Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

C Name of organization: USTA SERVES INCORPORATED

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 70 W. RED OAK LANE | Room/suite

City or town, state or country, and ZIP + 4: WHITE PLAINS, NY 10604

D Employer identification number: 13-3782331

E Telephone number: (914) 696-7000

G Gross receipts $ 2,080,095.

F Name and address of principal officer: MARY CARILLO
70 W. RED OAK LANE WHITE PLAINS, NY 10604

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

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

J Website: ▶ WWW.USTASERVES.COM

H(c) Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1994 **M** State of legal domicile: NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
TO SUPPORT, MONITOR AND PROMOTE PROGRAMS THAT ENHANCE THE LIVES OF AT-RISK CHILDREN AND PEOPLE WITH DISABILITIES THROUGH THE INTEGRATION OF TENNIS AND EDUCATION.

2 Check this box ▶ ☐ 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	34.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	29.
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	50.
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

COPY FOR PUBLIC INSPECTION

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,658,464.	1,946,324.
	9	Program service revenue (Part VIII, line 2g)	0	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	23,744.	47,841.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	17,811.	50,304.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,700,019.	2,044,469.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,317,925.	1,702,434.
	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)	0	0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 153,828.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	429,724.	334,749.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,747,649.	2,037,183.
	19	Revenue less expenses. Subtract line 18 from line 12	-47,630.	7,286.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	2,793,299.	2,895,057.
	21	Total liabilities (Part X, line 26)	1,163,745.	1,214,095.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,629,554.	1,680,962.

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

▶ Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			EIN ▶	
Firm's address ▶			Phone no. ▶	

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 to any question in this Part III . . . . [X]

1 Briefly describe the organization's mission:

TO SUPPORT, MONITOR AND PROMOTE PROGRAMS THAT ENHANCE THE LIVES OF AT-RISK CHILDREN AND PEOPLE WITH DISABILITIES THROUGH THE INTEGRATION OF TENNIS AND EDUCATION.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . [ ] **Yes** [X] **No**

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . [ ] **Yes** [X] **No**

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 431,713. including grants of $ 426,713.) (Revenue $)

COLLEGE & INDIVIDUAL PLAYER SCHOLARSHIPS. IN 2012 68 SCHOLARSHIPS WERE AWARDED TO DESERVING YOUNGSTERS WHO PERFORMED WITH DISTINCTION AS STUDENTS AND COMMUNITY LEADERS, AND WHO HAD PARTICIPATED IN USTA AND OTHER ORGANIZED YOUTH TENNIS PROGRAMS.

4b (Code:) (Expenses $ 1,357,736. including grants of $ 1,275,721.) (Revenue $)

PROGRAM GRANTS. IN 2012 USTA SERVES AWARDED $1,275,720.83 TO 147 PROGRAMS THAT SUPPORT ITS MISSION OF IMPROVING THE QUALITY OF LIFE OF CHILDREN AND ADULTS, PEOPLE WITH DISABILITIES, AND OTHERS WITH SPECIAL NEEDS THROUGH TENNIS AND EDUCATION PROGRAMS BASED ON HEALTH, FITNESS, CHARACTER-BUILDING AND SELF IMPROVEMENT.

4c (Code:) (Expenses $ 42,353. including grants of $ 42,353.) (Revenue $)

ATTACHMENT 1

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

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses ▶** 1,831,802.

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

Part IV **Checklist of Required Schedules** *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	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*	**23**	X	
24 a	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 25*	**24a**		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
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?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25 a	**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*	**25a**		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*	**25b**		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		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*	**27**		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*	**28a**		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		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*	**28c**		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		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*	**32**		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*	**33**		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*	**34**	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		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*	**35b**		
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*	**36**	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*	**37**		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V . . . . ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	5			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	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	2a	0			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
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)?			4a		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?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c		
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?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
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?			7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
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?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
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?			13a		
	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	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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 to any question in this Part VI . . . . . [X]

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. 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.	1a 34		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 29		
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		
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 ► ATTACHMENT 2

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ►ACCTG DEPT, USTA SERVES,INC. 70 W. RED OAK LANE WHITE PLAINS, NY 10604 914 696-7000

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

Check if Schedule O contains a response to any question 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 dotted line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) TIINA BOUGAS SMITH DIRECTOR, VICE PRESIDENT	1.00 0	X		X				0	0	0
(2) KATRINA M. ADAMS DIRECTOR	1.00 11.00	X						0	15,000.	0
(3) HOWARD B. COWAN DIRECTOR	1.00 0	X						0	0	0
(4) ANNE MARIE DAVIS DIRECTOR	1.00 0	X						0	0	0
(5) DAVID N. DINKINS DIRECTOR	1.00 0	X						0	0	0
(6) LUCY S. GARVIN DIRECTOR	1.00 9.00	X						0	0	0
(7) ANDRE HAWAUX DIRECTOR	1.00 0	X						0	0	0
(8) CHERYL J. HAYWOOD DIRECTOR	1.00 0	X						0	0	0
(9) JOHN B. HESS DIRECTOR	1.00 0	X						0	0	0
(10) CAROL R. KIMMELMAN DIRECTOR	1.00 0	X						0	0	0
(11) JULIA A. LEVERING DIRECTOR	1.00 0	X						0	0	0
(12) ELIZABETH L. MATHIEU, ESQ. DIRECTOR, TREASURER	1.00 0	X		X				0	0	0
(13) LAWRENCE A. RAND CHAIRMAN OF THE BOARD	1.00 0	X		X				0	0	0
(14) MISSIE RENNIE DIRECTOR, VICE PRESIDENT	1.00 0	X		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 dotted line)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(15) ALAN G. SCHWARTZ DIRECTOR	1.00 0	X						0	0	0
(16) FRED SHEN DIRECTOR	1.00 0	X						0	0	0
(17) PAM SHRIVER DIRECTOR	1.00 0	X						0	0	0
(18) DONALD TISDEL DIRECTOR	1.00 11.00	X						0	15,000.	0
(19) BAHAR UTTAM DIRECTOR	1.00 0	X						0	0	0
(20) JONATHAN VEGOSEN DIRECTOR	1.00 30.00	X						0	26,000.	0
(21) ROSALIND P.WALTER DIRECTOR	1.00 0	X						0	0	0
(22) BARBARA S. WYNNE DIRECTOR	1.00 0	X						0	0	0
(23) BENJAMIN DOLLER DIRECTOR	1.00 0	X						0	0	0
(24) JAMSHID EHSANI DIRECTOR	1.00 0	X						0	0	0
(25) MARY CARILLO PRESIDENT/DIRECTOR	1.00 0	X		X				0	0	0
1b Sub-total ▶								0	15,000.	0
c Total from continuation sheets to Part VII, Section A ▶								0	1,190,288.	57,857.
d Total (add lines 1b and 1c) ▶								0	1,205,288.	57,857.

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 ▶ 0

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 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 dotted line)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(26) THOMAS CHEN DIRECTOR	1.00 0	X						0	0	0
(27) PAUL PALANDJIAN DIRECTOR	1.00 0	X						0	0	0
(28) MARCY MAGUIRE DIRECTOR	1.00 0	X						0	0	0
(29) PATRICK MCENROE DIRECTOR	1.00 40.00	X						0	826,284.	43,475.
(30) JACK MILLS DIRECTOR	1.00 0	X						0	0	0
(31) Y. DAVID SCHARF DIRECTOR	1.00 0	X						0	0	0
(32) DAVID HAGGERTY DIRECTOR	1.00 23.00	X						0	18,200.	0
(33) MOLLY JOHN DIRECTOR	1.00 0	X						0	0	0
(34) SEAN S. MAYO DIRECTOR	1.00 0	X						0	0	0
(35) DEBORAH LARKIN EXECUTIVE DIRECTOR,SECRETARY	40.00 0			X				0	304,804.	14,382.

	(D)	(E)	(F)
1b Sub-total ▶			
c Total from continuation sheets to Part VII, Section A ▶			
d Total (add lines 1b and 1c) ▶			

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 ▶ 0

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII **Statement of Revenue**

Check if Schedule O contains a response to any question 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, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	404,075.				
	d	Related organizations	1d	224,653.				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,317,596.				
	g	Noncash contributions included in lines 1a-1f: $						
	h	**Total.** Add lines 1a-1f ▶			1,946,324.			
Program Service Revenue				**Business Code**				
	2a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a-2f ▶			0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 3 ▶			47,841.			
	4	Income from investment of tax-exempt bond proceeds ▶			0			
	5	Royalties ▶			0			
			(i) Real	(ii) Personal				
	6a	Gross rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶			0			
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory						
	b	Less: cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss) ▶			0			
	8a	Gross income from fundraising events (not including $ 404,075. of contributions reported on line 1c). See Part IV, line 18	a	ATCH 4 85,930.				
	b	Less: direct expenses	b	35,626.				
	c	Net income or (loss) from fundraising events ATCH 5 ▶			50,304.			
	9a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from gaming activities ▶			0			
	10a	Gross sales of inventory, less returns and allowances	a					
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶			0			
		Miscellaneous Revenue		**Business Code**				
	11a							
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶			0			
	12	**Total revenue.** See instructions ▶			2,044,469.			

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 to any question 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	1,275,721.	1,275,721.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	426,713.	426,713.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees):				
a Management	0			
b Legal	5,580.			5,580.
c Accounting	0			
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	120,443.	80,000.	21,183.	19,260.
12 Advertising and promotion	4,475.		550.	3,925.
13 Office expenses	12,693.	15.	6,035.	6,643.
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	37,808.		19,910.	17,898.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
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 PAVER MATLS & INSTAL COSTS	44,073.			44,073.
b MILITARY TENNIS INIATIVE	42,353.	42,353.		
c BANK & CREDIT CARD FEES	16,923.			16,923.
d EVENT TICKETS	16,089.			16,089.
e All other expenses	34,312.	7,000.	3,875.	23,437.
25 **Total functional expenses.** Add lines 1 through 24e	2,037,183.	1,831,802.	51,553.	153,828.
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)	0			

Part X **Balance Sheet**

Check if Schedule O contains a response to any question in this Part X . . . . ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	333,354.	1	187,452.
	2	Savings and temporary cash investments	1,889,140.	2	1,509,810.
	3	Pledges and grants receivable, net	101,936.	3	143,180.
	4	Accounts receivable, net	0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	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 instructions). Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	0	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b	0	10c	0
	11	Investments - publicly traded securities **ATCH** 6	468,869.	11	1,054,615.
	12	Investments - other securities. See Part IV, line 11	0	12	0
	13	Investments - program-related. See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	2,793,299.	16	2,895,057.
Liabilities	17	Accounts payable and accrued expenses	546,995.	17	540,220.
	18	Grants payable	616,750.	18	673,875.
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	1,163,745.	26	1,214,095.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	886,863.	27	771,954.
	28	Temporarily restricted net assets	443,100.	28	609,417.
	29	Permanently restricted net assets	299,591.	29	299,591.
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	1,629,554.	33	1,680,962.
	34	Total liabilities and net assets/fund balances	2,793,299.	34	2,895,057.

Part XI **Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,044,469.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,037,183.
3	Revenue less expenses. Subtract line 2 from line 1	3	7,286.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,629,554.
5	Net unrealized gains (losses) on investments	5	44,122.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,680,962.

Part XII **Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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?	2a		X
	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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	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: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
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?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization	**Employer identification number**
USTA SERVES INCORPORATED	13-3782331

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

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

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______

5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 [ ] An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I **b** [ ] Type II **c** [ ] Type III-Functionally integrated **d** [ ] Type III-Non-functionally integrated

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

h Provide the following information about the supported organization(s).

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

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,572,944.	1,077,572.	1,107,147.	1,658,464.	1,946,324.	7,362,451.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add lines 1 through 3	1,572,944.	1,077,572.	1,107,147.	1,658,464.	1,946,324.	7,362,451.
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)						256,001.
6 **Public support.** Subtract line 5 from line 4.						7,106,450.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,572,944.	1,077,572.	1,107,147.	1,658,464.	1,946,324.	7,362,451.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	16,986.	23,649.	66,099.	23,744.	47,841.	178,319.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) ATCH 1				37,800.	85,930.	123,730.
11 **Total support.** Add lines 7 through 10						7,664,500.

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . 14 92.72 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 . . . 15 92.63 %

16a **33 1/3 % support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3 % support test - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests - 2012.** 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 - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

Part IV **Supplemental Information.** Complete this part to 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).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
NON-DEDUCTABLE PORTION-GALA					77,770.	77,770.
NON-DEDUCTABLE PORTION-HAMPTON					8,160.	8,160.
TOTALS					85,930.	85,930.

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.**

OMB No. 1545-0047

2012

Name of the organization
USTA SERVES INCORPORATED

Employer identification number
13-3782331

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 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

[X] 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization USTA SERVES INCORPORATED

Employer identification number 13-3782331

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		$ 52,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2		$ 46,170.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3		$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4		$ 61,800.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5		$ 41,200.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6		$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization USTA SERVES INCORPORATED

Employer identification number 13-3782331

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		$ 75,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8		$ 45,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9		$ 70,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
10		$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
11		$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
12		$ 199,653.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization USTA SERVES INCORPORATED

Employer identification number 13-3782331

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
		$	

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

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

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

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

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

Name of organization USTA SERVES INCORPORATED

Employer identification number 13-3782331

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 **$1,000 or less** for the year. (Enter this information once. See instructions.) ►$

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 990)

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. ▶See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

USTA SERVES INCORPORATED

Employer identification number

13-3782331

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ 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 exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ______________________________________

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

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

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

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

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

		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 ☐ No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	299,521.	299,521.	299,521.	299,521.	299,521.
b Contributions					
c Net investment earnings, gains, and losses	20,820.	8,290.	2,855.	6,986.	10,529.
d Grants or scholarships	11,577.	8,290.	2,855.	6,986.	10,529.
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	308,764.	299,521.	299,521.	299,521.	299,521.

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

a Board designated or quasi-endowment ▶_________%

b Permanent endowment ▶ 100.0000 %

c Temporarily restricted endowment ▶_________%

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

Part VI **Land, Buildings, and Equipment.** 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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* . . . . . . ▶

Part VII Investments - Other Securities. 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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 12.)* ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	**(b)** Book value	**(c)** Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 13.)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	**(b)** Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. **(a)** Description of liability	**(b)** Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	

2. FIN 48 (ASC 740) Footnote. 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

1	Total revenue, gains, and other support per audited financial statements			1	2,682,811.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	774,587.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	35,626.		
e	Add lines **2a** through **2d**			2e	810,213.
3	Subtract line **2e** from line **1**			3	1,872,598.
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			
b	Other (Describe in Part XIII.)	4b	171,871.		
c	Add lines **4a** and **4b**			4c	171,871.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	2,044,469.

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

1	Total expenses and losses per audited financial statements			1	2,723,365.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	774,587.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d	35,626.		
e	Add lines **2a** through **2d**			2e	810,213.
3	Subtract line **2e** from line **1**			3	1,913,152.
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			
b	Other (Describe in Part XIII.)	4b	124,031.		
c	Add lines **4a** and **4b**			4c	124,031.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	2,037,183.

Part XIII Supplemental Information

Complete this part to 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.

SEE PAGE 5

Part XIII Supplemental Information *(continued)*

PERMANENTLY RESTRICTED DONOR FUNDS

SCHEDULE D - PART V

INCOME FROM THE PERMANENTLY RESTRICTED DONOR FUNDS IS RESERVED FOR THE AWARDING OF COLLEGE SCHOLARSHIPS.

FIN 48 DISCLOSURE

SCHEDULE D, PART X, LINE 2

THE FOUNDATION IS A NOT-FOR-PROFIT ORGANIZATION THAT IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE FOUNDATION HAS FILED ALL APPLICABLE RETURNS WHEN REQUIRED. THE FOUNDATION HAS NOT TAKEN AN UNSUBSTANTIATED TAX POSITION THAT WOULD REQUIRE PROVISION OF A LIABILITY UNDER ASC 740, "INCOME TAXES".

SPECIAL EVENTS

SCHEDULE D, PART XII, LINE 2D AND PART XIII, LINE 2D

SPECIAL EVENT EXPENSE OFFSET AGAINST REVENUE IN PART VIII, LINE 8B

SCHEDULE D, PART X11 LINE 4B AND PART XIII LINE 4B

INCLUDED ON THE AUDITED FINANCIAL STATEMENTS, STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN NET ASSETS UNDER NONOPERATING OTHER INCOME, NET IS A GAIN OF $92K. AS DISCUSSED IN FOOTNOTE FOUR OF THE AUDITED FINANACIAL STATEMENTS SUCH AMOUNT INCLUDES AN UNREALIZED GAIN OF $44K PLUS $48K OF INTEREST/DIVIDENDS. AS REQUIRED IN THE 990 INSTRUCITONS THE UNREALIZED GAIN OF $44K IS NOT INCLUDED IN THE 990 FINANCIAL RESULTS AND IS THERFORE A RECONCILING ITEM; WHILE THE $48K OF INTEREST/DIVIDENDS IS INCLUDED IN THE 990'S. GIVEN THE $48K IS NOT INCLUDED AS OPERATING

Part XIII Supplemental Information *(continued)*

REVENUES IN THE AUDITED FINANCIAL STATEMENTS SUCH AMOUNTS RESULT IN A RECONCILING ITEM AS SHOWN IN SCHEDULE D PART X11 LINE 4B. IN ADDITION THERE IS $124,031 AS A RECONCILING ITEM FOR SPECIAL EVENT EXPENSES WHICH ARE SHOWN IN THE FINANACIAL STATEMENTS AS A DIRECT COST IN OPERATING REVENUES IN ACCORDANCE WITH THE ACCOUNTING GUIDLINES, HOWEVER, FOR PURPOSES OF THE 990 REPORTING SUCH AMOUNTS ARE INCLUDED AS EXPENSES, RESULTING IN A RECONCILING ITEM IN BOTH REVENUES AND EXPENSES(PART X111 Q4B). COLLECTIVELY THE $124,031 AND THE $47,840 TOTAL $171,871 AS SHOWN AS A RECONCILING ITEM ON SCHEDULE D PART XII 4B,

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED
Employer identification number: 13-3782331

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

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

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

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

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

	(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col. **(i)**	**(vi)** Amount paid to (or retained by) organization
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total . . . . . ▶							

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

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

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

		(a) Event #1 GALA (event type)	(b) Event #2 PRO-AM HAMPTON (event type)	(c) Other events (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	422,250.	67,755.		490,005.
	2 Less: Contributions	344,480.	59,595.		404,075.
	3 Gross income (line 1 minus line 2)	77,770.	8,160.		85,930.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	21,636.	13,990.		35,626.
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(35,626.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				50,304.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: ______

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ______

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

b If "Yes," explain: ______

11 Does the organization operate gaming activities with nonmembers? . . . . ☐ **Yes** ☐ **No**

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . ☐ **Yes** ☐ **No**

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	**13a**	%
b An outside facility	**13b**	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ ______________________________

Address ▶ ______________________________

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . ☐ **Yes** ☐ **No**

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _______________ and the amount of gaming revenue retained by the third party ▶ $ _______________ .

c If "Yes," enter name and address of the third party:

Name ▶ ______________________________

Address ▶ ______________________________

16 Gaming manager information:

Name ▶ ______________________________

Gaming manager compensation ▶ $ _______________

Description of services provided ▶ ______________________________

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . ☐ **Yes** ☐ **No**

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED
Employer identification number: 13-3782331

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) RODNEY STREET TENNIS & TUTORING ASSOCIATION 1101 N. MARKET STREET WILMINGON, DE 19801	01-0652445	501 C 3	17,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(2) TENACITY INC 38 EVERETT STREET BOSTON, MA 02134	04-3452763	510 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(3) NORWALK GRASSROOTS TENNIS 394 WEST AVENUE NORWALK, CT 06850	06-1570097	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(4) REACH FOR COLLEGE! INC. 700 12TH NW WASHINGTON, DC 20005	06-1756561	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(5) HARLEM JUNIOR TENNIS 1 WEST 142TH STREET NEW YORK, NY 10037	13-3076419	501 C 3	25,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(6) CITY PARKS FOUNDATION 830 FIFTH AVENUE NEW YORK, NY 10021	13-3561657	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(7) HERO, INC. 2975 WESTCHESTER AVE PURCHASE, NY 10577	13-3674473	501 C 3	12,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(8) JERRY ALLEYNE MEMORIA PO BOX 424 HARTSDALE, NY 10530	13-4019106	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(9) USTA PLAYER DEVELOPMENT 70 WEST RED OAK LANE WHITE PLAINS, NY 10604	13-5459420	501 C 3	42,113.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(10) INTERNATIONAL RESCUE COMMITTEE 5348 UNIVERSITY AVE SAN DIEGO, CA 92105	13-5660870	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(11) CAPITOL REGION YOUTH 785 WASHINGTON AVE ALBANY, NY 12206	14-1733312	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(12) MARTY HENNESSY FOUNDATION PO BOX 60117 LAS VEGAS, NV 89160	20-3898916	501 C 3	18,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) KATIE AT THE BAT TEAM 111 FORREST AVE NARBERTH, PA 19072	20-3977499	501 C 3	22,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(2) BRIDGE II SPORTS 5037 BRENDA COURT DURHAM, NC 27712	20-8577055	501 C 3	6,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(3) POLICE ATHLETIC LEAGUE OF PARSIPPANY-TROY H 33 BALDWIN ROAD PARSIPPANY, NJ 07054	22-6073233	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(4) ARTHUR ASHE YOUTH TENNIS 3901B MAIN STREET PHILADELPHIA, PA 19127	23-1747032	501 C 3	22,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(5) BLACK WOMEN IN SPORTS PO BOX 2610 PHILADELPHIA, PA 19130	23-2727877	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(6) FAIRMOUNT PARK CONSERVANCY 1617 JOHN F. KENNEDY BLVD	23-2977645	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(7) SPORTSMENS TENNIS CLUB INC 950 BLUE HILL AVE DORCHESTER, MA 02124	23-7037183	501 C 3	17,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(8) KING STREET YOUTH CENTER PO BOX 1615 BURLINGTON, VT 05402	23-7236312	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(9) SAN DIEGO DISTRICT TENNIS ASSOCIATION 2221 MORLEY FIELD DRIVE SAN DIEGO, CA 92104	23-7267645	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(10) NEW YORK JUNIOR TENNIS 58-12 QUEENS BLVD WOODSIDE, NY 11377	23-7442256	501 C 3	42,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(11) A'S & ACES 1036 ARABELLA STREET NEW ORLEANS, LA 70115	26-1905295	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(12) ACEING AUTISM 10534 CLARKSON ROAD LOS ANGELES, CA 90064	26-2688140	501 C 3	12,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED
Employer identification number: 13-3782331

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) EAST PALO ALTO TENNIS PO BOX 60597 PALO ALTO, CA 94306	26-3316879	501 C 3	31,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(2) ARTHUR ASHE LEARNING 360 EAST 88TH STREET NEW YORK, NY 10128	26-3318583	501 C 3	50,000.				COMMUNITY & EDUCATIONAL PROGRAM
(3) NEW HAVEN YOUTH TENNIS 900 CHAPEL STREET NEW HAVEN, CT 06510	27-0772846	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(4) BACKYARD SPORTS CARES 75 SOUTH BROADWAY WHITE PLAINS, NY 10601	27-1501217	501 C 3	7,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(5) ADAPTIVE TENNIS ASSOCIATION ON NORTH CAROLI PO BOX 12522 RALEIGH, NC 27605	27-2883913	501 C 3	12,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(6) WRIGHT STATE FOUNDATION 3171 RESEARCH PARK KETTERING, OH 45420	31-0732831	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(7) TENNIS FOR CHARITY INC 250 EAST 5TH STREET CINCINNATI, OH 45202	31-1001878	501 C 3	45,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(8) UNIVERSITY OF AKRON FOUNDATION MEMORIAL HALL 140 AKRON, OH 44325	34-6575496	501 C 3	17,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(9) REHABILITATION HOSPITAL OF INDIANA 4141 SHORE DRIVE INDIANAPOLIS, IN 46254	35-1786005	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(10) MILWAUKEE TENNIS AND EDUCATION W131N8008 CTCLUB DR MENOMONEE FALLS WI53051	39-1317061	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIOAL PROGRAM
(11) ST PAUL URBAN TENNIS 1043 GRAND AVE ST. PAUL, MN 55105	41-1725010	501 C 3	6,250.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(12) TENNIS & EDUCATION, INC. 100 FEDERAL DRIVE ST. PAUL, MN 55111	41-1965977	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

Part I General Information on Grants and Assistance

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) UNITED NEIGHBORS, INC 808 HARRISON STREET DAVENPORT, IA 52803	42-1144816	501 C 3	6,250.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(2) LATIN AMERICAN YOUTH 1419 COLUMBIA ROAD NW WASHINGTON, DC 20009	52-1023074	501 C 3	12,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(3) GREATER BALTIMORE TENNIS 1107 KENILWORTH DR BALTIMORE, MD 21204	52-1155561	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(4) NJTL OF TRENTON 4482 PROVIDENCE LINE RD	52-1260470	501 C 3	27,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(5) RECREATION WISH LIST 701 MISSISSIPPI AVE SE WASHINGTON, DC 20032	52-1939752	501 C 3	6,250.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(6) JR TENNIS CHAMPIONS 5200 PAINT BRANCH PKW COLLEGE PARK MD 20740	52-2114223	501 C 3	12,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(7) WASHINGTON TENNIS & EDUCATION 16TH&KENNEDY ST NW WASHINGTON, DC 20011	52-6046504	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(8) PENINSULA METROPOLITAN YMCA 41 OLD OYSTER PT RD NEWPORT NEWS, VA 23602	54-0524905	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(9) VCU FOUNDATION 809 W. BROAD ST RICHMOND, VA 23284	54-0757884	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(10) ORTHOTIC & PROSTHETIC 536 SUNSET RD WATERLOO, IA 50701	54-1747398	501 C 3	8,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(11) YMCA OF METROPOLITAN 1160 MOORES MILL RD ATLANTA, GA 30327	58-0566253	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(12) ATLANTA YOUTH CAPACITY 2012 1200 ASHWOOD PARKWAY ATLANTA, GA 30338	58-1609097	501 C 3	25,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

Part I General Information on Grants and Assistance

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MACH ACADEMY INC 4360 QUIAL CREEK RD MARTINEZ, GA 30907	58-2013645	501 C 3	25,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(2) HEBNI NUTRITITION CON 4630 SOUTH KIRKMAN RD ORLANDO, FL 32811	59-3258397	501 C 3	12,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(3) MALIVAI WASHINGTON KIDS 1096 WEST 6TH STREET JACKSONVILLE, FL 32209	59-3559150	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(4) CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	62-1296326	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(5) PALM BEACH AREA TENNIS PATRONS 1300 NORTH OCEAN AVE PALM BEACH, FL 33480	65-0400164	501 C 3	28,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(6) PANDA FOUNDATION 3302 69TH ST,W BRADENTON, FL 34209	65-1011999	501 C 3	15,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(7) INTER AMERICAN UNIVERSITY PUERTO RICO POB 363255 SAN JUAN, PR 00936	66-0177776	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(8) FDDOC WINNERS' CIRCLE, INC. PO BOX 1701 SHREVEPORT, LA 71106	68-0540000	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(9) UPTOWN MUSIC THEATRE 5721 MAGAZINE STREET NEW ORLEANS, LA 70115	72-1510259	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(10) HOUSTON TENNIS ASSOCIATION 3535 BRIARPARK DR HOUSTON, TX 77042	74-6061090	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(11) GENESIS SCHOOL INC 3800 E. 44TH STREET DALLAS, TX 75226	75-2640636	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(12) DALLAS TENNIS ASSOCIATION 14679 MIDWAY RD DALLAS, TX 75001	75-6020581	501 C 3	13,800.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

Part I — General Information on Grants and Assistance

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ZINA GARRISON ALL COURT TENNIS 12335 KINGSRIDE HOUSTON, TX 77024	76-0371254	501 C 3	22,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(2) VENTURA EDUCATION PARTNERSHIP 255 W STANLEY AVE VENTURA, CA 93001	77-0141325	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(3) MONTEREY COUNTY POLICE ACTIVITIES LEAGUE 19122 MAJORIE LANE PRUNEDALE, CA 93907	77-0378704	501 C 3	7,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(4) DISTRICT 50 EDUCATION 7002 RALEIGH WESTMINSTER, CO 80030	84-1088489	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(5) I HAVE A DREAM FOUNDATION OF BOULDER 3012 STERLING CIRCLE BOULDER, CO 80301	84-1150542	501 C 3	13,750.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(6) AMANDA & STACY DARLING FOUNDATION 142 E. ROBINDALE RD LAS VEGAS, NV 89123	88-0386747	501 C 3	50,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(7) HARPER FOR KIDS 2920 BUCHANAN ST SAN FRANCISO, CA 94123	92-0189565	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(8) PORTLAND AFTER-SCHOOL TENNIS 7519 N. BURLINGTON PORTLAND, OR 97203	93-1256066	501 C 3	32,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(9) UNIVERSITY OF LA VERNE 1950 3RD ST LA VERNE, CA 91750	95-1644026	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(10) PACIFIC SOUTWEST YOUTH TENNIS 420 CHARLESE.YOUNG DR W LOS ANGELES CA90024	95-4112667	501 C 3	10,000.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(11) COMMUNITY PARTNERS 1000 N. ALAMEDA ST. LOS ANGELES, CA 90012	95-4302067	501 C 3	22,500.				COMMUNITY ATHLETIC & EDUCATIONAL PROGRAM
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 71.

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on 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
1 COLLEGE EDUCATION SCHOLARSHIP	50.	404,500.			
2 COLLEGE TEXTBOOK AWARD	10.	10,000.			
3 INCENTIVE AWARDS	8.	12,213.			
4					
5					
6					
7					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

MONITORING OF FUNDS

PART I, LINE 2

SCHOLARSHIP RECIPIENTS ARE REQUIRED TO ANNUALLY SUBMIT A COPY OF THEIR TRANSCRIPTS AND A CERTIFICATE OF GOOD STANDING. GRANT RECIPIENTS ARE REQUIRED TO SUBMIT DETAILED SEMI-ANNUAL REPORTS DESCRIBING THE PROGRESS OF THEIR FUNDED PROJECTS AND A REPRESENTATIVE OF THE USTA AND/OR USTA SERVES WILL MONITOR AND/OR VISIT EACH GRANTEE DURING THE DURATION OF THEIR GRANT PERIOD FOR A SITE INSPECTION.

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" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☐ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
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. ☐ Compensation committee ☐ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☐ Compensation survey or study ☐ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	**4a**		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		X
	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?	**5a**		X
b	Any related organization?	**5b**		X
	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?	**6a**		X
b	Any related organization?	**6b**		X
	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	**7**		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	**8**		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	**9**		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DEBORAH LARKIN	(i)	0	0	0	0	0	0	0
EXECUTIVE DIRECTOR,SECRETARY	(ii)	243,257.	53,895.	7,652.	12,272.	2,110.	319,186.	53,895.
2 PATRICK MCENROE	(i)	0	0	0	0	0	0	0
DIRECTOR	(ii)	614,114.	194,900.	17,270.	17,499.	25,976.	869,759.	194,900.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to 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.

PATRICK MCENROE

SCHEDULE J, PART II.

PRIOR TO JOINING USTA PLAYER DEVELOPMENT AS AN EMPLOYEE PATRICK MCENROE WAS THE VOLUNTEER PRESIDENT OF USTA SERVES INCORPORATED FROM 2005 THROUGH 2009; SUBSEQUENT TO SUCH TIME PATRICK HAS REMAINED ON USTA SERVES BOARD AS A DIRECTOR AT LARGE. HIS PAID DUTIES WITH USTA PLAYER DEVELOPMENT ARE FOR HIS ROLE AS GENERAL MANAGER OF USTA PLAYER DEVELOPMENT AND DO NOT RELATE TO USTA SERVES INCORPORATED.

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.

Name of the organization	Employer identification number
USTA SERVES INCORPORATED	13-3782331

COMPENSATION REVIEW

PART VI, ITEM 15

USTA SERVES, INC. DOES NOT COMPENSATE ITS EXECUTIVE DIRECTOR NOR ANY OF ITS OFFICERS. HOWEVER, IF IT WERE TO COMPENSATE ITS EXECUTIVE DIRECTOR OR ANY OFFICERS IT WOULD PUT INTO PLACE A PROCESS FOR DETERMINING COMPENSATION THAT WOULD INCLUDE REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS SUBSTANTIATION OF THE DELIBERATION AND DECISION. FOR RELATED ENTITY DISCLOSURES REFER TO THE RELATED ENTITY 990 FOR A DESCRIPTION OF THE COMPENSATION REVIEW.

TAX RETURN REVIEW

PART VI, LINE 11

THE FORM 990 IS PREPARED INTERNALLY, THEN REVIEWED BY COUNSEL. FOLLOWING COUNSEL'S REVIEW, THE RETURN IS REVIEWED BY THE TREASURER. THE FORM 990 IS ALSO DISTRIBUTED TO THE FULL BOARD OF DIRECTORS IN ADVANCE OF FILING.

SOLE MEMBER'S RIGHTS

PART VI, LINES 6, 7A-B

THE UNITED STATES TENNIS ASSOCIATION IS THE SOLE MEMEBER OF USTA SERVES AND IS AUTHORIZED TO ELECT UP TO 25% OF THE TOTAL NUMBER OF DIRECTORS OF USTA SERVES. PURSUANT TO THE BYLAWS OF USTA SERVES, THE SOLE MEMBER HAS THE RIGHT TO REMOVE DIRECTORS WITH OR WITHOUT CAUSE, TO FILL VACANCIES IN THE BOARD OF DIRECTORS, AND TO AMEND THE CERTIFICATE OF INCORPORATION AND THE BYLAWS OF USTA SERVES. IN ADDITION, THE SOLE MEMBER HAS THE RIGHT TO

Name of the organization	Employer identification number
USTA SERVES INCORPORATED	13-3782331

APPROVE OR RATIFY CERTAIN DECISIONS OF THE BOARD OF DIRECTORS OF USTA SERVES (SUCH AS THE DECISION TO MERGE OR DISSOLVE) PURSUANT TO THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW.

CONFLICT OF INTEREST

PART VI, SECTION B., LINE 12C.

THE CONFLICTS POLICY IS DISTRIBUTED TO OFFICERS AND DIRECTORS ANNUALLY ALONG WITH A QUESTIONNAIRE THAT IS COMPLETED BY ALL OFFICERS AND DIRECTORS IN WHICH THEY ARE ASKED SPECIFIC QUESTIONS AND DISCLOSE INFORMATION REGARDING ACTUAL OR POTENTIAL CONFLICTS BETWEEN USTA SERVES AND THEMSELVES OR CERTAIN RELATED PARTIES (AS DEFINED IN THE INSTRUCTIONS TO THE FORM 990). THESE QUESTIONNAIRES ARE COLLECTED AND REVIEWED ANNUALLY TO ENSURE COMPLIANCE WITH THE CONFLICTS POLICY. THE POLICY ITSELF ALSO REQUIRES ANY DIRECTOR OF OFFICER TO PROMPLTY DISCLOSE ANY CONFLICT. INTERESTED DIRECTORS AND OFFICERS ARE REQUIRED TO RECUSE THEMSELVES FROM ANY DECISION ON MATTERS IN WHICH THEY HAVE AN INTEREST, AND SUCH RECUSAL IS NOTED IN THE MINUTES.

OTHER CHANGES IN NET ASSETS-PARTXI

PART XI LINE 5

CHANGE IN NET ASSETS OR FUND BALANCE DUE TO UNREALIZED LOSS ON INVESTMENTS.

PUBLIC AVAILABILITY OF ASSOCIATION DOCUMENTS

PART VI, SECTION C, LINE 19

THE PUBLIC CAN OBTAIN THE ORGANIZATIONS FORM 990 AND ITS AUDITED

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

FINANCIAL STATEMENTS ON THE WEBSITE OR UPON REQUEST. IN ADDITION, THE BYLAWS, CONFLICT OF INTEREST POLICY AND RETENTION POLICIES ARE AVAILABLE UPON REQUEST FROM THE ORGANIZATION.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4C

MILITARY ADOPT-A-UNIT. USTA SERVES PROVIDES EXPANDED RECREATIONAL AND LIFE SKILLS OPPORTUNITIES TO DEPLOYED PERSONNEL AND THEIR FAMILIES HERE ON THE HOME FRONT. SPECIFICALLY, BY DEVELOPING AN ADOPT-A-UNIT PROGRAM WHICH PROVIDES TENNIS PROGRAM MATERIALS, EDUCATIONAL MATERIALS LINKING TENNIS AND EDUCATION TO PROMOTE HEALTH AND FITNESS, AND EQUIPMENT TO ALLOW MILITARY UNITS OVERSEAS THE OUTLET OF SOCIAL TENNIS WHILE OFF DUTY. THESE TURNKEY RECREATIONAL KITS ARE SENT TO UNITS INDENTIFIED BY EACH MILITARY BRANCH'S MORALE,WELFARE AND RECREATION (MWR) HEADQUARTERS. THE OBJECTIVE IS TO "ADOPT" 250 MILITARY UNITS AND SEND THEM ADOPT-A-UNIT RECREATIONAL MATERIAL, EDUCATIONAL MATERIALS AS WELL AS CARE PACKAGES FOR EACH SERVICE MEMBER. THIS EFFORT WILL TOUCH THE LIVES OF THOSE SERVING DURING WAR TIME AND EXTEND THE LIFETIME SPORT OF TENNIS AND A HEALTHY LIFESTYLE TO AN ESTIMATED 250,000 MILITARY PERSONNEL.

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

AL,AK,AZ,AR,CA,CT,

FL,GA,HI,IL,KS,KY,ME,MD,MA,MI,

MN,MS,NH,NJ,NM,NY,NC,OK,OR,PA,

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

ATTACHMENT 2 (CONT'D)

FORM 990, PART VI, LINE 17 - STATES

RI,SC,TN,UT,VA,WV,WI,

ATTACHMENT 3

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
DIVIDENDS AND INTEREST	47,841.			
TOTALS	47,841.			

ATTACHMENT 4

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
OPENING NIGHT GALA	344,480.
PRO-AM IN THE HAMPTONS	59,595.
TOTAL	404,075.

ATTACHMENT 5

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
OPENING NIGHT GALA	77,770.	21,636.	56,134.
PRO-AM IN THE HAMPTONS	8,160.	13,990.	-5,830.

Name of the organization: USTA SERVES INCORPORATED

Employer identification number: 13-3782331

ATTACHMENT 5 (CONT'D)

FORM 990, PART VIII - FUNDRAISING EVENTS

DESCRIPTION	GROSS INCOME	DIRECT EXPENSES	NET INCOME
TOTALS	85,930.	35,626.	50,304.

ATTACHMENT 6

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	ENDING BOOK VALUE
MUTUAL FUNDS	1,054,615.
TOTALS	1,054,615.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: USTA SERVES INCORPORATED
Employer identification number: 13-3782331

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
(1) UNITED STATES TENNIS ASSOCIATION, INC 13-5459420 70 W RED OAK LANE WHITE PLAINS, NY 10604	TENNIS	NY	501(C)(6)		N/A		
(2) USTA NATIONAL TENNIS CENTER INC. 13-2946690 70 WEST RED OAK LANE WHITE PLAINS, NY 10604	TENNIS PARK	NY	501(C)(3)	9	USTA		
(3) USTA PLAYER DEVELOPMENT INC. 27-1368195 70 WEST RED OAK LANE WHITE PLAINS, NY 10604	TENNIS	NY	501 (C)(3)	11A	USTA		
(4)							
(5)							
(6)							
(7)							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) CINC. TENNIS,LLC 26-4273680 250 E 5TH ST, CIN., OH 45202	TENNIS TOURNAMENT	DE	N/A	N/A	0	0					X	
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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.		Yes	No
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?			
a Receipt of **(i)** interest **(ii)** 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 other organization	**(b)** Transaction type (a-s)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1)	UNITED STATES TENNIS ASSOCIATION, INC.	N	53,237.	
(2)	UNITED STATES TENNIS ASSOCIATION, INC.	O	721,350.	
(3)	UNITED STATES TENNIS ASSOCIATION, INC.	C	199,653.	
(4)	UNITED STATES TENNIS ASSOCIATION, INC	P	59,944.	
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

CONTRIBUTED SERVICES

CONTRIBUTED SERVICES AMOUNTS ARE BASED ON FAIR MARKET VALUE