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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation YOUTH IMPROVED, INCORPORATED		A Employer identification number 27-0988546
D/B/A GENYOUTH FOUNDATION		
Number and street (or P O box number if mail is not delivered to street address) 10255 WEST HIGGINS ROAD STE 900		B Telephone number (see instructions) (847) 803-2000
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code ROSEMONT, IL 60018-5638		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		C If exemption application is pending check here. <input type="checkbox"/> D 1 Foreign organizations check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,200,023.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions gifts grants etc. received (attach schedule)		10,418,585.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		498.	498.		
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications				1,187.	
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1		12.			
12 Total. Add lines 1 through 11		10,419,095.	498.	1,187.	
13 Compensation of officers directors, trustees etc.		200,004.			200,004.
14 Other employee salaries and wages		471,278.			400,048.
15 Pension plans, employee benefits		91,088.			83,782.
16a Legal fees (attach schedule) ATCH 2		55,433.			64,593.
b Accounting fees (attach schedule) ATCH 3		87,547.			66,103.
c Other professional fees (attach schedule) [4]		2,422,117.			2,558,174.
17 Interest					
18 Taxes (attach schedule) (see instructions) [5]		10.			
19 Depreciation (attach schedule) and depletion		15,658.			
20 Occupancy		259,961.			203,607.
21 Travel, conferences, and meetings		485,203.			394,008.
22 Printing and publications		89,041.			99,116.
23 Other expenses (attach schedule) ATCH 6		202,095.			186,149.
24 Total operating and administrative expenses. Add lines 13 through 23.		4,379,435.			4,255,584.
25 Contributions, gifts, grants paid		4,620,166.			4,945,556.
26 Total expenses and disbursements. Add lines 24 and 25.		8,999,601.	0.	0.	9,201,140.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		1,419,494.			
b Net investment income (if negative, enter -0-)			498.		
c Adjusted net income (if negative, enter -0-)				1,187.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		3,558.	806.	806.
	2	Savings and temporary cash investments		6,483,656.	6,592,930.	6,592,930.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ 3,418,099.				
		Less allowance for doubtful accounts ▶		2,673,812.	3,418,099.	3,418,099.
	5	Grants receivable.				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use.			55,061.	55,061.
	9	Prepaid expenses and deferred charges		9,080.	29,835.	29,835.
	10a	Investments - U S and state government obligations (attach schedule). .				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ 156,583.				
		Less accumulated depreciation (attach schedule) ▶ 156,583.		15,658.		
	15	Other assets (describe ▶ ATCH 7)		103,097.	103,292.	103,292.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		9,288,861.	10,200,023.	10,200,023.
Liabilities	17	Accounts payable and accrued expenses		2,644,569.	2,128,081.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees and other disqualified persons. .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		2,644,569.	2,128,081.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		684,812.	2,334,181.	
	25	Temporarily restricted		5,959,480.	5,737,761.	
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		6,644,292.	8,071,942.	
	31	Total liabilities and net assets/fund balances (see instructions)		9,288,861.	10,200,023.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	6,644,292.
2	Enter amount from Part I, line 27a	2	1,419,494.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	8,156.
4	Add lines 1, 2, and 3	4	8,071,942.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,071,942.

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Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co)(b) How
acquired
P - Purchase
D - Donation(c) Date acquired
(mo day, yr)(d) Date sold
(mo day yr)**1 a** N/A**b****c****d****e**

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)**a** N/A**b****c****d****e**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col (i)
over col (j), if any(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**a** N/A**b****c****d****e****2** Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }**2** N/A**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8 }**3** N/A**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	8,918,551.	7,065,135.	1.262333
2014	5,164,046.	6,421,126.	0.804227
2013	7,023,091.	3,743,305.	1.876174
2012	5,970,297.	2,002,520.	2.981392
2011	4,937,887.	1,866,342.	2.645757

2 Total of line 1, column (d) **2** 9.569883**3** Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years. **3** 1.913977**4** Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 **4** 6,408,649.**5** Multiply line 4 by line 3. **5** 12,266,007.**6** Enter 1% of net investment income (1% of Part I, line 27b). **6** 5.**7** Add lines 5 and 6. **7** 12,266,012.**8** Enter qualifying distributions from Part XII, line 4 **8** 9,201,140.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the
Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948- see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	10.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	10.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	20.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	20.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 10. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DC, IL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GENYOUTHNOW.ORG	13	X
14 The books are in care of ► QUINTON BAILY Telephone no ► 847-803-2000 Located at ► 10255 WEST HIGGINS RD, SUITE 900 ROSEMONT, IL ZIP+4 ► 60018-5638		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		200,004.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
ATCH 10		439,529.	0.	0.
Total number of other employees paid over \$50,000.				0.

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		1,587,748.
Total number of others receiving over \$50,000 for professional services		0.

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 (SEE FOOTNOTE - ATTACHMENT 14)	2,231,769.
2 FUEL UP TO PLAY 60 (SEE FOOTNOTE - ATTACHMENT 15)	5,312,563.
3 ADVENTURE CAPITAL (SEE FOOTNOTE - ATTACHMENT 16)	1,298,244.
4 GENYOUTH FOUNDATION HOSTS EVENT FORUMS DESIGNED TO HELP MAP THE CONNECTIONS THAT PHYSICAL ACTIVITY AND NUTRITION HAVE TO LEARNING AND BEHAVIOR.	205,174.

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	6,506,243.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	6,506,243.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,506,243.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	97,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,408,649.
6	Minimum investment return. Enter 5% of line 5	6	320,432.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	320,432.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10.
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	10.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	320,422.
4	Recoveries of amounts treated as qualifying distributions	4	1,187.
5	Add lines 3 and 4	5	321,609.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	321,609.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,201,140.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,201,140.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,201,140.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				321,609.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011	4,844,608.			
b From 2012	5,870,191.			
c From 2013	6,809,682.			
d From 2014	4,838,002.			
e From 2015	8,516,828.			
f Total of lines 3a through e	30,879,311.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>9,201,140.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				321,609.
e Remaining amount distributed out of corpus.	8,879,531.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	39,758,842.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	4,844,608.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	34,914,234.			
10 Analysis of line 9				
a Excess from 2012	5,870,191.			
b Excess from 2013	6,809,682.			
c Excess from 2014	4,838,002.			
d Excess from 2015	8,516,828.			
e Excess from 2016	8,879,531.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

ATCH 12

b The form in which applications should be submitted and information and materials they should include

ATCH 13

c Any submission deadlines

SUBMISSION DEADLINES MAY VARY

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 18				4,945,556.
Total			▶ 3a	4,945,556.
b <i>Approved for future payment</i>				
Total			▶ 3b	N/A

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	498.	
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a MISCELLANEOUS				01	12.	
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					510.	
13 Total. Add line 12, columns (b), (d), and (e)						510.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
DAIRY MANAGEMENT INC	501 (C) (6)	CONTROLLING ORGANIZATION


**Sign
Here**

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 11/13/17 Title: CFO

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

**Paid
Preparer
Use Only**

Print/Type preparer's name MICHAEL R SALES		Preparer's signature 		Date 11/10/17	Check <input type="checkbox"/> if self-employed	PTIN P01770943
Firm's name ▶ ERNST & YOUNG U.S. LLP					Firm's EIN ▶ 34-6565596	
Firm's address ▶ 99 WOOD AVENUE SOUTH ISELIN, NJ 08830					Phone no 732-516-4200	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016**Name of the organization**YOUTH IMPROVED, INCORPORATED
D/B/A GENYOUTH FOUNDATION**Employer identification number**

27-0988546

Organization type (check one)**Filers of:**

Form 990 or 990-EZ

Section:☐ 501(c)() (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 foundationCheck 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 **YOUTH IMPROVED, INCORPORATED**
D/B/A GENYOUTH FOUNDATION

Employer identification number

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	ACADEMY OF NUTRITION AND DIETETICS 120 SOUTH RIVERSIDE PLAZA, STE. 2000 CHICAGO, IL 60606-6995	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	AMERICAN DAIRY ASSOCIATION & DAIRY COUNC 100 ELWOOD DAVIS ROAD NORTH SYRACUSE, NY 13212	\$ 30,162.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	AMERICAN DAIRY ASSOCIATION INDIANA, INC. 9360 CASTLEGATE DRIVE INDIANAPOLIS, IN 46256	\$ 81,822.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	AMERICAN DAIRY ASSOCIATION MIDEAST 5950 SHARON WOODS BOULEVARD COLUMBUS, OH 43229	\$ 38,952.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	ARBY'S FOUNDATION 1155 PERIMETER CENTER WEST SUITE 1200 ATLANTA, GA 30338	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	ASUG 20 NORTH WACKER DRIVE, STE 1810 CHICAGO, IL 60606	\$ 16,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ATLANTA FIXTURE & SALES COMPANY, INC. 3185 NORTHEAST EXPRESSWAY ATLANTA, GA 30341-5389	\$ 28,385.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	BEARS CARE 1920 FOOTBALL DRIVE LAKE FOREST, IL 60045	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	BODY ARMOR 1720 WHITESTONE EXPY STE 401 WHITESTONE, NY 11357	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	BRAX, LTD 2002 EASTWOOD ROAD, SUITE 202 WILMINGTON, NC 28403	\$ 11,406.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	CALIFORNIA MILK ADVISORY BOARD 400 OYSTER POINT BLVD, SUITE 211 SO. SAN FRANCISCO, CA 94080	\$ 29,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	CARAHSOFT 1860 MICHAEL FARADAY DR STE 100 RESTON, VA 20190	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	CAROLINA PANTHERS CHARITIES DONOR ADVISE 220 NORTH TRYON STREET CHARLOTTE, NC 28202	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
14	CENTURY LINK 5900 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138	\$ 25,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
15	CHELAN FRESH MARKETING 317 E JOHNSON AVE CHELAN, WA 98816	\$ 25,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
16	CHENG TONY 15 BANK STREET NEW YORK, NY 10014	\$ 9,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
17	CHRIS POLICINSKI 450 OLD LONG LAKE RD WAYZATA, MN 55391	\$ 6,625.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
18	COBANK 6340 S.FIDDLERS GREEN CIRCLE GREENWOOD VILLAGE, CO 80111	\$ 50,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	COLD-SELL SYSTEMS PO BOX 11781 WINSTON-SALEM, NC 27116	\$ 16,002.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
20	COOPER INSTITUTE 12330 PRESTON ROAD DALLAS, TX 75230	\$ 282,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
21	CURT KOLCUN 12012 SUNSET HILLS ROAD SUITE 100 RESTON, VA 20190	\$ 6,210.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
22	CUSTOM EDUCATION 808 HADDON AVENUE COLLINGSWOOD, NJ 08108-1924	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
23	CUSTOM INNOVATION, LLC 4634 TWIN LAKES LANE LONG GROVE, IL 60047	\$ 15,991.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
24	DAIRY COUNCIL OF ARIZONA 2008 SOUTH HARDY DRIVE TEMPLE, AZ 85282	\$ 164,210.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization YOUTH IMPROVED, INCORPORATED
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Employer identification number

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
25	DAIRY MANAGEMENT INC 10255 WEST HIGGINS RD, SUITE 900 ROSEMONT, IL 60018	\$ 1,527,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
26	DAIRY MAX 2214 PADDOCK WAY DRIVE, SUITE 600 GRAND PRAIRIE, TX 75050	\$ 18,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
27	DANNON COMPANY, INC. 100 HILLSIDE AVENUE WHITE PLAINS, NY 10603	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
28	DANNON INSTITUTE 100 HILLSIDE AVENUE WHITE PLAINS, NY 10603	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
29	DAVE BRANDON ONE GEOFFERY WAY WAYNE, NY 07470	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
30	DAVID MOUNTS 635 VINE STREET WINSTON SALEM, NC 27101	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
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Employer identification number

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
31	DELL INC. 1 DELL WAY ROUND ROCK, TX 78682	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
32	DOMINO'S PIZZA GROSSE GALLUSSTRASSE 10-14, FLOOR 3 FRANKFURT AM MAIN GERMANY	\$ 692,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
33	ELKAY INTERIORS, INC. 241 N BROADWAY STREET SUITE 600 MILWAUKEE, WI 53202	\$ 11,081.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
34	ERGOTRON 1181 TRAPP ROAD ST. PAUL, MN 55121	\$ 47,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
35	ERNST AND YOUNG 5 TIMES SQUARE NEW YORK, NY 10036	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
36	FAIRLIFE 1001 WEST ADAMS STREET CHICAGO, IL 60607	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization YOUTH IMPROVED, INCORPORATED
D/B/A GENYOUTH FOUNDATION

Employer identification number

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
37	FANATICS 8100 NATIONS WAY JACKSONVILLE, FL 32256	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
38	FIRST DATA 1010 W MOCKINGBIRD LANE., SUITE 100 DALLAS, TX 75247	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
39	FLORIDA DAIRY FARMERS 1003 ORIENTA AVE ALTAMONTE SPRINGS, FL 32701	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
40	FRANKE FOODSERVICE SYSTEMS, INC 800 AVIATION PARKWAY SMYRNA, TN 37167	\$ 39,234.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
41	GARY GARRABRANT 110 CENTRAL PARK SOUTH, APT 4A NEW YORK, NY 10019	\$ 11,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
42	GARY GAUBA 5900 SILVER CREEK VALLEY ROAD SAN JOSE, CA 95138	\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
D/B/A GENYOUTH FOUNDATION

Employer identification number

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
43	GLOVER PARK GROUP 1025 F STREET NW, 9TH FLOOR WASHINGTON, DC 20004	\$ 25,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
44	HARVEY SANDERS 355 WHEATLEY RD OLD WESTBURY, NY 11568	\$ 7,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
45	HUDSON GREY SKY PRODUCTIONS 29 VALLEY ROAD BRONXVILLE, NY 10708	\$ 25,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
46	IDAHO DAIRY PRODUCTS COMMISSION 743 NORTH TOUCHMARK AVE MERIDIAN, ID 83642	\$ 175,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
47	INTERCONTINENTAL EXCHANGE 5660 NEW NORTHSIDE DRIVE, 3RD FLOOR ATLANTA, GA 30328	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
48	J. M. SMUCKER COMPANY 1 STRAWBERRY LANE PO BOX 88 ORRVILLE, OH 44667	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
D/B/A GENYOUTH FOUNDATION

Employer identification number

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
49	JAMES MCMANUS 11 CENTER STREET RUMSON, NJ 07760	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
50	JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK, NY 10022	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
51	JOHN COLLINS 850 THIRD AVENUE, 31ST FLOOR NEW YORK, NY 10022	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
52	JOHN COYLE 320 PARK AVENUE, 28TH FLOOR NEW YORK, NY 10022	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
53	JOSEPH SERVENTI 225 N ROUTE 303., STE 101 CONGERS, NY 10920	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
54	JUDY LIVINGSTON MOORE 217 BROADWAY NEW YORK, NY 10004	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
D/B/A GENYOUTH FOUNDATION

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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
55	KEVIN PLANK 1020 HULL ST, FL 3 BALTIMORE, MD 21230	\$ 29,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
56	KEVIN WARREN 9520 VIKING DRIVE EDEN PRAIRIE, MN 55344	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
57	KPMG 1801 K STREET NW WASHINGTON, DC 20006	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
58	LAND O'LAKES, INC. PO BOX 64101 ST. PAUL, MN 55164-0101	\$ 596,665.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
59	LEPRINO FOODS COMPANY FOUNDATION 1830 WEST 38TH AVENUE DENVER, CO 80211	\$ 20,638.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
60	LIONTREE 660 MADISON AVE NEW YORK, NY 10065	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	LOW TEMP INDUSTRIES, INC. 9192 TARA BLVD. JONESBORO, GA 30236	\$ 5,389.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
62	MAINE DAIRY PROMOTION BOARD 333 CONY RD AUGUST, ME 04330	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
63	MARK HOFFMAN 44 TISDALE ROAD SCARSDALE, NY 10583	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
64	MARK TESTONI 3809 WEST CHESTER PIKE, SUITE 200 NEWTOWN SQUARE, PA 19370	\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
65	MICROSOFT 12012 SUNSET HILLS RD, STE 100 RESTON, VA 20190	\$ 100,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
66	MID-ATLANTIC DAIRY ASSOCIATION 325 CHESTNUT STREET, SUITE 600 PHILADELPHIA, PA 19106	\$ 43,772.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67	MIDWEST DAIRY ASSOCIATION 8645 COLLEGE BLVD., SUITE 250 OVERLAND PARK, KS 66210	\$ 1,203,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
68	MIKE MORINI 180 WEST 20TH STREET, PH-L NEW YORK, NY 10011	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
69	MINNESOTA SB HOST COMMITTEE LEGACY FUND 200 SOUTH 6TH ST, SUITE 1145 MINNEAPOLIS, MN 55402	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
70	MKM PARTNERS 300 FIRST STAMFORD PLACE STAMFORD, CT 06902	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
71	MMS EDUCATION 105 TERRY DR #120 NEWTOWN, PA 18940	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
72	MORGAN STANLEY 1585 BROADWAY, 39TH FLOOR NEW YORK, NY 10036	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73	MUSHROOM COUNCIL 303 TWIN DOLPHIN DRIVE, SUITE 600 REDWOOD SHORES, CA 94065	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
74	NARDELLI FAMILY FUND- COMMUNITY FDN 191 PEACHTREE STREET NE, SUITE 1000 ALTANTA, GA 30303	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
75	NATIONAL BASKETBALL ASSOCIATION 645 5TH AVE NEW YORK, NY 10022	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
76	NATIONAL DAIRY COUNCIL 10255 W.HIGGINS ROAD SUITE 900 ROSEMONT, IL 60018	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
77	NATIONAL FDN OF FITNESS, SPORTS & NUTRIT PO BOX 4849 SILVER SPRING, MD 20914	\$ 45,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
78	NATIONAL HOCKEY LEAGUE FOUNDATION 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
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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
79	NATIONAL RETAIL FEDERATION 1101 NEW YORK AVE NW SUITE 1200 WASHINGTON, DC 20005	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
80	NBC UNIVERSAL MEDIA 30 ROCKEFELLER PLAZA NEW YORK, NY 10112	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
81	NETAPP 495 EAST JAVA DR SUNNYVALE, CA 94089	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
82	NEW ENGLAND DAIRY PROMOTION BOARD 1034 COMMONWEALTH AVENUE BOSTON, MA 02215	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
83	NEW YORK GIANTS 1925 GIANTS DRIVE EAST RUTHERFORD, NJ 07073	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
84	NFL ALUMNI ASSOCIATION 8000 MIDLANTIC DRIVE, SUITE 130 SOUTH MOUNT LAUREL, NJ 8054	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
85	NFL FOUNDATION 345 PARK AVENUE NEW YORK, NY 10154	\$ 813,112.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
86	NFL PLAYERS INC 1133 20TH ST.NW WASHINGTON DC, DC 20036	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
87	NFL PROPERTIES LLC 345 PARK AVENUE NEW YORK, NY 10154	\$ 15,245.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
88	NHL ENTERPRISES 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
89	NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005-6453	\$ 416,737.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
90	NORDON, LLC 1 CABOT BLVD. EAST LANGHORNE, PA 19047	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
91	NTT DATA, INC. 100 CITY SQUARE BOSTON, MA 02129	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
92	OMNICOM GROUP (PROJECT AMP LLC) 437 MADISON AVENUE NEW YORK, NY 10022	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
93	OPTIMUM SPORTS AGENCY 195 BROADWAY, 17TH FLOOR NEW YORK, NY 10007	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
94	OREGON DAIRY PRODUCTS COMMISSION 10505 SW BARBUR BLVD., STE. 201 PORTLAND, OR 97219	\$ 117,818.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
95	PARKVIEW INTERNATIONAL INC 152 WEST 57TH STREET 58TH FLOOR NEW YORK, NY 10019	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
96	PATRICK DOYLE 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48406	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
97	PEYBACK FOUNDATION 1360 E. 9TH STREET, SUITE 1100 CLEVELAND, OH 44114-1782	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
98	QATALYST PARTNERS ONE MARITIME PLAZA 24TH FLOOR SAN FRANCISCO, CA 94111	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
99	QUAKER FOODS NORTH AMERICA 555 W MONROE, 15TH FLOOR CHICAGO, IL 60661	\$ 12,408.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
100	RETHINK H2O 203 MEL OAKS DRIVE CHAPEL HILL, NC 27516	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
101	RICHARD EDELMAN 250 HUDSON STREET 16TH FLOOR NEW YORK, NY 10013	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
102	ROGER GOODELL 345 PARK AVE NEW YORK, NY 10022	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
103	SACKS & SACKS, LLP 1150 BROADWAY, 4TH FLOOR NEW YORK, NY 10038	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
104	SAFEWAY FOUNDATION 20427 N 27TH AVE. PHOENIX, AZ 85027	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
105	SAP AMERICA, INC. 3999 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	\$ 221,715.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
106	SAP NATIONAL SECURITY SERVICES 3999 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
107	SEVENOKS, INC. (TCB) 3539 MONROE STREET LA PORTE, IN 46350	\$ 15,371.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
108	SIEGEL GALE 625 AVENUE OF THE AMERICAS NEW YORK, NY 10011	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
109	SIRIUSXM 1221 6TH AVENUE NEW YORK, NY 10020	\$ 50,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
110	SODEXO SCHOOL SERVICES 9801 WASHINGTONIAN BLVD GAITHERSBURG, MD 20878	\$ 21,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
111	STEVE CHAPMAN 5601 GRANITE PKWY #1000 PLANO, TX 75024	\$ 14,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
112	STEVE JONES 7 S. ABERDEEN ST. CHICAGO, IL 60607	\$ 5,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
113	STRYPEMONDE FOUNDATION 600 THIRD AVE NEW YORK, NY 10016	\$ 7,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
114	SUZANNE MCCLOSKEY 12392 DRIFTWOOD DRIVE DEMOTTE, IN 46310	\$ 9,125.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
115	TD AMERITRADE 200 SOUTH 108TH AVENUE OMAHA, NE 68154	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
116	THOMAS STANLEY 1830 W. 38TH AVENUE DENVER, CO 80211	\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
117	TOYS R US, INC. ONE GEOFFREY WAY WAYNE, NJ 07470	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
118	TRIBUNE MEDIA CO CHARITABLE FOUNDATION 435 NORTH MICHIGAN AVE. CHICAGO, IL 60611	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
119	UNDER ARMOUR 1020 HULL ST, FL 3 BALTIMORE, MD 21230	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
120	UNITED DAIRY INDUSTRY OF MICHIGAN 2163 JOLLY ROAD OKEMOS, MI 48864	\$ 147,825.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
121	UNIVERSITY OF NOTRE DAME OFFICE OF PUBLIC AFFAIRS 405 MAIN BUILDING NOTRE DAME, IN 46556	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
122	VANGUARD CHARITABLE P.O. BOX 55766 BOSTON, MA 02205-5766	\$ 762,516.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
123	WARING PRODUCTS DIVISION CONAIR CORP. 1 CUMMINGS POINT RD STAMFORD, CT 06902	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
124	WASHINGTON STATE DAIRY PRODUCTS COMMISS. 4201 -198TH STREET, SW SUITE 101 LYNNWOOD, WA 98036-6751	\$ 210,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
125	WESTERN DAIRY ASSOCIATION 12000 NORTH WASHINGTON, STE. 175 THORNTON, CO 80241	\$ 59,139.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
126	WILLIAM B SMITH 423 HILLSIDE AVE WESTFIELD, NJ 07090-2902	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
127	WORKFORCE SOFTWARE 38705 SEVEN MILE ROAD LIVONIA, MI 48152	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
128	DEUTSCHE BANK SECURITIES INC. GROSSE GALLUSSTRASSE 10-14, FLOOR 3 FRANKFURT AM MAIN GERMANY	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **YOUTH IMPROVED, INCORPORATED**
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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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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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

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MISCELLANEOUS INCOME	12.
TOTALS	<u>12.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	55,433.			64,593.
TOTALS	<u>55,433.</u>			<u>64,593.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDITING & TAX FEES	23,719.			1,730.
BOOKKEEPING SERVICES	63,828.			64,373.
TOTALS	<u>87,547.</u>			<u>66,103.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	2,422,117.	2,558,174.
TOTALS	<u>2,422,117.</u>	<u>2,558,174.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	10.
TOTALS	<u>10.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BANK FEES	15,243.	9,783.
SUPPLIES	17,989.	17,989.
BUSINESS EXPENSES	23,839.	24,565.
FUNDRAISING	11,436.	8,141.
REPAIRS AND MAINTENANCE	7,889.	8,508.
SOFTWARE LICENSE	4,771.	3,389.
STORAGE	464.	
TELEPHONE	19,743.	19,441.
INTERNET ACCESS	4,110.	4,110.
DUES AND SUBSCRIPTIONS	4,826.	4,826.
POSTAGE AND DELIVERY	22,145.	20,391.
PROGRAM EXPENSES	59,049.	54,962.
PLACEMENT AND SEARCH	1,665.	1,665.
INSURANCE	5,030.	4,913.
IT EQUIPMENT LEASE	3,546.	3,451.
EQUIPMENT & FURNITURE	335.	
ILLINOIS ANNUAL FILING FEE	15.	15.
TOTALS	202,095.	186,149.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT	103,292.	103,292.
TOTALS	<u>103,292.</u>	<u>103,292.</u>

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

RECOVERY PRIOR YEAR GRANTS-ACCRUAL BASIS

8,156.

TOTAL

8,156.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS GALLAGHER 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	CHAIRMAN 1.00	0.	0.	0.
SKYLAR DIGGINS 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
PATRICK DOYLE 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
RICHARD EDELMAN 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
ROGER GOODELL 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
CARLA HALL 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CURT KOLCUN 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
HOWIE LONG 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
JEFF MILLER 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
LOU M. NANNI 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
JAMES J. PHILLIPS 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
JOSE LUIS PRADO 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DR. DAVID SATCHER 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IN 60018-5638	DIRECTOR 1.00	0.	0.	0.
DEMAURICE SMITH 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
LALLY WEYMOUTH 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
JAMES WHITE 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
LAURA BAY 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.
JENNIFER MORGAN 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638	DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEXIS GLICK 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638 *THE INDIVIDUAL IDENTIFIED ABOVE WAS COMPENSATED FOR SERVICES PROVIDED TO THE FOUNDATION UNDER AN INDEPENDENT CONTRACTOR AGREEMENT.	CEO 40.00	200,004.	0.	0.
DAN CHAVKA 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638 *THE INDIVIDUAL IDENTIFIED WAS NOT COMPENSATED BY THE FOUNDATION FOR SERVICES PROVIDED AS AN OFFICER. RESPONSIBILITIES AS AN OFFICER ARE DEEMED TO BE DONATED SERVICES TO THE FOUNDATION.	CFO 25.00	0.	0.	0.
ANN MARIE KRAUTHEIM 10255 WEST HIGGINS ROAD, SUITE 900 ROSEMONT, IL 60018-5638 *THE INDIVIDUAL IDENTIFIED WAS NOT COMPENSATED BY THE FOUNDATION FOR SERVICES PROVIDED AS AN OFFICER. RESPONSIBILITIES AS AN OFFICER ARE DEEMED TO BE DONATED SERVICES TO THE FOUNDATION.	PRESIDENT 40.00	0.	0.	0.
GRAND TOTALS		200,004.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>		<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>		<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MARK A BLOCK 10255 WEST HIGGINS ROAD SUITE 900 ROSEMONT, IL 60018-5638		VICE PRESIDENT 40.00		192,474.	0.
EDWARD M KULL 10255 WEST HIGGINS ROAD SUITE 900 ROSEMONT, IL 60018-5638		SENIOR VP 40.00		177,705.	0.
LAUREN IZZO 10255 WEST HIGGINS ROAD SUITE 900 ROSEMONT, IL 60018-5638		SPECIALIST/ANALYST 40.00		69,350.	0.
		TOTAL COMPENSATION		439,529.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MMS EDUCATION INC. 105 TERRY DRIVE, SUITE 120 NEWTOWN, PA 18940	CONSULTING SERVICES	612,405.
CUSTOMED, INC. 808 HADDON AVE. COLLINGSWOOD, NJ 08108	CONSULTING SERVICES	483,856.
MKTG LLC 2095 TANGERINE COURT PALM SPRINGS, CA 92262	CONSULTING SERVICES	275,689.
COURTNEY DUBIN, INC. 360 E. 55TH STREET, APT 10M NEW YORK, NY 10022	CONSULTING SERVICES	161,000.
MCLEOD, WATKINSON & MILLER ONE MASSACHUSETTS AVE. NW, STE 800 WASHINGTON, DC 20001-1401	LEGAL SERVICES	54,798.

TOTAL COMPENSATION

1,587,748.

ATTACHMENT 12FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ANN MARIE KRAUTHEIM
10255 WEST HIGGINS ROAD, SUITE 900
ROSEMONT, IL 60018
847-803-2000

ATTACHMENT 13990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GENYOUTH FOUNDATION SUPPORTS THE FUEL UP TO PLAY 60 PROGRAM WHICH IS DESIGNED TO INCENTIVIZE SCHOOLS THROUGH GRANT AWARDS TO PROVIDE HEALTHIER NUTRITION AND INCREASED PHYSICAL ACTIVITY FOR STUDENTS. GRANT APPLICATIONS WITH INSTRUCTIONS CAN BE SUBMITTED ONLINE AT WWW.FUELUPTOPLAY60.COM. ON THE HOME PAGE SELECT THE TAB "FUNDING" AND "GENERAL INFORMATION" FROM THE DROP DOWN MENU. THIS SECTION DESCRIBES THE FUEL UP TO PLAY 60 GRANT APPLICATION PROCESS ALONG WITH RELATED SUBMISSION DATES AND PROGRAM RULES. ADDITIONAL FUNDING OPPORTUNITIES SUCH AS BREAKFAST GRANTS, ETC. CAN BE ACCESSED FROM THIS SECTION. GENYOUTH FOUNDATION IS NOT RELATED, THROUGH BOARD OVERLAP, TO ANY DONEES/GRANT RECIPIENTS.