STOCKS	\$ 835,994.	01/09/14
		\$	
		\$	
		\$	

Name of organization

Employer identification number

UNITED STATES NAVAL ACADEMY ALUMNI

52-0548411

ASSOC.

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization **UNITED STATES NAVAL ACADEMY ALUMNI ASSOC.**

Employer identification number
52-0548411

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.

	(a) Donor advised funds	(b) Funds and other accounts
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 and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

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 exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

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:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ Nob 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.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	84,291,282.	78,391,286.	80,326,494.	69,729,801.	62,273,792.
b Contributions	248,478.	1,380,798.	176,196.	6,637.	2,088,909.
c Net investment earnings, gains, and losses	10,513,714.	7,026,166.	420,654.	11,752,074.	7,252,647.
d Grants or scholarships					
e Other expenditures for facilities and programs	3,041,805.	2,506,968.	2,532,058.	1,162,018.	1,885,547.
f Administrative expenses					
g End of year balance	92,011,669.	84,291,282.	78,391,286.	80,326,494.	69,729,801.

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

a Board designated or quasi-endowment ☐ .00 %b Permanent endowment ☒ 66.21 %c Temporarily restricted endowment ☒ 33.79 %

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:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)	X	
3b	X	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐

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.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		108,880.		108,880.
b Buildings		4,187,292.	1,486,598.	2,700,694.
c Leasehold improvements				
d Equipment		1,214,660.	1,000,482.	214,178.
e Other		6,300.		6,300.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				3,030,052.

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) INVESTMENTS IN PARTNERSHIPS, HEDGE		
(B) FUNDS, OTHER	20,839,715.	END-OF-YEAR MARKET VALUE
(C) TIFF MULTI-ASSET FUND	42,668,333.	END-OF-YEAR MARKET VALUE
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	63,508,048.	

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) DEPOSITS ON LIFE MEMBERSHIPS	563,406.
(3) CLASS SAVINGS ACCOUNTS	2,653,418.
(4) DEFERRED INCOME AND DEPOSITS	884,067.
(5) SPLIT INTEREST AGREEMENTS	909,581.
(6) ACCR. KEY EMPLOYEES RETIREMENT	1,013,885.
(7) UNAMORTIZED LIFE MEMBERSHIPS	15,318,885.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	21,343,242.

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	63,331,954.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,800,133.
b	Donated services and use of facilities	2b	1,817.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	48,624,132.
e	Add lines 2a through 2d	2e	51,426,082.
3	Subtract line 2e from line 1	3	11,905,872.
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	120,555.
b	Other (Describe in Part XIII.)	4b	304,474.
c	Add lines 4a and 4b	4c	425,029.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	12,330,901.

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	36,902,987.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,817.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	29,079,173.
e	Add lines 2a through 2d	2e	29,080,990.
3	Subtract line 2e from line 1	3	7,821,997.
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	120,555.
b	Other (Describe in Part XIII.)	4b	304,474.
c	Add lines 4a and 4b	4c	425,029.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	8,247,026.

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 V, LINE 4:

THE ENDOWMENT CONSISTS OF APPROXIMATELY 72 INDIVIDUAL FUNDS

ESTABLISHED FOR A VARIETY OF PURPOSES. THESE ENDOWMENT FUNDS ARE

DONOR-RESTRICTED. THE ASSOCIATION DOES NOT HAVE ANY BOARD-DESIGNATED

ENDOWMENT FUNDS. AS REQUIRED BY GENERALLY ACCEPTED ACCOUNTING PRINCIPLES,

NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS ARE CLASSIFIED AND REPORTED

BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS.

PART X, LINE 2:

THE ASSOCIATIONS HAVE ADOPTED THE 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

Part XIII Supplemental Information (continued)

THE FINANCIAL STATEMENTS. UNDER THIS POLICY, THE ASSOCIATIONS MAY
RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS
MORE LIKELY THAN NOT THAT THE TAX POSITION WOULD BE SUSTAINED ON
EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE
POSITION. MANAGEMENT HAS EVALUATED THE ASSOCIATIONS' TAX POSITIONS AND HAS
CONCLUDED THAT THE ASSOCIATIONS HAVE TAKEN NO UNCERTAIN TAX POSITIONS THAT
REQUIRE ADJUSTMENT TO THE CONSOLIDATED FINANCIAL STATEMENTS TO COMPLY WITH
PROVISIONS OF THIS GUIDANCE.

AS OF JUNE 30, 2014, THERE ARE NO MATERIAL UNRECOGNIZED/DERECOGNIZED TAX
BENEFITS OR TAX PENALTIES OR INTEREST. THE ASSOCIATIONS ARE NO LONGER
SUBJECT TO U.S. FEDERAL, STATE OR LOCAL TAX EXAMINATIONS BY TAX
AUTHORITIES FOR YEARS ENDED BEFORE JUNE 30, 2011.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD NETTED WITH REVENUE	29,147.
CHANGE IN SPLIT INTEREST TRUST AGREEMENTS	-149,748.
REVENUE OF AFFILIATE INCLUDED ON CONSOLIDATED FINANCIAL STATEMENTS	48,744,733.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	48,624,132.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

GRANT FROM THE NAVAL ACADEMY FOUNDATION, INC.	304,474.
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PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD NETTED WITH REVENUE	29,147.
EXPENSES OF AFFILIATE INCLUDED ON CONSOLIDATED FINANCIAL STATEMENTS	29,050,026.

Part XIII Supplemental Information (continued)

TOTAL TO SCHEDULE D, PART XII, LINE 2D

29,079,173.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

GRANT FROM THE NAVAL ACADEMY FOUNDATION, INC.

304,474.

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

UNITED STATES NAVAL ACADEMY ALUMNI

ASSOC.

Employer identification number

52-0548411

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
EUROPE	0	0	PROGRAM SERVICES & GRANTMAKING	SCHOLARSHIPS	73,911.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		8,094,550.
3 a Sub-total	0	0			8,168,461.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			8,168,461.

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.

[illegible]

Schedule F (Form 990) 2013

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.

PART I, LINE 2:

THE U.S. NAVAL ACADEMY DETERMINES WHO RECEIVES THE

SCHOLARSHIP FUNDS. THE U.S. NAVAL ACADEMY ALUMNI ASSOCIATION VERIFIES

THAT THE SCHOLAR AND THEIR CHOICE OF HIGHER LEARNING ARE APPROPRIATE

BASED ON THE U.S. NAVAL ACADEMY'S SCHOLAR SELECTION PROCESS. THE FUNDS

ARE THEN TRANSFERRED DIRECTLY TO THE INSTITUTION OF HIGHER LEARNING.

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

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

THE U.S. NAVAL ACADEMY ALUMNI ASSOCIATION KEEPS DETAILED

RECORDS OF GRANTS TO THE U.S. NAVAL ACADEMY. ALL GRANTS ARE REVIEWED BY

MANAGEMENT PRIOR TO PAYMENT. THE UNRESTRICTED PORTION OF THE GRANT TO THE

U.S. NAVAL ACADEMY IS BUDGETED FOR AND APPROVED BY THE BOARD OF TRUSTEES.

ALL OTHER GRANTS TO THE U.S. NAVAL ACADEMY ARE BASED ON DONOR DIRECTION OF

THEIR RESTRICTED GIFTS.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization
UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

Part I Questions Regarding Compensation

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"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <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

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?

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 type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- 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.

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?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2013

ASSOC.

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.

[illegible]

Schedule J (Form 990) 2013

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.

PART I, LINE 4B:

BYRON MARCHANT AND HENRY SANFORD PARTICIPATE IN A

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN. THERE WERE NO CONTRIBUTIONS TO

OR PAYMENTS FROM THE NONQUALIFIED PLAN DURING 2013.

PART I, LINE 7:

ON AN ANNUAL BASIS, THE COMPENSATION COMMITTEE REVIEWS THE

PERFORMANCE OF CERTAIN PERSONS LISTED ON PART VII AND SCHEDULE J, AND IN

ITS SOLE DISCRETION, AWARDS BONUSES BASED ON THEIR INTERNAL REVIEW. SOME

YEARS BONUSES ARE NOT PAID AS WELL, PER THE SOLE DISCRETION OF THE

COMPENSATION COMMITTEE. SUCH BONUSES AWARDED ARE PROPERLY LISTED AS PAID

AND AS REPORTABLE COMPENSATION IN PART VII, COLUMN D, AND ON SCHEDULE J,

PART II, COLUMN B(II).

FORM 990, SCHEDULE J, PART I, LINE 3

THE WRITTEN EMPLOYMENT CONTRACT IS AN INTERNAL CONTRACT

ONLY.

SCHEDULE J, PART II:

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.

TO PROVIDE CLARITY AS TO THE MAKEUP OF AMOUNT REPORTED FOR

LISTED PERSONS ON SCHEDULE J, PART II, THE AMOUNTS ON COLUMNS B (I-III)

REPORT INCOME TAXABLE TO THE ORGANIZATION'S PERSONS AND AS PROPERLY

REPORTED ON FORM W-2 FOR THE YEAR ENDING ON DECEMBER 31ST WHICH OCCURS

WITHIN THE ORGANIZATION'S TAX REPORTING PERIOD. THE AMOUNTS REPORTED

IN COLUMN C REPORT INFORMATION RELATED TO CONTRIBUTIONS BY THE

ORGANIZATION TO THE EMPLOYEE'S RETIREMENT PLANS PER AGREEMENTS IN

PLACE, THE AMOUNTS REPORTED IN COLUMN D, REPORT ITEMS OF NONTAXABLE

INCOME THAT ARE GENERALLY REPORTED ON OTHER TAX EXEMPT ORGANIZATION

RETURNS, INCLUDING HEALTH INSURANCE, DENTAL INSURANCE, ETC. THESE

AMOUNTS REPORTED IN COLUMN D ARE GENERALLY NONTAXABLE TO THE

RECIPIENT'S PER OTHER CODE SECTIONS IN THE INTERNAL REVENUE CODE.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization **UNITED STATES NAVAL ACADEMY ALUMNI ASSOC.**

Employer identification number
52-0548411

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	50	1,042,727.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (JEWELRY)	X	8	6,950.	FAIR MARKET VALUE
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X
33		

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

Schedule M (Form 990) (2013)

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

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.

OMB No. 1545-0047

2013

Open to Public
Inspection

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

Name of the organization

UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

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

TO SERVE AND SUPPORT THE UNITED STATES, THE NAVAL SERVICE,

THE NAVAL ACADEMY AND ITS ALUMNI:

BY FURTHERING THE HIGHEST STANDARDS AT THE NAVAL ACADEMY;

BY SEEKING OUT, INFORMING, ENCOURAGING, AND ASSISTING OUTSTANDING,

QUALIFIED YOUNG MEN AND WOMEN TO PURSUE CAREERS AS OFFICERS IN THE NAVY

AND MARINE CORPS THROUGH THE NAVAL ACADEMY; AND

BY INITIATING AND SPONSORING ACTIVITIES WHICH WILL PERPETUATE THE

HISTORY, TRADITIONS, MEMORIES AND GROWTH OF THE NAVAL ACADEMY AND BIND

ALUMNI TOGETHER IN SUPPORT OF THE HIGHEST IDEALS OF COMMAND,

CITIZENSHIP AND GOVERNMENT.

THE MISSION STATEMENT OF THE RELATED ENTITY, THE U.S. NAVAL ACADEMY

FOUNDATION:

TO SUPPORT, PROMOTE AND ADVANCE THE MISSION OF THE NAVAL ACADEMY BY

WORKING IN CONJUNCTION WITH ACADEMY LEADERSHIP TO IDENTIFY STRATEGIC

INSTITUTIONAL PRIORITIES AND BY RAISING, MANAGING AND DISBURSING

PRIVATE GIFT FUNDS THAT PROVIDE A MARGIN OF EXCELLENCE IN SUPPORT OF

THE NATION'S PREMIER LEADERSHIP INSTITUTION.

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

WITH THE BRIGADE OF MIDSHIPMEN.

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

Name of the organization UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

PARTNERSHIP MARKETING - EXPENSES RELATED TO AFFINITY PROGRAMS AND

MERCHANDISE SALES. THE ASSOCIATION OFFERS PROGRAMS TO ITS MEMBERS

WHICH OFFER UNIQUE PRODUCTS AND SERVICES, WHILE GENERATING REVENUE FOR

THE ASSOCIATION.

EXPENSES \$ 557,713. INCLUDING GRANTS OF \$ 0. REVENUE \$ 12,751.

ALUMNI COMMUNICATIONS - SUPPORT FOR ALL ELECTRONIC AND WEBSITE-BASED

COMMUNICATIONS. THE ASSOCIATION SUPPORTS IT MEMBERS WORLDWIDE THRU ITS

ROBUST WEBSITE AND ELECTRONIC COMMUNICATIONS, HELPING TO SUSTAIN THEIR

BOND WITH THE SCHOOL, THEIR CLASS AND CLASSMATES.

EXPENSES \$ 230,954. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

CAREER TRANSITIONS - EXPENSES RELATED TO THE SERVICE ACADEMICS CAREER

CONFERENCE. THE ASSOCIATION MANAGES JOB FAIRS FOUR TIMES PER YEAR

AROUND THE COUNTRY WHICH ARE EXCLUSIVE TO SERVICE ACADEMY ALUMNI. THE

ASSOCIATION ALSO PROVIDES CAREER COUNSELING AND OTHER CAREER SUPPORT

OPPORTUNITIES FOR INTERESTED ALUMNI.

EXPENSES \$ 731,629. INCLUDING GRANTS OF \$ 0. REVENUE \$ 660,975.

FORM 990, PART VI, SECTION A, LINE 6:

REGULAR MEMBERS ARE GRADUATES OF THE UNITED STATES NAVAL

ACADEMY (THE "ACADEMY") AND FORMER MIDSHIPMEN WHO DID NOT GRADUATE FROM THE

ACADEMY, AFTER THE LAST ACADEMY CLASS OF WHICH THEY WERE A MEMBER HAS

GRADUATED AND WHO, IN EACH CASE, HAVE APPLIED FOR MEMBERSHIP AND HAVE BEEN

ADMITTED. REGULAR MEMBERS HAVE THE RIGHT TO VOTE, TO HOLD OFFICE, TO SERVE

AS TRUSTEES AND SHALL PAY DUES. EACH REGULAR MEMBER IS ENTITLED TO ONE (1)

VOTE IN ALL ELECTIONS CONDUCTED PER SECTION 4.6(A) OF THE BYLAWS, AND ALL

QUESTIONS PRESENTED TO THE MEMBERSHIP FOR ACTION. IN ORDER TO MAINTAIN A

Name of the organization UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

STRONG AND VIBRANT ORGANIZATION, THE ASSOCIATION MAY FROM TIME TO TIME

ESTABLISH ADDITIONAL CLASSES OF MEMBERSHIP WITH CRITERIA FOR SUCH CLASSES

OF MEMBERSHIP AND APPROVAL OF INDIVIDUAL MEMBERS TO BE DETERMINED BY THE
BOARD.

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

SEE EXPLANATION FOR FORM 990, PART VI, SECTION A, LINE 6.

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

THE FORM 990 WAS REVIEWED BY MANAGEMENT AND MEMBERS OF THE

JOINT FINANCE AND AUDIT COMMITTEE OF U.S. NAVAL ACADEMY ALUMNI ASSOCIATION

AND U.S. NAVAL ACADEMY FOUNDATION WITH OUR TAX PREPARERS AND SENT TO

MEMBERS OF THE BOARD OF TRUSTEES AND TO THE IRS.

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

THE CONFLICT OF INTEREST POLICY IS SENT TO EACH BOARD/TRUSTEE

MEMBER AT THE BEGINNING OF THE CALENDAR YEAR WITH A SELF ADDRESSED ENVELOPE

FOR RESPONDING. THE POLICY DETAILS POTENTIAL CONFLICTS OF INTEREST AND THE

NEED TO DISCLOSE SUCH CONFLICTS. THE POLICY ALSO DEFINES THE

BOARD/TRUSTEE'S MEMBER FIDUCIARY OBLIGATION TO THE ORGANIZATION. ALL

CONFLICTS OF INTEREST STATEMENTS ARE RETURNED TO THE BOARD SECRETARY'S

OFFICE AND KEPT ON FILE. ANY STATEMENTS WITH AN AFFIRMATIVE CONFLICT ARE

CIRCULATED TO THE BOARD AND THE BOARD MEMBER AGREES TO ANSWER ANY QUESTIONS

REGARDING THE CONFLICT. THE COMPLETED SIGNED CONFLICTS OF INTEREST

STATEMENTS ARE REVIEWED BY THE ORGANIZATION'S AUDIT FIRM DURING THE ANNUAL

AUDIT FOR COMPLETENESS AND TO ENSURE THAT ALL BOARD/TRUSTEE MEMBERS ARE

INCLUDED.

Name of the organization UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

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

THE PROCESS FOR DETERMINING COMPENSATION OF THE CEO, OTHER

OFFICERS AND KEY EMPLOYEES OF THE ORGANIZATION "INCLUDES A REVIEW AND

APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS

SUBSTANTIATION OF THE DELIBERATION AND DECISION."

SPECIFICALLY, THE ORGANIZATION TAKES ALL OF THE STEPS NECESSARY TO ENSURE

THAT THE COMPENSATION PACKAGES OF THESE INDIVIDUALS ARE NOT ONLY REASONABLE

AND COMPETITIVE, BUT ARE DESIGNED AND DETERMINED IN THE PRECISE MANNER

SPECIFIED IN THE INTERNAL REVENUE SERVICE'S "INTERMEDIATE SANCTIONS"

REGULATIONS.

THE PROCESS FOR DETERMINING THE COMPENSATION PACKAGES OF THESE INDIVIDUALS

IS AS FOLLOWS:

1. A BOARD COMPENSATION COMMITTEE IS CONSTITUTED THAT IS COMPOSED ENTIRELY

OF TRUSTEES MEETING A STRICT "NO CONFLICTS" INDEPENDENCE TEST SET FORTH IN

THE IRS REGULATIONS.

2. THE COMMITTEE ACQUIRES APPROPRIATE, INDEPENDENT MARKET COMPARABILITY

DATA FROM ITS PROFESSIONAL COMPENSATION CONSULTANT.

3. THE COMMITTEE REVIEWS THIS COMPARABILITY DATA IN DETAIL, POSING

APPROPRIATE QUESTIONS TO ITS PROFESSIONAL COMPENSATION CONSULTANT.

4. THE COMMITTEE REVIEWS THE QUALIFICATIONS, EXPERIENCE AND PERFORMANCE OF

EACH OF THE INDIVIDUALS AGAINST THE COMPARABILITY DATA ACQUIRED FROM THE

PROFESSIONAL COMPENSATION CONSULTANT.

Name of the organization UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

5. THE COMMITTEE DESIGNS A PROPOSED COMPENSATION PACKAGE FOR EACH OF THE
INDIVIDUALS AND SEEKS A WRITTEN OPINION FROM THE PROFESSIONAL COMPENSATION
CONSULTANT THAT THE PROPOSED COMPENSATION PACKAGE IS REASONABLE. (THE
COMMITTEE MAKES ANY ADJUSTMENTS TO THE PROPOSAL REQUIRED IN ORDER FOR THE
PROFESSIONAL COMPENSATION CONSULTANT TO CONCLUDE THAT THE PACKAGE IS
REASONABLE.)

6. THE COMMITTEE MEMORIALIZES ALL OF ITS DELIBERATIONS IN DETAILED
COMMITTEE MINUTES THAT ARE REVIEWED, CORRECTED IF NECESSARY, AND APPROVED
AT ITS NEXT FOLLOWING MEETING.

7. THE COMMITTEE ACQUIRES AN OPINION OF COUNSEL CONCLUDING THAT THE
PROCESS FOLLOWED BY THE COMMITTEE MEETS THE REQUIREMENTS OF THE IRS
REGULATIONS.

8. THE COMMITTEE REGULARLY REVIEWS ITS PROCESS TO ENSURE THAT IT CONTINUES
TO MEET ALL OF THE REQUIREMENTS OF APPLICABLE LAW.

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

THE ORGANIZATION MAKES ALL NECESSARY AND REQUIRED GOVERNING
DOCUMENTS, CONFLICTS OF INTEREST POLICIES, FINANCIAL STATEMENTS, FORM 990S
AND ANNUAL REPORT AVAILABLE ON ITS WEBSITE: WWW.USNA.COM FOR THE SAME
PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D).

FORM 990, PART VII, LINE 1A, COLUMN B

SEVERAL OFFICERS OF THE UNITED STATES NAVAL ACADEMY ALUMNI
ASSOCIATION ARE DUALY EMPLOYED BY A RELATED ORGANIZATION, THE U.S.

Name of the organization UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

NAVAL ACADEMY FOUNDATION. HOURS DEVOTED TO THE FOUNDATION ARE LISTED

BELOW FOR THE OFFICERS INVOLVED IN BOTH ORGANIZATIONS:

OFFICER	HOURS DEVOTED TO FOUNDATION
BYRON F. MARCHANT	36
HENRY J. SANFORD	33
GERALDINE S. FARMER	33

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

CHANGE IN SPLIT INTEREST AGREEMENTS -149,748.

990, PART XI, QUESTION 2B - AUDITED FINANCIAL STATEMENTS

FOR GAAP PURPOSES, THE ORGANIZATION PRESENTS ITS ACTIVITY

IN A CONSOLIDATED FORMAT WITH ITS RELATED ENTITY, THE U.S. NAVAL

ACADEMY FOUNDATION. THESE CONSOLIDATED FINANCIAL STATEMENTS ARE AUDITED

BY INDEPENDENT AUDITORS. THE GAAP FINANCIAL STATEMENTS INCLUDE

SUPPLEMENTARY INFORMATION THAT PRESENTS THE FINANCIAL POSITION AND THE

CHANGES IN NET ASSETS OF THE ASSOCIATION.

FORM 990, PART I, LINE 5 AND FORM 990, PART V, LINE 2A

THE U.S. NAVAL ACADEMY ALUMNI ASSOCIATION IS THE PAYMASTER

FOR BOTH THE ASSOCIATION AND THE U.S. NAVAL ACADEMY FOUNDATION (A

RELATED ORGANIZATION). DUE TO THE ASSOCIATION'S ROLE AS PAYMASTER FOR

BOTH ORGANIZATIONS, THE ASSOCIATION REPORTS BOTH ASSOCIATION AND

FOUNDATION EMPLOYEES FOR W-3 PURPOSES AND THE FOUNDATION DOES NOT

Name of the organization UNITED STATES NAVAL ACADEMY ALUMNI
ASSOC.

Employer identification number
52-0548411

REPORT EMPLOYEES FOR W-3 PURPOSES. THE ASSOCIATION FILES ALL RELATED

EMPLOYMENT TAX FORMS. ALL PAYROLL EXPENSES RELATED TO THE FOUNDATION

ARE RECORDED AS A RECEIVABLE TO THE ASSOCIATION AND A PAYABLE FROM THE
FOUNDATION.

FORM 990, PART VII, SECTION A AND PART VII, SECTION B

ALL INFORMATION REPORTED ON THIS 2013 FORM 990 IS REPORTED

ON A FISCAL YEAR BEGINNING JULY 1, 2013 AND ENDING JUNE 30, 2014, WITH

THE EXCEPTION OF INFORMATION THAT IS REPORTED FOR COMPENSATION ON

SCHEDULE J AND PART VII OF THE RETURN, COMPENSATION LISTED ON THESE

SCHEDULES IS BASED ON CALENDAR YEAR REPORTED COMPENSATION (PER THE 990

INSTRUCTIONS) FOR THE CALENDAR YEAR JANUARY 1, 2013 AND ENDING DECEMBER

31, 2013.

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.

[illegible]

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.

[illegible]

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 (iii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	x
b Gift, grant, or capital contribution to related organization(s)	1b	x
c Gift, grant, or capital contribution from related organization(s)	1c	x
d Loans or loan guarantees to or for related organization(s)	1d	x
e Loans or loan guarantees by related organization(s)	1e	x
f Dividends from related organization(s)	1f	x
g Sale of assets to related organization(s)	1g	x
h Purchase of assets from related organization(s)	1h	x
i Exchange of assets with related organization(s)	1i	x
j Lease of facilities, equipment, or other assets to related organization(s)	1j	x
k Lease of facilities, equipment, or other assets from related organization(s)	1k	x
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	x
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	x
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	x
o Sharing of paid employees with related organization(s)	1o	x
p Reimbursement paid to related organization(s) for expenses	1p	x
q Reimbursement paid by related organization(s) for expenses	1q	x
r Other transfer of cash or property to related organization(s)	1r	x
s Other transfer of cash or property from related organization(s)	1s	x

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)				

