

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 private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public Inspection

A For the 2016 calendar year, or tax year beginning , 2016, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization USTA FOUNDATION INCORPORATED			D Employer identification number 13-3782331	
	Doing Business As			E Telephone number () -	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 70 W. RED OAK LANE			G Gross receipts \$ 5,442,088.	
	City or town, state or province, country, and ZIP or foreign postal code WHITE PLAINS, NY 10604			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: THOMAS CHEN 70 W. RED OAK LANE WHITE PLAINS, NY 10604			H(c) Group exemption number ▶		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ WWW.USTAFFOUNDATION.COM					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶					
L Year of formation: 1994				M State of legal domicile: NY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>TO BRING TENNIS AND EDUCATION TOGETHER TO CHANGE LIVES, WITH PARTICULAR EMPHASIS ON UNDER-RESOURCED YOUTH. USING THIS POWERFUL COMBINATION, WE HELP SERVE UP DREAMS.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3 15.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 15.	
	5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5 0.	
	6 Total number of volunteers (estimate if necessary)	6 50.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.	
7b Net unrelated business taxable income from Form 990-T, line 34	7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	4,109,216.	5,029,699.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	51,435.	60,222.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	204,598.	132,117.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,365,249.	5,222,038.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,812,132.
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)		17,125.	1,389.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 579,568.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		1,312,065.	1,428,858.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,141,322.	5,501,025.	
19 Revenue less expenses. Subtract line 18 from line 12	223,927.	-278,987.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	3,901,379.	4,337,427.
	21 Total liabilities (Part X, line 26)	1,929,784.	2,572,581.
	22 Net assets or fund balances. Subtract line 21 from line 20.	1,971,595.	1,764,846.

COPY FOR PUBLIC INSPECTION

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		
	DANIEL FABER EXECUTIVE DIR		Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2016)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

THE MISSION OF THE USTA FOUNDATION IS TO BRING TENNIS AND EDUCATION TOGETHER TO CHANGE LIVES, WITH PARTICULAR EMPHASIS ON UNDER-RESOURCED YOUTH. USING THIS POWERFUL COMBINATION, WE HELP SERVE UP DREAMS.

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

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

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

4a (Code:) (Expenses \$ 4,350,446. including grants of \$ 3,710,028.) (Revenue \$)
ATTACHMENT 1

4b (Code:) (Expenses \$ 360,750. including grants of \$ 360,750.) (Revenue \$)
THE USTA FOUNDATION AWARDS COLLEGE EDUCATIONAL SCHOLARSHIPS ANNUALLY TO HIGH SCHOOL SENIORS WHO HAVE EXCELLED ACADEMICALLY, DEMONSTRATED COMMUNITY SERVICE AND PARTICIPATED IN AN ORGANIZED TENNIS PROGRAM. PREFERENCE IS GIVEN TO NJTL PARTICIPANTS AND AWARDS ARE BETWEEN \$2,500 TO \$15,000, SPREAD OVER FOUR YEARS. IN 2016, A TOTAL OF \$360,750 IN SCHOLARSHIPS WERE PROVIDED TO 49 PARTICIPANTS.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 4,711,196.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

		Yes	No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for line numbers (1a-14b), descriptions of questions, and Yes/No response columns. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and charitable contributions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (15), 1b (15), 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 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.
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, address, and telephone number of the person who possesses the organization's books and records:

ACCTG DEPT, USTA FOUND, 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 or note to any line in this Part VII.

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) THOMAS CHEN PRESIDENT/DIRECTOR	6.00 0.	X		X				0.	0.	0.
(2) SEAN MAYO DIRECTOR, VICE PRESIDENT	1.00 0.	X		X				0.	0.	0.
(3) Y. DAVID SCHARF DIRECTOR, VICE PRESIDENT	1.00 0.	X		X				0.	0.	0.
(4) ELIZABETH MATHIEU, ESQ. DIRECTOR, TREASURER	1.00 0.	X		X				0.	0.	0.
(5) BENJAMIN DOLLER DIRECTOR, SECRETARY	1.00 0.	X		X				0.	0.	0.
(6) RICHARD ADER DIRECTOR	1.00 0.	X						0.	0.	0.
(7) ALEX ANDREWS, IV DIRECTOR	1.00 23.00	X						0.	25,000.	0.
(8) MOLLY JOHN DIRECTOR	1.00 0.	X						0.	0.	0.
(9) JULIA LEVERING DIRECTOR	1.00 0.	X						0.	0.	0.
(10) BILL MACATEE DIRECTOR	1.00 0.	X						0.	0.	0.
(11) JAMES MAJESKI DIRECTOR	1.00 0.	X						0.	0.	0.
(12) MISSIE RENNIE DIRECTOR	1.00 0.	X						0.	0.	0.
(13) AMY SMITH DIRECTOR	1.00 0.	X						0.	0.	0.
(14) DONALD TISDEL DIRECTOR	1.00 11.00	X						0.	20,000.	0.

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,621,490.				
	d Related organizations	1d	535,443.				
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	2,872,766.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			5,029,699.			
Program Service Revenue	2a _____	Business Code					
	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 4			60,222.			
	4 Income from investment of tax-exempt bond proceeds			0.			
	5 Royalties			0.			
	6a Gross rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)			0.			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	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 \$ 1,621,490. of contributions reported on line 1c). See Part IV, line 18	ATCH 5		352,167.			
	b Less: direct expenses			220,050.			
	c Net income or (loss) from fundraising events. ATCH 6			132,117.			
9a Gross income from gaming activities. See Part IV, line 19							
b Less: direct expenses							
c Net income or (loss) from gaming activities			0.				
10a Gross sales of inventory, less returns and allowances							
b Less: cost of goods sold							
c Net income or (loss) from sales of inventory			0.				
Miscellaneous Revenue							
Miscellaneous Revenue	11a _____	Business Code					
	b _____						
	c _____						
	d All other revenue						
	e Total. Add lines 11a-11d			0.			
12 Total revenue. See instructions.			5,222,038.				

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	3,710,028.	3,710,028.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	360,750.	360,750.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. 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	7,959.			7,959.
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	1,389.			1,389.
f Investment management fees	8,538.		8,538.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	443,619.	280,066.	59,276.	104,277.
12 Advertising and promotion	57,628.	5,404.	1,542.	50,682.
13 Office expenses	72,135.	6,897.	33,929.	31,309.
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	523,025.	310,051.	45,368.	167,606.
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 <u>EQUIPMENT RENTAL</u>	92,716.	31,233.	5,335.	56,148.
b <u>TEMPORARY HELP</u>	51,748.		51,748.	
c <u>PAVER MATERIALS & INSTALLATI</u>	50,502.			50,502.
d <u>PRINTING</u>	32,181.	2,605.	3,658.	25,918.
e All other expenses _____	88,807.	4,162.	867.	83,778.
25 Total functional expenses. Add lines 1 through 24e	5,501,025.	4,711,196.	210,261.	579,568.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	204,242.	1	214,836.	
	2 Savings and temporary cash investments	2,487,065.	2	2,726,010.	
	3 Pledges and grants receivable, net	40,927.	3	95,693.	
	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 ATCH. 7	10,000.	9	14,000.	
	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. 8	1,159,145.	11	1,286,888.	
	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)	3,901,379.	16	4,337,427.		
Liabilities	17 Accounts payable and accrued expenses	1,202,454.	17	1,710,912.	
	18 Grants payable	727,330.	18	861,669.	
	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	1,929,784.	26	2,572,581.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	494,682.	27	763,880.	
	28 Temporarily restricted net assets	1,177,322.	28	701,375.	
	29 Permanently restricted net assets	299,591.	29	299,591.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	1,971,595.	33	1,764,846.	
	34 Total liabilities and net assets/fund balances	3,901,379.	34	4,337,427.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,222,038.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,501,025.
3	Revenue less expenses. Subtract line 2 from line 1	3	-278,987.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,971,595.
5	Net unrealized gains (losses) on investments	5	72,238.
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	1,764,846.

Part XII Financial Statements and Reporting

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

- 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?
 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?
 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? 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?
- 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.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
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.

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

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization USTA FOUNDATION INCORPORATED	Employer identification number 13-3782331
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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 12, 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 (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			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

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2012, (b) 2013, (c) 2014, (d) 2015, (e) 2016, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2016 (76.35%); 15 Public support percentage from 2015 Schedule A, Part II, line 14 (78.27%); 16a 33 1/3% support test - 2016 (checked); 16b 33 1/3% support test - 2015; 17a 10%-facts-and-circumstances test - 2016; 17b 10%-facts-and-circumstances test - 2015; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 10 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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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 VI.)						
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 2016 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. 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 - 2015. 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 Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations *(continued)*

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally Integrated Supporting Organizations

1	<i>Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).</i>		
a	<input type="checkbox"/> The organization satisfied the Activities Test. <i>Complete line 2 below.</i>		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. <i>Complete line 3 below.</i>		
c	<input type="checkbox"/> The organization supported a governmental entity. <i>Describe in Part VI how you supported a government entity (see instructions).</i>		
2	Activities Test. <i>Answer (a) and (b) below.</i>		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations. <i>Answer (a) and (b) below.</i>		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4).	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2017. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b Excess from 2013. . . .			
c Excess from 2014. . . .			
d Excess from 2015. . . .			
e Excess from 2016. . . .			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2012	2013	2014	2015	2016	TOTAL
NON-DEDUCTIBLE PORTION-GALA			77,760.	170,851.	138,250.	386,861.
NON-DEDUCTIBLE PORTION-PRO-CT			7,345.	52,381.	47,040.	106,766.
NON-DEDUCTIBLE PORTION-PRO AM			21,000.	37,975.	90,735.	149,710.
NON-DEDUCTIBLE PORTION-PRO-LA				16,360.	31,162.	47,522.
NON-DEDUCTIBLE PORTION-WTD				70,230.	44,980.	115,210.
TOTALS			<u>106,105.</u>	<u>347,797.</u>	<u>352,167.</u>	<u>806,069.</u>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2016

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

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

Name of the organization

USTA FOUNDATION INCORPORATED

Employer identification number

13-3782331

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **USTA FOUNDATION 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		\$ 194,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 450,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 310,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 786,964.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 535,443.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization USTA FOUNDATION 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 FOUNDATION INCORPORATED**

Employer identification number

13-3782331

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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

2016

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

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

Name of the organization

Employer identification number

USTA FOUNDATION INCORPORATED

13-3782331

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of 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?, 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?

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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. (2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register), 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?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?, 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" on Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include: 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) Revenue 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 Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

Schedule D (Form 990) 2016

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?

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on 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?
b If "Yes," explain the arrangement in Part XIII and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
a Board designated or quasi-endowment %
b Permanent endowment 94.0000 %
c Temporarily restricted endowment 6.0000 %
The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?
Table with Yes/No columns for 3a(i), 3a(ii), 3b

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

Part VI Land, Buildings, and Equipment.

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 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 10c.)

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	7,075,589.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	72,238.	
b	Donated services and use of facilities	2b	2,081,370.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	220,050.	
e	Add lines 2a through 2d			2e 2,373,658.
3	Subtract line 2e from line 1			3 4,701,931.
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	8,537.	
b	Other (Describe in Part XIII.)	4b	511,570.	
c	Add lines 4a and 4b			4c 520,107.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)			5 5,222,038.

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

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

1	Total expenses and losses per audited financial statements		1	7,282,338.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	2,081,370.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	220,050.	
e	Add lines 2a through 2d			2e 2,301,420.
3	Subtract line 2e from line 1			3 4,980,918.
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	8,537.	
b	Other (Describe in Part XIII.)	4b	511,570.	
c	Add lines 4a and 4b			4c 520,107.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)			5 5,501,025.

Part XIII Supplemental Information.

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

PERMANENTLY RESTRICTED DONOR FUNDS-PART V QUESTION #4

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

FIN 48 DISCLOSURE

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. FOR THE YEARS
ENDED DECEMBER 31, 2016 AND 2015 THERE WERE NO INTEREST OR PENALTIES
REQUIRED TO BE RECORDED OR DISCLOSED IN THE FINANCIAL STATEMENTS. IN
ADDITION, THE FOUNDATION HAS NOT TAKEN AN UNSUBSTANTIATED TAX POSITION
THAT WOULD REQUIRE PROVISION OF A LIABILITY UNDER ASC 740, "INCOME
TAXES". THE FOUNDATION BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX
EXAMINATIONS FOR THE YEARS PRIOR TO 2013.

SPECIAL EVENTS, PART XII QUESTION 4B

SPECIAL EVENT DIRECT COSTS TO DONORS OF \$512K HAS BEEN SHOWN AS A
REDUCTION TO REVENUE IN THE FINANCIAL STATEMENTS, HOWEVER IT IS RECORDED
AS AN EXPENSE IN THE 990.

SCHEDULE D, PART X1 LINE 1

TOTAL REVENUES OF \$7,075,588 ARE BASED ON THE FINANCIAL STATEMENTS TOTAL
REVENUES OF \$6,951,669 AND NET INVESTMENT GAIN OF \$124K.

Part XIII Supplemental Information *(continued)*

SCHEDULE D PART XI AND XII LINE 2D

LINE 2D-OTHER IN THE AMOUNT OF \$220,050 IS FOR SPECIAL EVENT EXPENSES
SHOWN AS AN OFFSET FOR TOTAL REVENUES IN PART VIII QUESTION 8B OF THE
990. THIS EXPENSE IS NOT DONE THIS WAY FOR THE FINANCIAL STATEMENTS.

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

USTA FOUNDATION INCORPORATED

Employer identification number

13-3782331

Part I Fundraising Activities. Complete if the organization answered "Yes" on 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 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
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, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events		
		GALA (event type)	PRO AM US OPEN (event type)	3. (total number)	(add col. (a) through col. (c))		
Revenue	1	Gross receipts	1,142,922.	321,500.	509,235.	1,973,657.	
	2	Less: Contributions	1,004,672.	230,765.	386,053.	1,621,490.	
	3	Gross income (line 1 minus line 2)	138,250.	90,735.	123,182.	352,167.	
Direct Expenses	4	Cash prizes					
	5	Noncash prizes					
	6	Rent/facility costs					
	7	Food and beverages	15,393.		67,932.	83,325.	
	8	Entertainment					
	9	Other direct expenses	930.	90,120.	45,675.	136,725.	
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶					220,050.
	11	Net income summary. Subtract line 10 from line 3, column (d) ▶					132,117.

Part III Gaming. Complete if the organization answered "Yes" on 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	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				
	8	Net gaming income summary. Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization conducts gaming activities: _____
 a Is the organization licensed to conduct gaming activities in each of these states? Yes No
 b If "No," explain: _____

 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization conduct 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 conducted 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.** 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 provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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Name of the organization

USTA FOUNDATION INCORPORATED

Employer identification number

13-3782331

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 noncash assistance	(h) Purpose of grant or assistance
(1) ACEING AUTISM INC. 9064 NEMO ST. W. HOLLYWOOD, CA 90069	26-2688140	501 (C) (3)	12,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) ANDRE AGASSI FOUNDATION FOR EDUCATION 1120 N. TOWN CENTER DR. LAS VEGAS, NV 89144	34-1759295	501 (C) (3)	100,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) A'S & ACES 1036 ARABELLA ST. NEW ORLEANS, LA 70115	26-1905295	501 (C) (3)	71,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) ASOCIACION DE TENIS DE PUERTO RICO PO BOX 190607 SAN JUAN, PR 00919	66-0360906	501 (C) (3)	14,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) ASSOCIATED RECREATION COUNCIL 100 DEXTER AVE. N SEATTLE, WA 98109	51-0170717	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) ATLANTA COMMUNITY TENNIS FOUNDATION, INC. 1200 ASHWOOD PARKWAY ATLANTA, GA 33038	04-3750678	501 (C) (3)	59,438.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) BIRMINGHAM AREA TENNIS ASSN. PO BOX 131114 BIRMINGHAM, AL 35213	63-1241128	501 (C) (3)	7,470.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) BORDER COMMUNITY ALLIANCE, INC PO BOX 1863 TUBAC, AZ 85646	61-1726630	501 (C) (3)	7,964.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) BOYS & GIRLS CLUBS OF CENTRAL VIRGINIA PO BOX 707 CHARLOTTESVILLE, VA 22902	54-1602004	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) BRITTON CHRISTIAN CHURCH 922 NW 91ST ST. OKLAHOMA CITY, OK 73114	73-1112615	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) BUDDY UP TENNIS, INC 7436 TOTTENHAM PLACE NEW ALBANY, OH 43054	27-0789426	501 (C) (3)	12,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) CAPITAL REGION YOUTH TENNIS FOUNDATION INC. 785 WASHINGTON AVE. ALBANY, NY 12206	14-1733312	501 (C) (3)	45,000.				COMMUNITY ATHLETIC & EDUCATION 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 ▶

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Schedule I (Form 990) (2016)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
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OMB No. 1545-0047

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Name of the organization

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Employer identification number

13-3782331

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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 noncash assistance	(h) Purpose of grant or assistance
(1) COLLECTIVE IMPACT PO BOX 156853 SAN FRANCISCO, CA 94115	20-8964069	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) COURIER'S KID, INC. 401 LAFAYETTE ST. NEW YORK, NY 10003	36-4555028	501 (C) (3)	7,820.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) DALLAS TENNIS ASSOCIATION 14679 MIDWAY RD #104 ADDISON, TX 75001	75-6020581	501 (C) (3)	69,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) DANBURY GRASSROOTS TENNIS INC PO BOX 2912 DANBURY, CT 06813	20-4929313	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) DOWN THE LINE AND BEYOND FOUNDATION PO BOX 62 HAVERFORD, PA 19041	27-2587151	501 (C) (3)	65,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) EAST PALO ALTO TENNIS & TUTORING PO BOX 60597 PALO ALTO, CA 94306	26-3316879	501 (C) (3)	27,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) FAMILY BIZ BUILDER 1221 BONDS RD. TUNICA, MS 38676	47-1483063	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) FIRST BREAK ACADEMY 18400 AVALON BVD. CARSON, CA 90746	90-1115625	501 (C) (3)	12,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) FIRST SERVE OKC FOUNDATION 7301 B'WAY EXT ST. OKLAHOMA CITY, OK 73116	46-3499004	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) FIRST SERVE-NM INC. PO BOX 31904 SANTE FE, NM 87594	27-0044395	501 (C) (3)	25,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) FRED WELLS TENNIS & EDUCATION CENTER 100 FEDERAL DR. ST. PAUL, MN 55111	41-1965977	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) GAINESVILLE AREA COMMUNITY TENNIS ASSOC INC PO BOX 357492 GAINESVILLE, FL 32635	54-2158508	501 (C) (3)	65,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM

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(1) GENESIS SCHOOL, INC. 3800 E. 44TH ST. KANSAS CITY, MO 64130	43-1196717	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) GREATER POTTSTOWN TENNIS ASSOC. PO BOX 935 POTTSTOWN, PA 19464	52-2384564	501 (C) (3)	39,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) GREENSBORO TENNIS FOUNDATION 3802 JAYCEE PARK DR. GREENSBORO, NC 27455	56-2040723	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) HARLEM JUNIOR TENNIS AND EDUCATION PROGRAM 1 WEST 142TH ST. NEW YORK, NY 10037	13-3076419	501 (C) (3)	42,400.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) HEBNI NUTRITITION CONSULTANTS 2009 W. CENTRAL BLVD. ORLANDO, FL 32811	59-3258397	501 (C) (3)	15,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) HOUSTON TENNIS ASSOCIATION 3535 BRIARPARK DR. HOUSTON, TX 77042	74-6061090	501 (C) (3)	46,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) I HAVE A DREAM FOUNDATION OF BOULDER COUNTY 5390 MANHATTAN CIRCLE BOULDER, CO 80303	84-1150542	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) INJURED MARINE SEMPER FI FUND PO BOX 555193 CAMP PENDLETON, CA 92055	26-0086305	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) INNERCITY TENNIS FOUNDATION 4005 NICOLLET AVE.S MINNEAPOLIS, MN 55409	41-6038537	501 (C) (3)	56,200.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) JEWISH COUNCIL FOR YOUTH SERV. 180 W.WASHINGTON ST. CHICAGO, IL 60602	36-2193616	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) JUNIOR TENNIS CHAMPIONS CENTER 5200 PNT BR PKWY COLLEGE PRK, MD 20740	52-2114223	501 (C) (3)	40,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) KIDS PLAY TENNIS COMMUNITY OUTREACH PROGRAM 541 E. WASHINGTON AVE. BETHLEHEM, PA 18017	46-4593623	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM

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Schedule I (Form 990) (2016)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
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OMB No. 1545-0047

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Department of the Treasury
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Name of the organization

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Employer identification number

13-3782331

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 noncash assistance	(h) Purpose of grant or assistance
(1) KING STREET YOUTH CENTER 87 KING ST. BURLINGTON, VT 05402	23-7236312	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) LANCASTER TENNIS PATRONS ASSOCIATION 1023 HUNTERS PATH LANCASTER, PA 17601	23-2223007	501 (C) (3)	35,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) LEGACY YOUTH TENNIS AND EDUCATION 4842 RIDGE AVE. PHILADELPHIA, PA 19129	23-1747032	501 (C) (3)	83,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) LOWCOUNTRY YOUTH TENNIS ASSOCIATION 186 SEVEN FARMS DR. DANIEL ISLAND, SC 29492	46-4065715	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) MACH ACADEMY INC 4360 QUAIL CREEK RD. MARTINEZ, GA 30907	58-2013645	501 (C) (3)	15,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) MALIVAI WASHINGTON KIDS FOUNDATION, INC 1096 WEST 6TH ST. JACKSONVILLE, FL 32209	59-3559150	501 (C) (3)	41,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) MARTY HENNESSEY INSPIRING CHILDREN TENNIS F PO BOX 60953 BOULDER CITY, NV 89006	20-1638145	501 (C) (3)	133,595.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) METROPOLITAN TENNIS AND EDUCATION GROUP 13142 BROOKTREE LANE LAUREL, MD 20707	46-1950434	501 (C) (3)	46,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) MILWAUKEE TENNIS AND EDUCATION FOUNDATION CNTRY CLUB DR. MENOMONEE FALLS, WI 53051	39-1317061	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) MOYOCK WOMENS CLUB/OUTER BANKS TENNIS ASSOC PO BOX 1665 KITTY HAWK, NC 27949	61-1678009	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) NEW HAVEN YOUTH TENNIS, INC PO BOX 2928 NEW HAVEN, CT 06515	27-0772846	501 (C) (3)	62,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) NJTL OF TRENTON 949 W. STATE ST. TRENTON, NJ 08618	52-1260470	501 (C) (3)	79,200.				COMMUNITY ATHLETIC & EDUCATION PROGRAM

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(1) NORWALK GRASSROOTS TENNIS INC 11 INGALLS AVE. NORWALK, CT 06854	06-1570097	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) NYJTL 58-12 QUEENS BLVD. WOODSIDE, NY 11377	23-7442256	501 (C) (3)	90,870.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) PALM BEACH AREA TENNIS PATRONS 2247 PALM BCH LAKS BLVD. WPB, FL 33409	65-0400164	501 (C) (3)	25,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) POPULATION SERVICES INTERNATIONAL 1120 19TH ST.NW WASHINGTON, DC 20036	56-0942853	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) PORTLAND TENNIS & EDUCATION 7519 N. BURLINGTON PORTLAND, OR 97203	93-1256066	501 (C) (3)	81,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) PRINCE GEORGE'S TENNIS & EDUCATION FOUND IN 727 HAACK PLACE UPPER MARLBORO, MD 20774	52-1867742	501 (C) (3)	15,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) READING RECREATION COMMISSION 320 SOUTH 3RD ST. READING, PA 19602	38-3860043	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) RICHMOND COMMUNITY TENNIS ASSOCIATION INC PO BOX 70902 RICHMOND, CA 94807	47-1824697	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) ROCKINGHAM COUNTY TENNIS ASSOC. 102 E MURPHY ST., APT A MADISON, NC 27025	47-1834568	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) RODNEY STREET TENNIS & TUTORING ASSOCIATION 1101 N. MARKET ST. WILMINGTON, DE 19801	01-0652445	501 (C) (3)	35,750.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) SAN ANTONIO TENNIS ASSOCIATION 1503 SAN PEDRO AVE. SAN ANTONIO, TX 78212	74-6062875	501 (C) (3)	15,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) SAN DIEGO DISTRICT TENNIS ASSOC. 2221 MORLEY FIELD DR. SAN DIEGO, CA 92104	23-7267645	501 (C) (4)	18,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM

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(1) SANDY SPRINGS TENNIS ASSOC. 8343 ROSWELL RD. SANDY SPRINGS, GA 30350	26-1667052	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) SOUTH ATLANTA COMMUNITY TENNIS ASSOC. 2881 WRIGHT DR. ATLANTA, GA 30311	58-1885686	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) SOUTHERN CALIFORNIA TENNIS ASSOCIATION FOUN PO BOX 240015 LOS ANGELES, CA 90024	95-4112667	501 (C) (3)	51,872.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) S CONNECTICUT ALLIANCE INNER-CITY TENNIS&ED PO BOX 1732 NEW CANAAN, CT 06840	45-1541516	501 (C) (3)	100,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) SPORTSMEN'S TENNIS CLUB ENRICHMENT CENTER 950 BLUE HILL AVE. DORCHESTER, MA 02124	23-7037183	501 (C) (3)	40,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) ST. PAUL URBAN TENNIS PROGRAM 1188 HUBBARD AVE. SAINT PAUL, MN 55104	41-1725010	501 (C) (3)	60,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) STAMFORD YOUTH TENNIS ACADEMY 37 ETHAN ALLEN LANE STAMFORD, CT 06903	47-2460170	501 (C) (3)	21,880.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) TEAM JUNIOR TENNIS, INC. 6033 34TH ST. W #12 BRADENTON, FL 34210	47-1625514	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) TENACITY, INC 38 EVERETT ST. BOSTON, MA 02134	04-3452763	501 (C) (3)	61,200.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) TENNIS AND LEARNING INC. 100 FEDERAL DR. ST. PAUL, MN 55111	41-1965977	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) TENNIS AND TUTORING PROGRAM 951 BERNAY CIRCLE SANDY, UT 84094	45-4999860	501 (C) (3)	25,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) TENNIS CENTER SAND POINT, LLC 7135 SPORTSFIELD DR. NE SEATTLE, WA 98115	45-2260573		15,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM

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(1) TENNIS FOR CHARITY, INC 250 EAST5TH ST. CINCINNATI, OH 45202	31-1001878	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) TENNIS MEMPHIS, INC 4145 SOUTHERN AVE. MEMPHIS, TN 38117	52-2362589	501 (C) (3)	40,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) TENNIS OPPORTUNITY PROGRAM INC 332 S.MICHIGAN AVE. CHICAGO, IL 60604	36-3652224	501 (C) (3)	10,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) TENNIS SUCCESS INC. PO BOX 71647 CORPUS CHRISTIE, TX 78467	06-1725402	501 (C) (3)	30,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) THE ACE PROJECT 118 N. HOWARD ST. #516 BALTIMORE, MD 21201	37-1710751	501 (C) (3)	20,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) THE FOLDED FLAG FOUNDATION INC 601 RIVERSIDE AVE. JACKSONVILLE, FL 32204	46-5371845	501 (C) (3)	21,250.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) THE JAMES BLAKE FOUNDATION 1360 EAST9TH ST. CLEVELAND, OH 44114	26-4468599	501 (C) (3)	20,872.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(8) THE SLOANE STEPHENS FOUNDATION INC. 511 SE5TH AVE. FORT LAURDERDALE, FL 33301	36-4760242	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(9) URBAN MINORITY ALCOHOLISM AND DRUG OUTREACH ONE ELIZABETH PLACE #400 DAYTON, OH 45417	31-1254021	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(10) USTA PLAYER DEVELOPMENT INC 70 WEST RED OAK LANE WHITE PLAINS, NY 10604	27-1368195	501 (C) (3)	55,123.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(11) WASHINGTON TENNIS & EDUCATION FOUNDATION 5335 WISCONSIN AVE. NW WASHINGTON, DC 20015	52-6046504	501 (C) (3)	20,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(12) WESTERN YOUTH NETWORK 155 WYN WAY BOONE, NC 28607	56-1454674	501 (C) (3)	12,500.				COMMUNITY ATHLETIC & EDUCATION 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 ▶

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

Schedule I (Form 990) (2016)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

USTA FOUNDATION INCORPORATED

Employer identification number

13-3782331

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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 noncash assistance	(h) Purpose of grant or assistance
(1) WESTMINSTER PUBLIC SCHOOLS FOUNDATION PO BOX 506 FRANKTOWN, CO 80116	84-1088489	501 (C) (3)	40,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(2) WINSTON-SALEM TENNIS, INC. PO BOX 5421 WINSTON-SALEM, NC 27113	56-6066279	501 (C) (3)	7,500.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(3) YOUTH AT HEART, INC. 6026 SOUTH SHERIDAN TULSA, OK 74145	73-1043630	501 (C) (3)	25,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(4) YOUTH TENNIS ADVANTAGE PO BOX 330458 SAN FRANCISCO, CA 94133	94-2293585	501 (C) (3)	71,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(5) YOUTH TENNIS SAN DIEGO 4490 W.PT LOMA BVD. SAN DIEGO, CA 92107	95-6095644	501 (C) (3)	28,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(6) YOUTHPRIZE 615 FIRST AVE NE MINNEAPOLIS, MN 55413	27-4126970	501 (C) (3)	25,000.				COMMUNITY ATHLETIC & EDUCATION PROGRAM
(7) ORLANDO COMMUNITY AND YOUTH TRUST, INC. 595 N. PRIMROSE DRIVE ORLANDO, FL 32803	65-0572536	501 (C) (3)		66,771.		PUBLIC COURT REFURB	EDUCATION PROGRAM
(8) NEW YORK CITY PARKS 830 5TH AVE. NEW YORK, NY 10065	13-6400434	NYC PARKS		394,500.		PUBLIC COURT REFURB	EDUCATION PROGRAM
(9) CHICAGO PARK DISTRICT 541 N. FAIRBANKS CT. CHICAGO, IL 60611	36-6005822	CHICAGO PK DIST		136,105.		PUBLIC COURT REFURB	EDUCATION PROGRAM
(10) CITY OF ATLANTA 68 MITCHELL ST. ATLANTA, GA 30303	58-6000511	CITY OF ATLANTA		83,400.		PUBLIC COURT REFURB	EDUCATION PROGRAM
(11) MARTY HENNESSEY INSPIRING CHILDREN TENNIS F PO BOX 60953 BOULDER CITY, NV 89006	20-1638145	501 (C) (3)	169,224.			PUBLIC COURT REFURB	EDUCATION PROGRAM
(12)							

- Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 94.
- Enter total number of other organizations listed in the line 1 table ▶ 2.

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

Schedule I (Form 990) (2016)

Part III Grants and Other Assistance to Domestic Individuals. 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	41.	352,750.			
2 COLLEGE TEXTBOOK AWARD	8.	8,000.			
3					
4					
5					
6					
7					

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

MONITORING OF FUNDS

SCHOLARSHIP RECIPIENTS ARE REQUIRED TO ANNUALLY SUBMIT A COPY OF THEIR TRANSCRIPTS, INDICATING THAT THEY ARE IN GOOD STANDING. GRANT RECIPIENTS ARE REQUIRED TO SUBMIT DETAILED SEMI-ANNUAL AND FINAL REPORTS DESCRIBING THE PROGRESS OF THEIR FUNDED PROJECTS. WHEN POSSIBLE, A REPRESENTATIVE OF THE USTA FOUNDATION OR RESPECTIVE USTA SECTION WILL MONITOR AND/OR VISIT THE FUNDED ORGANIZATION.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

USTA FOUNDATION INCORPORATED

Compensation Information

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

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Employer identification number

13-3782331

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

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

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

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

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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

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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DANIEL FABER EXECUTIVE DIRECTOR	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	232,422.	47,825.	494.	16,544.	28,842.	326,127.	0.
2	(i)							
	(ii)							
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

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.

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Name of the organization

USTA FOUNDATION 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.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Employer identification number

13-3782331

COMPENSATION REVIEW

USTA FOUNDATION, 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

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

SOLE MEMBER'S RIGHTS

THE UNITED STATES TENNIS ASSOCIATION IS THE SOLE MEMBER OF USTA FOUNDATION AND IS AUTHORIZED TO ELECT UP TO 20% OF THE TOTAL NUMBER OF DIRECTORS OF USTA FOUNDATION. PURSUANT TO THE BYLAWS OF USTA FOUNDATION, 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 FOUNDATION. IN ADDITION, THE SOLE MEMBER HAS THE RIGHT TO APPROVE OR RATIFY CERTAIN DECISIONS OF THE BOARD OF DIRECTORS OF USTA FOUNDATION (SUCH AS THE DECISION TO MERGE OR

Name of the organization USTA FOUNDATION INCORPORATED	Employer identification number 13-3782331
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DISSOLVE) PURSUANT TO THE NEW YORK NOT-FOR-PROFIT CORPORATION LAW.

CONFLICT OF INTEREST

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 FOUNDATION 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 OR OFFICER TO PROMPTLY 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

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

PUBLIC AVAILABILITY OF ASSOCIATION DOCUMENTS

THE PUBLIC CAN OBTAIN THE ORGANIZATIONS FORM 990 AND ITS AUDITED 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.

NJTL PROGRAM

IN 2014 THE USTA FOUNDATION EXPANDED ITS REACH TO FURTHER EMBRACE THE

Name of the organization USTA FOUNDATION INCORPORATED	Employer identification number 13-3782331
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NATIONAL JUNIOR TENNIS AND LEARNING ("NJTL") NETWORK. AS PART OF THIS EFFORT THE USTA FOUNDATION DIRECTLY PROVIDES TRAINING AND PROGRAM SUPPORT TO THE NJTL NETWORK.

ATTACHMENT 1

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

THE USTA FOUNDATION PROVIDES PROGRAM GRANTS TO SUPPORT THE IMPLEMENTATION OF QUALIFIED EDUCATIONAL CURRICULA AND IMPROVED TENNIS DELIVERY. PREFERENCE IS GIVEN TO NJTL CHAPTERS, SERVING UNDER-RESOURCED DEMOGRAPHICS. IN 2016, A TOTAL OF \$3,710,028 WAS GRANTED TO 122 ORGANIZATIONS. HIGHLIGHTS OF THE PROGRAMS THAT WERE FUNDED INCLUDE THE FOLLOWING:

NJTL CAPACITY BUILDING: THE USTA FOUNDATION CAPACITY BUILDING PROGRAM IS DESIGNED TO PROVIDE LONG-TERM TECHNICAL ASSISTANCE FOR NATIONAL JUNIOR TENNIS & LEARNING (NJTL) CHAPTERS. THE PROGRAM SUPPORTS ORGANIZATIONAL GROWTH IN SUSTAINABILITY, GOVERNANCE, MANAGEMENT INFRASTRUCTURE, AND PROGRAMMATIC IMPACT ON UNDER-RESOURCED YOUTH.

NATIONAL ESSAY CONTEST, LITERACY, HEALTH & STEM: THE USTA FOUNDATION PROVIDES EVIDENCE-BASED CURRICULA TO NJTL CHAPTERS GEARED TOWARDS ELEMENTARY, MIDDLE AND HIGH SCHOOL STUDENTS. THE ENRICHMENT LESSONS COMPLEMENT NATIONAL EDUCATIONAL STANDARDS AND USE RECREATION (TENNIS) AS A FOUNDATION FOR LEARNING VALUABLE LITERACY, HEALTH, SCIENCE, TECHNOLOGY, ENGINEERING AND MATHEMATICS (STEM) COMPETENCIES. THE NATIONAL ESSAY CONTEST IS AN OPPORTUNITY FOR NJTL PARTICIPANTS TO PUT THEIR LITERACY SKILLS INTO PRACTICAL

Name of the organization USTA FOUNDATION INCORPORATED	Employer identification number 13-3782331
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ATTACHMENT 1 (CONT'D)

USE. UNDER-RESOURCED CONTESTANTS ARE SELECTED BASED ON THE MERIT OF THEIR ESSAYS AND WIN AN ALL-EXPENSE PAID TRIP TO THE US OPEN IN NEW YORK CITY.

EXCELLENCE TEAMS: THE USTA FOUNDATION WORKS IN PARTNERSHIP WITH NATIONAL JUNIOR TENNIS & LEARNING (NJTL) CHAPTERS AND OTHER ENTITIES TO IDENTIFY, TRAIN, AND EDUCATE THE NEXT GENERATION OF AMERICAN TENNIS CHAMPIONS, NATIONAL LEVEL COMPETITORS, COLLEGIATE PLAYERS AND FUTURE LEADERS. EXCELLENCE TEAMS ARE DESIGNED TO BREAK FINANCIAL BARRIERS BY PROVIDING QUALITY COACHING, EQUIPMENT AND TOURNAMENT TRAVEL AT NO COST TO UNDER-SERVED JUNIOR PLAYERS FROM UNDER-RESOURCED POPULATIONS.

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

AL, AR, CA, CT,

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

MN, NH, NJ, NM, NY, NC, ND, OR, PA,

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

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

ATTACHMENT 3

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
DEROSA SPORTS CONSTRUCTION INC PO BOX 107 MAMARONECK, NY 10543	TENNIS COURT REFURB	290,000.
M-C SPORT SYSTEMS INC 101 S. HOUGH STREET, STE 7 BARRINGTON, IL 60010	TENNIS COURT REFURB	126,105.

ATTACHMENT 4

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL REVENUE</u>	(B) <u>RELATED OR EXEMPT REVENUE</u>	(C) <u>UNRELATED BUSINESS REV.</u>	(D) <u>EXCLUDED REVENUE</u>
DIVIDENDS AND INTEREST	60,222.			
TOTALS	<u>60,222.</u>			

ATTACHMENT 5

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
OPENING NIGHT GALA	1,004,672.
PRO-AM EAST COAST	146,350.
PRO-AM US OPEN	230,765.
WORLD TENNIS DAY	114,240.
PRO-AM LA	125,463.
TOTAL	<u>1,621,490.</u>

Name of the organization USTA FOUNDATION INCORPORATED	Employer identification number 13-3782331
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ATTACHMENT 6

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
OPENING NIGHT GALA	138,250.	16,323.	121,927.
PRO-AM EAST COAST	47,040.	29,390.	17,650.
PRO-AM US OPEN	90,735.	90,120.	615.
WORLD TENNIS DAY	44,980.	69,914.	-24,934.
PRO-AM LA	31,162.	14,303.	16,859.
TOTALS	<u>352,167.</u>	<u>220,050.</u>	<u>132,117.</u>

ATTACHMENT 7

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PREPAID EXPENSES	14,000.
TOTALS	<u>14,000.</u>

ATTACHMENT 8

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
SECURITY-EQUITIES&MUTUAL FUNDS	1,286,888.
TOTALS	<u>1,286,888.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2016

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**

▶ **Attach to Form 990.**

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

Department of the Treasury
Internal Revenue Service

Name of the organization

USTA FOUNDATION INCORPORATED

Employer identification number

13-3782331

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) UNITED STATES TENNIS ASSOCIATION, INC 70 W RED OAK LANE WHITE PLAINS, NY 10604 13-5459420	TENNIS	NY	501(C)(6)		N/A		
(2) USTA NATIONAL TENNIS CENTER INC. 70 WEST RED OAK LANE WHITE PLAINS, NY 10604 13-2946690	TENNIS PARK	NY	501(C)(3)	10	USTA		
(3) USTA PLAYER DEVELOPMENT INC. 70 WEST RED OAK LANE WHITE PLAINS, NY 10604 27-1368195	TENNIS	NY	501(C)(3)	12A	USTA		
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2016

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) CINCINNATI TENNIS, LLC 26-4273 250 EAST FIFTH ST., STE. 1310	TENNIS TOURNA	DE	N/A									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

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

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) UNITED STATES TENNIS ASSOCIATION, INC.	N	452,118.	
(2) UNITED STATES TENNIS ASSOCIATION, INC.	O	1,629,252.	
(3) UNITED STATES TENNIS ASSOCIATION, INC.	C	535,443.	
(4) UNITED STATES TENNIS ASSOCIATION, INC	P	593,780.	
(5) USTA PLAYER DEVELOPMENT INC.	B	55,123.	
(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 sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

LINE 1N AND 1O CONTRIBUTED SERVICES

CONTRIBUTED SERVICES AMOUNTS ARE BASED ON FAIR MARKET VALUE