

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2013, or tax year beginning 04/01, 2013, and ending 03/31, 2014

2013

Department of the Treasury
Internal Revenue Service

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

Name of exempt organization

Employer identification number

THE ARIZONA SPORTS FOUNDATION

86-0253821

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b <u>16054303</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration of Officer

I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2013 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund.

Sign Here ▶ *[Signature]* ▶ 102/03/15 ▶ EXECUTIVE DIRECTOR

Signature of officer Date Title

Part III Declaration of Electronic Return Originator (ERO) and Paid Preparer (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only	ERO's signature ▶ <u><i>Prenda Miesena</i></u>	Date <u>02/03/15</u>	Check if also paid preparer <input checked="" type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's SSN or PTIN <u>P00264669</u>
	Firm's name (or yours if self-employed), address, and ZIP code ▶ <u>ERNST & YOUNG U.S. LLP</u>			<u>EIN 34-6565596</u>	
		<u>TWO NORTH CENTRAL AVENUE, STE 2300</u>		<u>Phone no. 602/322-3000</u>	
		<u>PHOENIX AZ 85004</u>			

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

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.

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

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

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 04/01, 2013, and ending 03/31, 2014

B Check if applicable:	<input type="checkbox"/>	Address change	C Name of organization <u>THE ARIZONA SPORTS FOUNDATION</u> Doing Business As <u>FIESTA BOWL</u>			D Employer identification number <u>86-0253821</u>			
	<input type="checkbox"/>	Name change				Number and street (or P.O. box if mail is not delivered to street address)	Room/suite <u>190</u>	E Telephone number <u>(480) 350-0900</u>	
	<input type="checkbox"/>	Initial return				City or town, state or province, country, and ZIP or foreign postal code <u>SCOTTSDALE, AZ 85251</u>			G Gross receipts \$ <u>16,054,303.</u>
	<input type="checkbox"/>	Terminated				F Name and address of principal officer: <u>MICHAEL J. NEALY</u> <u>SAME AS C ABOVE</u>			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)
<input type="checkbox"/>	Amended return	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			H(c) Group exemption number ▶				
<input type="checkbox"/>	Application pending	J Website: ▶ <u>WWW.FIESTABOWL.ORG</u>							
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: <u>1972</u>		M State of legal domicile: <u>AZ</u>				

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>THE ARIZONA SPORTS FOUNDATION IS COMMITTED TO FOSTERING A CULTURE OF COMMUNITY INVOLVEMENT AND GIVING.</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	26.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	26.
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	103.
	6	Total number of volunteers (estimate if necessary)	6	300.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	112,442.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	48,457.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0	8,000.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,862,060.	14,999,580.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	191,013.	387,167.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	841,335.	659,556.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	18,894,408.	16,054,303.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	1,071,304.	686,726.
	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)	1,612,247.	3,731,368.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,825,850.	11,669,131.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,509,401.	16,087,225.
19	Revenue less expenses. Subtract line 18 from line 12	6,385,007.	-32,922.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	26,252,568.	51,397,688.
	22	Net assets or fund balances. Subtract line 21 from line 20	1,078,137.	789,397.
			25,174,431.	50,608,291.

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		<u>02/03/15</u> Date			
	Type or print name and title <u>Mike Nealy, Executive Director</u>				
Paid Preparer Use Only	Print/Type preparer's name <u>BRENDA D GRIESEMER</u>	Preparer's signature 	Date <u>02/03/15</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P00264669</u>
	Firm's name ▶ <u>ERNST & YOUNG U.S. LLP</u>			Firm's EIN ▶ <u>34-6565596</u>	
	Firm's address ▶ <u>TWO NORTH CENTRAL AVENUE, STE 2300 PHOENIX, AZ 85004</u>			Phone no. <u>602/322-3000</u>	

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** (2013)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THROUGH THE ANNUAL TOSTITOS FIESTA BOWL AND RELATED EVENTS, WE SERVE AS WELCOMING HOSTS, CREATE LIFELONG MEMORIES, PROMOTE ARIZONA AND ENABLE MEANINGFUL CONTRIBUTIONS TO SOCIETY.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? No

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 \$ 13,280,734 including grants of \$ 0) (Revenue \$ 14,867,660)

THE ARIZONA SPORTS FOUNDATION ANNUALLY STAGES THE TOSTITOS FIESTA BOWL, WHICH IS PART OF THE BOWL CHAMPIONSHIP SERIES (BCS). THE GAME IS PLAYED IN UNIVERSITY OF PHOENIX STADIUM IN GLENDALE, ARIZONA. THE 43RD ANNUAL TOSTITOS FIESTA BOWL WAS PLAYED ON JAN. 1, 2014, IN FRONT OF A CROWD OF 65,172. THE UCF KNIGHTS DEFEATED THE BAYLOR BEARS 52-42. THE GAME WAS TELEVISED BY ESPN.

4b (Code:) (Expenses \$ 0 including grants of \$ 686,726) (Revenue \$ 0)

FIESTA BOWL CHARITIES HELD A SEMI-ANNUAL GRANT CYCLE. THROUGH OUR INVOLVEMENT AND CONTRIBUTIONS TO CHARITABLE GROUPS, WE UPHOLD OUR COMMITMENT OF ANNUALLY SUPPORTING ORGANIZATIONS DEVOTED TO ENHANCING OUR COMMUNITY.

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 13,280,734

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 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?		
24 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
25 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 payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28 a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 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
28 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	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35 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>	X	
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 [X]

Table with columns for line numbers (1a-14b), descriptions, and Yes/No checkboxes. Includes questions about Form 1096, Form W-2G, Form W-3, and various IRS forms like 8886-T, 8899, and 720.

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 (26), 1b (26), 2, 3, 4, 5, 6, 7a, 7b, 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 AZ,
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, physical address, and telephone number of the person who possesses the books and records of the organization: CURT KRIZAN 7135 E. CAMELBACK ROAD, SUITE 190 SCOTTSDALE, AZ 85251 480-350-0900

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. X

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) ANDY MCCAIN (CH/EL TO 3/27/14) CHAIRMAN (BEG 3/28/14)	1.00 3.00	X		X				0	0	0
(2) BRIAN HALL CHAIRMAN (THRU 3/27/14), DIR	1.00 3.00	X		X			2,591.	0		0
(3) MATTHEW WINTER DIR/CHAIR ELECT (BEG 3/28/14)	1.00 3.00	X		X			0	0		0
(4) MIKE HECOMOVICH DIR/TREASURER (BEG 3/28/14)	1.00 3.00	X		X			0	0		0
(5) JIM BRUNER TREASURER (THRU 3/27/14), DIR	1.00 3.00	X		X			800.	0		0
(6) CHARLES O'CONNOR DIR/SEC (BEG 3/28/14)	1.00 3.00	X		X			0	0		0
(7) ANN DAMIANO SECRETARY (THRU 3/27/14), DIR	1.00 3.00	X		X			1,160.	0		0
(8) RAY ARTIGUE DIRECTOR (BEG 3/28/14)	1.00 3.00	X					0	0		0
(9) RUBEN BALDERAS DIRECTOR (BEG 8/15/13)	1.00 3.00	X					0	0		0
(10) NIKKI BALICH DIRECTOR	1.00 3.00	X					0	0		0
(11) PATRICK BARKLEY DIRECTOR	1.00 3.00	X					645.	0		0
(12) BRETT BENTON DIRECTOR	1.00 3.00	X					2,200.	0		0
(13) JUDY BERNAS DIRECTOR	1.00 3.00	X					0	0		0
(14) JOHN CURRIE DIRECTOR	1.00 3.00	X					0	0		0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
15) GONZALO DE LA MELENA DIRECTOR (BEG 3/28/14)	1.00 3.00	X						0	0	0
16) SHERYL DEHNING LONG DIRECTOR (THRU 3/28/14)	1.00 3.00	X						0	0	0
17) JORY HANCOCK DIRECTOR (THRU 3/17/14)	1.00 3.00	X						0	0	0
18) JAMES HATFIELD DIRECTOR (BEG 3/28/14)	1.00 3.00	X						0	0	0
19) RICHARD A HORN DIRECTOR	1.00 3.00	X						0	0	0
20) COLLEEN JENNINGS-ROGGENSACK DIRECTOR	1.00 3.00	X						0	0	0
21) LARRY JOHNSON DIRECTOR	1.00 3.00	X						1,060.	0	0
22) DEREK J. KERR DIRECTOR	1.00 3.00	X						0	0	0
23) STEVEN LEACH DIRECTOR	1.00 3.00	X						0	0	0
24) ROB LONGO DIRECTOR	1.00 3.00	X						0	0	0
25) CLINTON PATTEA DIRECTOR (THRU 7/5/13)	1.00 3.00	X						0	0	0
1b Sub-total								7,396.	0	0
c Total from continuation sheets to Part VII, Section A								1,483,898.	0	145,540.
d Total (add lines 1b and 1c)								1,491,294.	0	145,540.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **7**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) 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			
(26) JAY PARRY ----- DIRECTOR	1.00 ----- 3.00	X						0	0	0
(27) RAMIRO G. PERU ----- DIRECTOR	1.00 ----- 3.00	X						0	0	0
(28) MARCUS SIPOLT ----- DIRECTOR	1.00 ----- 3.00	X						0	0	0
(29) ANDREW STEGEN ----- DIRECTOR	1.00 ----- 3.00	X						0	0	0
(30) STEVE WHITEMAN ----- DIRECTOR (THRU 3/28/14)	1.00 ----- 3.00	X						5,250.	0	0
(31) DUANE WOODS (DIR THRU 1/13/14) ----- EXEC. DIRECTOR (BEG 1/14/14)	1.00 ----- 3.00	X		X				0	0	0
(32) CURT KRIZAN ----- CHIEF FINANCIAL OFFICER	30.00 ----- 10.00			X				225,015.	0	31,854.
(33) ROBERT N. SHELTON ----- EXEC. DIRECTOR (THRU 1/13/14)	30.00 ----- 10.00			X				560,966.	0	28,679.
(34) STEPHANIE JARVIS ----- LEGAL COUNSEL/CHIEF COMP OFF	30.00 ----- 10.00			X				173,606.	0	14,772.
(35) ANDREW BAGNATO ----- CHIEF OF COMMUNICATIONS	30.00 ----- 10.00					X		137,864.	0	16,950.
(36) TRACY GUERRA ----- SR. DIRECTOR OF GAME & EVENTS	30.00 ----- 10.00					X		145,354.	0	22,832.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 7

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

Check if Schedule O contains a response 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						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e						
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	8,000.					
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f ▶			8,000.				
Program Service Revenue	Business Code							
	2a <u>GAME REVENUE</u>		711300	13,704,373.	13,599,313.	105,060.		
	b <u>SPONSORSHIP PAYMENTS</u>		711300	1,295,207.			1,295,207.	
	c _____							
	d _____							
	e _____							
	f All other program service revenue							
	g Total. Add lines 2a-2f ▶			14,999,580.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			646,861.			646,861.	
	4 Income from investment of tax-exempt bond proceeds . . . ▶			0				
	5 Royalties ▶			604,162.			604,162.	
	6a Gross rents	(i) Real	(ii) Personal					
			3,861.					
		b Less: rental expenses						
		c Rental income or (loss)		3,861.				
	d Net rental income or (loss) ▶			3,861.		3,861.		
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
			-259,694.					
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)		-259,694.				
	d Net gain or (loss) ▶			-259,694.	-259,694.			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a							
	b Less: direct expenses b							
c Net income or (loss) from fundraising events ▶			0					
9a Gross income from gaming activities. See Part IV, line 19 a								
b Less: direct expenses b								
c Net income or (loss) from gaming activities ▶			0					
10a Gross sales of inventory, less returns and allowances a								
b Less: cost of goods sold b								
c Net income or (loss) from sales of inventory ▶			0					
Miscellaneous Revenue			Business Code					
11a <u>ALL OTHER REVENUE</u>		711300	51,533.	48,012.	3,521.			
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d ▶			51,533.					
12 Total revenue. See instructions ▶			16,054,303.	13,387,631.	112,442.	2,546,230.		

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 X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	672,726.	672,726.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	14,000.	14,000.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	591,856.	491,240.	100,616.	
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	2,004,164.	1,663,456.	340,708.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	965,999.	801,779.	164,220.	
10 Payroll taxes	169,349.	140,560.	28,789.	
11 Fees for services (non-employees):				
a Management	0			
b Legal	41,488.		41,488.	
c Accounting	132,176.		132,176.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	237,933.		237,933.	
12 Advertising and promotion	238,562.		238,562.	
13 Office expenses	181,461.		181,461.	
14 Information technology	135,819.		135,819.	
15 Royalties	0			
16 Occupancy	198,771.		198,771.	
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	171,425.		171,425.	
19 Conferences, conventions, and meetings	98,860.		98,860.	
20 Interest	49,852.		49,852.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	464,795.	86,363.	378,432.	
23 Insurance	226,294.		226,294.	
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>GAME EXPENSES</u>	8,831,723.	8,831,723.		
b <u>GAME PROMO/HOSPITALITY</u>	549,611.	549,611.		
c <u>OTHER TAX, FINES & PENALTIES</u>	33,093.		33,093.	
d <u>DUES & SUBSCRIPTIONS</u>	37,274.		37,274.	
e All other expenses	39,994.	29,276.	10,718.	
25 Total functional expenses. Add lines 1 through 24e	16,087,225.	13,280,734.	2,806,491.	
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	2,132,231.	1	2,904,501.
	2 Savings and temporary cash investments	2,541,631.	2	249,624.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	1,058,822.	4	250,703.
	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	18,626.	8	18,330.
	9 Prepaid expenses and deferred charges	106,933.	9	102,935.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 9,090,466.		
	b Less: accumulated depreciation	10b 4,415,050.	5,142,758.	10c 4,675,416.
	11 Investments - publicly traded securities	14,827,570.	11	13,318,789.
	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	423,997.	15	29,877,390.
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,252,568.	16	51,397,688.	
Liabilities	17 Accounts payable and accrued expenses	1,005,982.	17	748,557.
	18 Grants payable	0	18	0
	19 Deferred revenue	72,155.	19	8,923.
	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	31,917.
	26 Total liabilities. Add lines 17 through 25	1,078,137.	26	789,397.
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	25,174,431.	27	50,608,291.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	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	25,174,431.	33	50,608,291.	
34 Total liabilities and net assets/fund balances	26,252,568.	34	51,397,688.	

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	16,054,303.
2	Total expenses (must equal Part IX, column (A), line 25)	2	16,087,225.
3	Revenue less expenses. Subtract line 2 from line 1	3	-32,922.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,174,431.
5	Net unrealized gains (losses) on investments	5	80,058.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	-2,995.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	25,389,719.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	50,608,291.

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)

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.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **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.**

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
--	---

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

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

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

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2013; 15 Public support percentage from 2012 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2013; b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0	0	0	8,000.	8,000.
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	15,643,070.	16,309,226.	14,844,512.	16,366,739.	13,563,435.	76,726,982.
3 Gross receipts from activities that are not an unrelated trade or business under section 513	1,110,789.	838,378.	885,591.	1,495,321.	1,295,207.	5,625,286.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	16,753,859.	17,147,604.	15,730,103.	17,862,060.	14,866,642.	82,360,268.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons		1,219,641.	1,411,269.	1,803,477.	1,636,811.	6,071,198.
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	607,101.	6,333,285.	6,967,779.	7,932,404.	6,992,008.	28,832,577.
c Add lines 7a and 7b.	607,101.	7,552,926.	8,379,048.	9,735,881.	8,628,819.	34,903,775.
8 Public support (Subtract line 7c from line 6.)						47,456,493.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6.	16,753,859.	17,147,604.	15,730,103.	17,862,060.	14,866,642.	82,360,268.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	364,290.	601,323.	872,060.	1,471,110.	1,253,013.	4,561,796.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975					92,423.	92,423.
c Add lines 10a and 10b	364,290.	601,323.	872,060.	1,471,110.	1,345,436.	4,654,219.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	3,054.	11,330.	4,724.	8,638.	47,716.	75,462.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	17,121,203.	17,760,257.	16,606,887.	19,341,808.	16,259,794.	87,089,949.
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	54.49%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	66.26%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	5.34%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	3.02%

- 19a 33 1/3% support tests - 2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Schedule of Contributors

2013

▶ **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 THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
--	---

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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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
1	----- ----- -----	\$ 8,000.	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.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

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 THE ARIZONA SPORTS FOUNDATION

Employer identification number
86-0253821

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

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

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

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

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

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

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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

Schedule C (Form 990 or 990-EZ) 2013

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b	Total lobbying expenditures to influence a legislative body (direct lobbying)		
c	Total lobbying expenditures (add lines 1a and 1b)		
d	Other exempt purpose expenditures	16,087,225.	28,038,136.
e	Total exempt purpose expenditures (add lines 1c and 1d)	16,087,225.	28,038,136.
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	954,361.	1,000,000.
If the amount on line 1e, column (a) or (b) is:		The lobbying nontaxable amount is:	
Not over \$500,000		20% of the amount on line 1e.	
Over \$500,000 but not over \$1,000,000		\$100,000 plus 15% of the excess over \$500,000.	
Over \$1,000,000 but not over \$1,500,000		\$175,000 plus 10% of the excess over \$1,000,000.	
Over \$1,500,000 but not over \$17,000,000		\$225,000 plus 5% of the excess over \$1,500,000.	
Over \$17,000,000		\$1,000,000.	
g	Grassroots nontaxable amount (enter 25% of line 1f)	238,590.	250,000.
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures					
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include questions about lobbying activities (1a-1j, 2a-2d) and their tax implications.

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with 3 columns: Question, Yes, No. Rows include questions about dues (1), lobbying expenditures (2), and carryover (3).

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

Table with 2 columns: Question, Amount. Rows include dues (1), nondeductible lobbying expenditures (2a-2c), carryover (3), and taxable amount (5).

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

Part IV Supplemental Information (continued)ATTACHMENT 1SCHEDULE C, PART II-A, AFFILIATED ORGANIZATIONS

ORGANIZATION NAME: ARIZ COLLEGE FOOTBALL CHAMPIONSHIP FOUND
 ADDRESS: 7135 E CAMELBACK ROAD, SUITE 190
 SCOTTSDALE, AZ 85251
 EIN: 20-3705626

ORGANIZATION IS AN ELECTING ORGANIZATION.

GRASSROOTS LOBBYING AMOUNT:

DIRECT LOBBYING AMOUNT:

TOTAL LOBBYING EXPENDITURES:

OTHER EXEMPT PURPOSE EXPENDITURES: 10.

TOTAL EXEMPT PURPOSE EXPENDITURES: 10.

LOBBYING NONTAXABLE AMOUNT: 2.

GRASSROOTS NONTAXABLE AMOUNT: 1.

TOTAL GRASSROOTS LESS NONTAXABLE AMOUNT:

TOTAL EXPENDITURES LESS NONTAXABLE AMOUNT:

SHARE OF EXCESS LOBBYING EXPENDITURES:

ORGANIZATION NAME: FIESTA EVENTS, INC
 ADDRESS: 7135 E CAMELBACK ROAD, SUITE 190
 SCOTTSDALE, AZ 85251
 EIN: 86-0666998

ORGANIZATION IS AN ELECTING ORGANIZATION.

GRASSROOTS LOBBYING AMOUNT:

DIRECT LOBBYING AMOUNT:

TOTAL LOBBYING EXPENDITURES:

OTHER EXEMPT PURPOSE EXPENDITURES: 1,556,318.

TOTAL EXEMPT PURPOSE EXPENDITURES: 1,556,318.

LOBBYING NONTAXABLE AMOUNT: 227,816.

GRASSROOTS NONTAXABLE AMOUNT: 56,954.

TOTAL GRASSROOTS LESS NONTAXABLE AMOUNT:

TOTAL EXPENDITURES LESS NONTAXABLE AMOUNT:

SHARE OF EXCESS LOBBYING EXPENDITURES:

Part IV Supplemental Information (continued)ATTACHMENT 1 (CONT'D)SCHEDULE C, PART II-A, AFFILIATED ORGANIZATIONS

ORGANIZATION NAME: VALLEY OF THE SUN BOWL FOUNDATION
 ADDRESS: 7135 E CAMELBACK ROAD, SUITE 190
 SCOTTSDALE, AZ 85251
 EIN: 86-0902767
 ORGANIZATION IS AN ELECTING ORGANIZATION.
 GRASSROOTS LOBBYING AMOUNT:
 DIRECT LOBBYING AMOUNT:
 TOTAL LOBBYING EXPENDITURES:
 OTHER EXEMPT PURPOSE EXPENDITURES: 10,394,583.
 TOTAL EXEMPT PURPOSE EXPENDITURES: 10,394,583.
 LOBBYING NONTAXABLE AMOUNT: 669,729.
 GRASSROOTS NONTAXABLE AMOUNT: 167,432.
 TOTAL GRASSROOTS LESS NONTAXABLE AMOUNT:
 TOTAL EXPENDITURES LESS NONTAXABLE AMOUNT:
 SHARE OF EXCESS LOBBYING EXPENDITURES:

ORGANIZATION NAME: THE ARIZONA SPORTS FOUNDATION
 ADDRESS: 7135 E CAMELBACK ROAD, SUITE 190
 SCOTTSDALE, AZ 85251
 EIN: 86-0253821
 ORGANIZATION IS AN ELECTING ORGANIZATION.
 GRASSROOTS LOBBYING AMOUNT:
 DIRECT LOBBYING AMOUNT:
 TOTAL LOBBYING EXPENDITURES:
 OTHER EXEMPT PURPOSE EXPENDITURES: 16,087,225.
 TOTAL EXEMPT PURPOSE EXPENDITURES: 16,087,225.
 LOBBYING NONTAXABLE AMOUNT: 954,361.
 GRASSROOTS NONTAXABLE AMOUNT: 238,590.
 TOTAL GRASSROOTS LESS NONTAXABLE AMOUNT:
 TOTAL EXPENDITURES LESS NONTAXABLE AMOUNT:
 SHARE OF EXCESS LOBBYING EXPENDITURES:

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

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

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

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

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Form for Part II Conservation Easements. Includes checkboxes for preservation types (land for public use, natural habitat, open space, historically important land area, certified historic structure). Includes a table for 'Held at the End of the Tax Year' with rows 2a-2d. Includes questions 3-9 regarding monitoring, expenses, and reporting.

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

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

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, and 3 regarding reporting requirements for art and historical treasures.

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

Schedule D (Form 990) 2013

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" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
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?
b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a 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 %
c Temporarily restricted endowment %
The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

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 10(c)).

Part VII Investments - Other Securities.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(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" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	29,818,538.
(2) OTHER ASSETS	58,852.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	29,877,390.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	31,917.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	31,917.

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

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include descriptions, sub-headers (2a-2d, 4a-4b), and totals (1, 2e, 3, 4c, 5).

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

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

Table with 5 main rows and sub-rows (a-e) for adjustments. Columns include descriptions, sub-headers (2a-2d, 4a-4b), and totals (1, 2e, 3, 4c, 5).

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

Series of horizontal dashed lines for providing supplemental information.

Part XIII Supplemental Information (continued)

SCHEDULE D, PART X, LINE 2

THE ORGANIZATION HAD A FOOTNOTE TO ITS AUDITED FINANCIAL STATEMENT ADDRESSING AN UNCERTAIN TAX POSITION UNDER FIN 48 (ASC 740). PER THE REQUIREMENTS OF SCHEDULE D, PART X, LINE 2, THE ENTIRETY OF THE FOOTNOTE IS QUOTED HERE. THE FOOTNOTE WAS ISSUED AS PART OF OUR AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 IN AN AUDIT REPORT DATED JUNE 30, 2014 ISSUED BY ERNST & YOUNG LLP.

"DURING FISCAL 2011, A SPECIAL COMMITTEE OF THE FOUNDATION'S BOARD OF DIRECTORS DIRECTED AN INVESTIGATION INTO MATTERS RELATED TO, AMONG OTHER THINGS, THE REIMBURSEMENT OF POLITICAL CONTRIBUTIONS MADE BY EMPLOYEES, POTENTIAL EXCESSIVE EXECUTIVE COMPENSATION, AND INAPPROPRIATE EXPENDITURES AND GIFTS. THE SPECIAL COMMITTEE FOUND EVIDENCE OF REIMBURSED POLITICAL CONTRIBUTIONS AND INAPPROPRIATE GIFTS AND EXPENSES. MATTERS RELATING TO EXPENDITURES AND EXCESS COMPENSATION CONTINUE TO BE ADDRESSED BY THE BOARD OF DIRECTORS AND MANAGEMENT.

SINCE THE TIME OF THE INVESTIGATION, THE FOUNDATION HAS TAKEN STEPS TO ADDRESS THE CONCERNS RAISED IN THE SPECIAL COMMITTEE REPORT INCLUDING, BUT NOT LIMITED TO, THE TERMINATION OF EMPLOYEES; THE HIRING OF A NEW EXECUTIVE DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF COMPLIANCE OFFICER/GENERAL COUNSEL, AND CONTROLLER; THE IMPLEMENTATION OF CHANGES TO THE GOVERNANCE STRUCTURE, INCLUDING RESTRUCTURING COMMITTEES OF THE BOARD OF DIRECTORS; AND THE ESTABLISHMENT OF MORE DETAILED POLICIES AND PROCEDURES.

UPON EXAMINATION OF THE RESULTS OF THE SPECIAL COMMITTEE INVESTIGATION

Part XIII Supplemental Information (continued)

AND REVIEW DONE SUBSEQUENT TO THE SPECIAL INVESTIGATION, MANAGEMENT BELIEVES THAT THE EXPENSES PAID BY THE FOUNDATION HAVE BEEN APPROPRIATELY RECORDED IN THE HISTORICAL FINANCIAL STATEMENTS. ANY RECOVERIES OF EXPENSES PAID WILL BE RECORDED, IF AND WHEN THEY ARE RECEIVED.

SOME OF THE FOUNDATION'S PRIOR ACTIVITIES COULD RISK THE FOUNDATION'S SECTION 501 (C)(3) EXEMPTION FROM FEDERAL INCOME TAXES. THESE ACTIVITIES FALL INTO FOUR CATEGORIES: (I) POLITICAL EXPENDITURES, (II) LOBBYING EXPENDITURES, (III) BENEFITS PROVIDED TO DISQUALIFIED PERSONS, AND (IV) BENEFITS PROVIDED TO THIRD PARTIES.

IN ALL THESE AREAS, THE FOUNDATION HAS TAKEN AND WILL CONTINUE TO TAKE CORRECTIVE ACTION AS FOLLOWS:

POLITICAL CAMPAIGN CONTRIBUTIONS - THE FOUNDATION HAS SOUGHT TO RECOVER SUCH AMOUNTS FROM CANDIDATES AND CHANGED ITS INTERNAL BONUS AND EXPENSE REIMBURSEMENT POLICIES AND PRACTICES.

LOBBYING ACTIVITIES - THE FOUNDATION HAS INVESTIGATED THESE EXPENDITURES AND BELIEVES THAT ALL OF THE EXPENSES PAID BY THE FOUNDATION TO PROFESSIONAL SERVICES FIRMS WERE PROPER AND THE FOUNDATION IS NOT AWARE OF LOBBYING ACTIVITIES CONDUCTED BY THE FOUNDATION OTHER THAN A SMALL AMOUNT OF INDIRECT SUPPORT PROVIDED FOR FUNDRAISING EVENTS.

BENEFITS PROVIDED TO DISQUALIFIED PERSONS - THE FOUNDATION HAS AMENDED INCOME TAX REPORTING FOR CERTAIN DIRECTORS, FORMER DIRECTORS, EMPLOYEES, AND CONSULTANTS FOR RECENT YEARS.

Part XIII Supplemental Information (continued)

THE FOUNDATION HAS ALSO QUANTIFIED ALL INUREMENT AND POSSIBLE EXCESS BENEFIT TRANSACTIONS AND REPORTED SUCH AMOUNTS FOR INCOME TAX PURPOSES.

BENEFITS PROVIDED TO THIRD PARTIES - THE FOUNDATION HAS INVESTIGATED AND HAS NOT IDENTIFIED ANY SIGNIFICANT AMOUNTS THAT RAISE INUREMENT OR IMPERMISSIBLE PRIVATE BENEFIT ISSUES WITH THIRD PARTIES.

THE INTERNAL REVENUE SERVICE (IRS) HAS BROAD DISCRETION WHEN DETERMINING WHETHER OR NOT TO REVOKE THE TAX-EXEMPT STATUS OF AN OFFENDING CHARITABLE ORGANIZATION OR TO IMPOSE ALTERNATIVE CORRECTIVE ACTIONS. ON NOVEMBER 15, 2012, THE FOUNDATION WAS NOTIFIED THAT THE IRS WOULD EXAMINE THE TAX YEAR ENDED MARCH 31, 2009, FOR THE ARIZONA SPORTS FOUNDATION. SINCE THAT TIME, THE EXAMINATION HAS BEEN INITIATED AND IS IN PROCESS. ALTHOUGH THE FOUNDATION CANNOT PREDICT THE OUTCOME WITH CERTAINTY, BASED ON THE CORRECTIVE ACTIONS THE FOUNDATION HAS TAKEN AND EXPECTS TO CONTINUE TO TAKE, MANAGEMENT BELIEVES IT IS MORE LIKELY THAN NOT THAT THE FOUNDATION WILL RETAIN ITS TAX-EXEMPT STATUS UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, MANAGEMENT BELIEVES IT CONTINUES TO BE APPROPRIATE TO RECORD NO PROVISION FOR INCOME TAXES IN THESE COMBINED FINANCIAL STATEMENTS.

THE FOUNDATION HAS ACCRUED A LIABILITY AT MARCH 31, 2014 AND 2013, FOR EXCISE TAXES RELATED TO REIMBURSED POLITICAL CAMPAIGN CONTRIBUTIONS SINCE 2000 AND FOR WITHHOLDING AND EMPLOYMENT TAXES WITH RESPECT TO AMOUNTS THAT REPRESENT COMPENSATION BUT WHICH WERE NOT INITIALLY TREATED AS SUCH BY THE FOUNDATION. THESE AMOUNTS TOTAL APPROXIMATELY \$122,000 AND

Part XIII Supplemental Information (continued)

REPRESENT THE ESTIMATED LIABILITIES IDENTIFIED TO DATE. IT IS REASONABLY POSSIBLE ADDITIONAL AMOUNTS MAY BE IDENTIFIED AND THE IRS COULD ASSESS A PENALTY OR OTHER AMOUNT TO THE FOUNDATION. ANY SUCH ADDITIONAL LIABILITIES CANNOT BE ESTIMATED AT THIS TIME AND A LIABILITY HAS NOT BEEN RECORDED IN THE ACCOMPANYING COMBINED FINANCIAL STATEMENTS.

THE IRS HAS PROVIDED STATUTORY GUIDANCE STATING THAT QUALIFIED SPONSORSHIP CONTRIBUTIONS (PAYMENTS WHERE THERE IS NO EXPECTATION OF ANY SUBSTANTIAL RETURN BENEFITS OTHER THAN THE USE OR ACKNOWLEDGMENT OF THE CORPORATE NAME OR LOGO) RECEIVED BY NOT-FOR-PROFIT ORGANIZATIONS ARE NOT TAXABLE UNRELATED BUSINESS INCOME. MANAGEMENT BELIEVES THAT THE CONTRIBUTIONS RECEIVED BY THE FOUNDATION QUALIFY UNDER THE STATUTORY PROVISIONS AND THEREFORE ARE NOT TAXABLE. IN ADDITION, SHOULD THE CONTRIBUTIONS BE DEEMED TAXABLE, MANAGEMENT BELIEVES THAT THE REVENUES SHOULD BE REDUCED BY RELATED EXPENSES. ACCORDINGLY, NO PROVISION FOR INCOME TAXES FOR UNRELATED BUSINESS INCOME HAS BEEN RECOGNIZED IN THE ACCOMPANYING COMBINED FINANCIAL STATEMENTS."

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ALL SPORTS FOUNDATION, INC. 525 W. SOUTHERN AVE. #102 MESA, AZ 85201	86-0948735	501(C)(3)	10,000.				GENERAL SUPPORT
(2) AMERICAN EAGLE FOUNDATION PO BOX 333 PIGEON FORGE, TN 37863	58-1652023	501(C)(3)	7,500.				GENERAL SUPPORT
(3) ANGEL CHARITY FOR CHILDREN INC. PO BOX 14225 TUCSON, AZ 85732	86-0472794	501(C)(3)	10,000.				GENERAL SUPPORT
(4) ARIZONA BRIDGE TO INDEPENDENT LIVING 5025 E. WASHINGTON ST. #200	86-0486447	501(C)(3)	25,000.				GENERAL SUPPORT
(5) ARIZONA COMMUNITY FOUNDATION 2210 E. CAMELBACK ROAD, #405B	86-0348306	501(C)(3)	10,000.				GENERAL SUPPORT
(6) ARIZONA LODGING & TOURISM ASSOCIATION 1240 E. MISSOURI AVE. PHOENIX, AZ 85014	86-0003185	501(C)(3)	10,000.				GENERAL SUPPORT
(7) ARIZONA SCIENCE CENTER 600 E. WASHINGTON STREET PHOENIX, AZ 85004	86-0390558	501(C)(3)	10,000.				GENERAL SUPPORT
(8) ARIZONA WOMEN'S EDUCATION & EMPLOYMENT, INC 640 N. 1ST AVE. PHOENIX, AZ 85003	86-0412509	501(C)(3)	20,000.				GENERAL SUPPORT
(9) ARIZONANS FOR CHILDREN, INC. 2435 E LA JOLLA DRIVE TEMPE, AZ 85282	02-0651198	501(C)(3)	15,000.				GENERAL SUPPORT
(10) AUDUBON ARIZONA: THE NINA MASON PULLIAM 3131 S. CENTRAL AVE PHOENIX, AZ 85040	13-1624102	501(C)(3)	6,500.				GENERAL SUPPORT
(11) BOYS & GIRLS CLUBS OF THE EAST VALLEY 1405 E. GUADALUPE RD. #4 TEMPE, AZ 85283	86-0550646	501(C)(3)	26,500.				SCHOLARSHIP
(12) BOYS HOPE GIRLS HOPE OF ARIZONA 3443 N. CENTRAL AVE. # 713	86-0630295	501(C)(3)	25,000.				GENERAL SUPPORT

- 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) (2013)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
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Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CHALLENGER SPACE CENTER 21170 N. 83RD AVE. PEORIA, AZ 85382	86-0851830	501(C)(3)	10,000.				GENERAL SUPPORT
(2) CHILDSPLAY, INC 900 S. MITCHELL DRIVE TEMPE, AZ 85281	86-0336473	501(C)(3)	20,000.				GENERAL SUPPORT
(3) CIVITAN FOUNDATION, INC. 12635 N. 42ND STREET PHOENIX, AZ 85032	27-7036797	501(C)(3)	50,000.				GENERAL SUPPORT
(4) DETOUR COMPANY THEATRE, INC. PO BOX 15067 PHOENIX, AZ 85060	01-0622545	501(C)(3)	8,300.				GENERAL SUPPORT
(5) DIAPER BANK OF SOUTHERN ARIZONA 4500 E. SPEEDWAY BLVD. #75 TUCSON, AZ 85712	43-1990345	501(C)(3)	25,000.				GENERAL SUPPORT
(6) EDUCATIONAL ENRICHMENT FOUNDATION 3809 E. THIRD STREET TUCSON, AZ 85716	74-2354578	501(C)(3)	10,000.				GENERAL SUPPORT
(7) ERIK HITE FOUNDATION 9420 E. GOLF LINKS RD. #265	27-2023911	501(C)(3)	15,000.				GENERAL SUPPORT
(8) FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 34466 PHOENIX, AZ 85067	44-0610626	501(C)(3)	6,000.				GENERAL SUPPORT
(9) GIRLS SCOUTS - ARIZONA 119 E. CORONADO ROAD PHOENIX, AZ 85004	86-0133397	501(C)(3)	50,000.				GENERAL SUPPORT
(10) JUNIOR ACHIEVEMENT OF ARIZONA 636 W. SOUTHERN AVE. TEMPE, AZ 85282	86-0184349	501(C)(3)	15,000.				GENERAL SUPPORT
(11) LAVEEN WRESTLING CLUB, INC. 3119 W. AVION WAY LAVEEN, AZ 85339	27-1763646	501(C)(3)	15,000.				GENERAL SUPPORT
(12) LIONS CAMP TATIYEE PO BOX 6910 MESA, AZ 85216	86-6052371	501(C)(3)	21,000.				GENERAL SUPPORT

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) (2013)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MAGGIE'S PLACE PO BOX 1102 PHOENIX, AZ 85001	86-0972675	501(C)(3)	15,000.				GENERAL SUPPORT
(2) MARY LOU FULTON TEACHERS COLLEGE PARENT ORG PO BOX 37100 PHOENIX, AZ 85069	86-6051042	501(C)(3)	10,000.				GENERAL SUPPORT
(3) NOTMYKID, INC. 5230 E. SHEA BLVD.#100 SCOTTSDALE, AZ 85254	86-0988329	501(C)(3)	16,800.				GENERAL SUPPORT
(4) P.O.P.S.I.C.L.E. CENTER, INC. 8711 E. PINNACLE PEAK RD. #333	20-8095826	501(C)(3)	10,000.				GENERAL SUPPORT
(5) PLAYWORKS EDUCATION ENERGIZED 380 WASHINGTON STREET OAKLAND, CA 94607	94-3251867	501(C)(3)	30,000.				GENERAL SUPPORT
(6) RONALD MCDONALD HOUSE 501 E. ROANOKE AVE. PHOENIX, AZ 85004	86-0483792	501(C)(3)	100,000.				GENERAL SUPPORT
(7) SAVE THE FAMILY 450 W. 4TH PLACE MESA, AZ 85201	86-0665712	501(C)(3)	15,000.				GENERAL SUPPORT
(8) SCOTTSDALE COMMUNITY COLLEGE ATHLETICS 900 E. CHAPARRAL RD. SCOTTSDALE, AZ 85250	86-0185552	501(C)(3)	20,000.				GENERAL SUPPORT
(9) SOCIETY OF ST. VINCENT DE PAUL PO BOX 13600 PHOENIX, AZ 85002	86-0096789	501(C)(3)	10,000.				COLLEGE SCHOLARSHIP
(10) SOUTHERN AZ ASSOC. FOR VISUALLY IMPAIRED 3736 E. GRANT RD. TUCSON, AZ 85716	86-6056057	501(C)(3)	10,000.				GENERAL SUPPORT
(11) TEAM OF PHYSICIANS FOR STUDENTS (TOPS) 5830 N. 19TH AVENUE PHOENIX, AZ 85015	26-3597181	501(C)(3)	10,000.				GENERAL SUPPORT
(12) TEMPE DIABLOS CHARITIES PO BOX 13246 TEMPE, AZ 85284	86-0863641	501(C)(3)	12,000.				GENERAL SUPPORT

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) (2013)

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) THE WELCOME TO AMERICA PROJECT PO BOX 21 SCOTTSDALE, AZ 85252	80-0038343	501(C)(3)	5,250.				GENERAL SUPPORT
(2) TIME OUT, INC. PO BOX 306 PAYSON, AZ 85547	86-0723051	501(C)(3)	10,000.				GENERAL SUPPORT
(3) TUCSON FESTIVAL OF BOOKS PO BOX 32653 TUCSON, AZ 85751	26-2145432	501(C)(3)	12,500.				GENERAL SUPPORT
(4) UNIVERSITY OF ARIZONA FOUNDATION 1111 N. CHERRY AVE. TUCSON, AZ 85721	86-6050388	501(C)(3)	25,000.				GENERAL SUPPORT
(5) UNIVERSITY OF NORTH CAROLINA-CHAPEL HILL CAMPUS BOX 8700 CHAPEL HILL, NC 27599	56-6001393	501(C)(3)	8,000.				TBI RESEARCH
(6) VALLE DEL SOL, INC. 3807 N. 7TH STREET PHOENIX, AZ 85014	86-0251255	501(C)(3)	8,000.				GENERAL SUPPORT
(7) VALLEY LEADERSHIP 2700 N. 3RD STREET, #2009 PHOENIX, AZ 85004	86-0373283	501(C)(3)	10,000.				GENERAL SUPPORT
(8) YOUTH ON THEIR OWN 1660 N. ALVERNON WAY TUCSON, AZ 85712	86-0644388	501(C)(3)	15,000.				GENERAL SUPPORT
(9) _____							
(10) _____							
(11) _____							
(12) _____							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 44

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) (2013)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

SCHEDULE I, PART I, LINE 2

THE ORGANIZATION HAS ESTABLISHED A FORMAL GRANT PROCESS FOR ITS CONTRIBUTIONS. A CHARITABLE GIVING COMMITTEE APPOINTED BY THE BOARD OF DIRECTORS REVIEWS GRANT APPLICATIONS AND SUBMITS A LIST OF POTENTIAL CONTRIBUTIONS TO THE BOARD OF DIRECTORS FOR APPROVAL. CHARITABLE NON-GRANT ACTIVITY, INCLUDING PARTICIPATION IN COMMUNITY EVENTS, IS APPROVED THROUGH THE NORMAL BUDGET PROCESS. ALL 501(C)(3) ORGANIZATIONS ARE CHECKED AGAINST PUBLIC RECORDS TO ENSURE THEIR 501(C)(3) EXEMPTION IS CURRENT. GRANTEES ARE ASKED TO SUBMIT WRITTEN STATEMENTS REGARDING THEIR USE OF THE FUNDS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 CURT KRIZAN CHIEF FINANCIAL OFFICER	(i)	173,160.	50,000.	1,855.	12,722.	19,132.	256,869.	0
	(ii)	0	0	0	0	0	0	0
2 ROBERT N. SHELTON EXEC. DIRECTOR (THRU 1/13/14)	(i)	449,930.	108,750.	2,286.	17,850.	10,829.	589,645.	0
	(ii)	0	0	0	0	0	0	0
3 STEPHANIE JARVIS LEGAL COUNSEL/CHIEF COMP OFF	(i)	132,069.	40,000.	1,537.	8,552.	6,220.	188,378.	0
	(ii)	0	0	0	0	0	0	0
4 ANDREW BAGNATO CHIEF OF COMMUNICATIONS	(i)	108,382.	29,000.	482.	7,868.	9,082.	154,814.	0
	(ii)	0	0	0	0	0	0	0
5 TRACY GUERRA SR. DIRECTOR OF GAME & EVENTS	(i)	100,246.	26,000.	19,108.	9,996.	12,836.	168,186.	0
	(ii)	0	0	0	0	0	0	0
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 3

THE ARIZONA SPORTS FOUNDATION (ASF) DETERMINED COMPENSATION OF THE EXECUTIVE DIRECTOR USING A COMPENSATION COMMITTEE, INDEPENDENT COMPENSATION CONSULTANT, FORM 990 OF OTHER ORGANIZATIONS, WRITTEN EMPLOYMENT CONTRACT, COMPENSATION SURVEY/STUDY, AND APPROVAL BY BOARD/COMPENSATION COMMITTEE.

SCHEDULE J, PART I, LINE 4A

SARAH ZELHART RECEIVED \$22,100 IN SEVERANCE PAY.

ROBERT SHELTON LEFT THE ORGANIZATION IN JANUARY 2014. TERMS OF HIS SEPARATION INCLUDED SEVERANCE OF 12 MONTHS OF BASE COMPENSATION WHICH WILL BE INCLUDED IN HIS 2014 COMPENSATION TO BE REPORTED ON THE FORM 990 FOR MARCH 31, 2015. DUANE WOODS WAS APPOINTED AS INTERIM EXECUTIVE DIRECTOR.

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 7

THE ORGANIZATION HAS A FORMAL BONUS PLAN BASED UPON ORGANIZATIONAL AND INDIVIDUAL GOALS. THESE GOALS MAY INCLUDE RESULTS CONTINGENT ON REVENUE OR NET INCOME OF THE ARIZONA SPORTS FOUNDATION AND RELATED ORGANIZATIONS. BONUSES ARE APPROVED BY THE BOARD OF DIRECTORS PRIOR TO PAYMENT.

SCHEDULE J, PART II

FOR PAYROLL TAX PURPOSES, THE ARIZONA SPORTS FOUNDATION (ASF) PAYS ALL EMPLOYEES OF ASF AND ITS RELATED ORGANIZATIONS: VALLEY OF THE SUN BOWL FOUNDATION, FIESTA EVENTS, INC. AND ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION. ALLOCATIONS OF OFFICER, KEY EMPLOYEE AND STAFF COMPENSATION ARE MADE IN ACCORDANCE WITH THE EMPLOYEES' AVERAGE TIME DEVOTED TO EACH OF THE ORGANIZATIONS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

86-0253821

FORM 990, PART V, LINE 2B, PART VII, SECTION A, AND PART IX, LINES 5 & 7
THE EMPLOYEES DEVOTING TIME TO ARIZONA SPORTS FOUNDATION (ASF) AND ITS
RELATED AFFILIATES (ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION
(ACFCF), FIESTA EVENTS, INC (FEI), AND VALLEY OF THE SUN BOWL FOUNDATION
(VSB)) ARE ALL EMPLOYEES OF ASF FOR PAYROLL TAX PURPOSES. COSTS RELATED
TO PERSONNEL ARE SHARED AMONGST ALL AFFILIATED ENTITIES AND ARE REPORTED
ON PART IX AS EMPLOYEE RELATED EXPENSES.

FORM 990, PART VI, LINE 1A

THE BOARD OF DIRECTORS DELEGATES BROAD AUTHORITY TO AN EXECUTIVE
COMMITTEE. THE PURPOSE OF THE EXECUTIVE COMMITTEE SHALL BE TO MAKE
ROUTINE BUSINESS DECISIONS FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
AND THE CORPORATION. ALL MEMBERS OF THE EXECUTIVE COMMITTEE SHALL BE
DIRECTORS. THE EXECUTIVE COMMITTEE SHALL NOT BE AUTHORIZED, WITHOUT THE
APPROVAL OF A MAJORITY VOTE OF THE DIRECTORS PRESENT, IN PERSON OR BY
PROXY, AT A DULY CONVENED MEETING AT WHICH A QUORUM IS PRESENT, TO TAKE
ANY ACTIONS THAT REQUIRE THE APPROVAL OF THE BOARD OF DIRECTORS OF THE
CORPORATION. THE MEMBERS OF THE EXECUTIVE COMMITTEE SHALL INCLUDE THE
CHAIRMAN, IMMEDIATE PAST CHAIRMAN, CHAIRMAN-ELECT, TREASURER, SECRETARY,
THE CHAIRS OF THE NOMINATING AND GOVERNANCE COMMITTEE AND AUDIT &
COMPLIANCE COMMITTEE, AND TWO OTHER DIRECTORS NOMINATED BY THE CHAIRMAN
AND APPROVED BY THE BOARD OF DIRECTORS FROM TIME TO TIME. THE CHAIRMAN
SHALL SERVE AS THE CHAIRMAN OF THE EXECUTIVE COMMITTEE. ALL OTHER ASPECTS
OF THE FUNCTION AND PROCEDURES OF THE EXECUTIVE COMMITTEE SHALL BE

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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DECIDED BY THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE, TO THE EXTENT DELEGATED SUCH POWERS BY THE BOARD OF DIRECTORS, MAY AUTHORIZE ANY OFFICER OR AGENT OF THE CORPORATION TO ENTER INTO ANY CONTRACT OR TO EXECUTE AND DELIVER ANY INSTRUMENT IN THE NAME OF AND ON BEHALF OF THE CORPORATION. ADDITIONALLY, THE EXECUTIVE COMMITTEE IS AUTHORIZED TO SIGN CHECKS AND AUTHORIZE DEPOSITS OF FUNDS.

FORM 990, PART VI, LINE 1B

ASF, VSBF, FEI, AND ACFCF HAVE A COMMON BOARD OF DIRECTORS. A BOARD MEMBER IS CONSIDERED INDEPENDENT IF THEY RECEIVE NO COMPENSATION AS AN EMPLOYEE AND HAVE NO REPORTABLE TRANSACTIONS ON SCHEDULE L. IF A BOARD MEMBER IS CONSIDERED NOT INDEPENDENT FOR ONE ORGANIZATION, THEY ARE CONSIDERED NOT INDEPENDENT FOR ALL RELATED ORGANIZATIONS. AMONG THE FOUR RELATED ORGANIZATIONS, THERE WERE NO TRANSACTIONS TO REPORT. UNDER THE POLICIES AND PROCEDURES OF THE ORGANIZATION, BOARD MEMBERS MUST RECUSE THEMSELVES FROM THE DISCUSSION AND VOTE OF ANY RELATED TRANSACTION.

FORM 990, PART VI, LINE 7A

WITHIN THEIR SPONSORSHIP AGREEMENT OF THE FIESTA BOWL AND RELATED ACTIVITIES, THE FT. MCDOWELL YAVAPAI NATION RETAINS THE RIGHT TO APPOINT ONE MEMBER OF THE BOARD OF DIRECTORS. THAT SEAT WAS HELD BY THEIR PRESIDENT, DR. CLINTON PATTEA, UNTIL HIS DEATH ON JULY 5TH, 2013. RUBEN BALDERAS TOOK OVER THE SEAT ON AUGUST 15, 2013.

FORM 990, PART VI, LINE 11B

THE RETURN IS PREPARED AND REVIEWED BY ERNST & YOUNG FOLLOWED BY

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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MANAGEMENT'S FINAL REVIEW. ONCE THE RETURN IS COMPLETED AND REVIEWED, THE FORM 990 IS PROVIDED TO THE BUDGET AND FINANCE COMMITTEE AND AUDIT AND COMPLIANCE COMMITTEE FOR REVIEW AND APPROVAL. THE RETURN IS ALSO PROVIDED TO THE FULL BOARD OF DIRECTORS FOR REVIEW PRIOR TO FILING THE RETURN. UPON APPROVAL BY THE BOARD OF DIRECTORS, THE RETURN IS FILED.

FORM 990, PART VI, LINE 12C

THE ORGANIZATION ANNUALLY REQUIRES ALL EMPLOYEES, OFFICERS, AND MEMBERS OF THE BOARD OF DIRECTORS TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE AND SIGN THE CONFLICT OF INTEREST POLICY. COPIES OF ALL CONFLICT OF INTEREST STATEMENTS ARE PROVIDED TO THE AUDIT COMMITTEE. PROCEDURES ALSO INCLUDE REVIEWING TRANSACTIONS AGAINST BOTH THE FORMS SUBMITTED AND ALL KNOWN BUSINESS ASSOCIATIONS OF OUR BOARD MEMBERS.

FORM 990, PART VI, LINES 15A & 15B

EXECUTIVE DIRECTOR COMPENSATION PROCESS -

- *COMPENSATION COMMITTEE DETERMINES COMPENSATION FIGURES
- *INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION STUDY
- *FORM 990 OF COMPARABLE ORGANIZATIONS INCLUDED IN COMPENSATION CONSULTANT REVIEWS
- *EXECUTIVE DIRECTOR ENGAGED UNDER A WRITTEN EMPLOYMENT CONTRACT
- *ORGANIZATION PARTICIPATES ANNUALLY IN THE FOOTBALL BOWL ASSOCIATION SURVEY
- *COMPENSATION IS APPROVED ANNUALLY BY THE BOARD OF DIRECTORS AFTER A RECOMMENDATION BY THE COMPENSATION COMMITTEE.

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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WE BELIEVE THESE ACTIONS CREATE A REBUTTABLE PRESUMPTION OF REASONABLE COMPENSATION.

KEY EMPLOYEE COMPENSATION PROCESS-

- *EXECUTIVE DIRECTOR REVIEWS PERFORMANCE AND DETERMINES COMPENSATION
- *COMPENSATION AMOUNT TO BOARD OF DIRECTOR CHAIR FOR APPROVAL
- *INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION STUDY

FORM 990, PART VI, LINE 19

THE ORGANIZATION MAKES PUBLIC ITS GOVERNING DOCUMENTS, INCLUDING ITS BYLAWS AND 501(C)(3) DETERMINATION LETTER, AS WELL AS KEY POLICIES SUCH AS THE CODE OF CONDUCT, CODE OF ETHICS, CONFLICT OF INTEREST, EXPENSE REIMBURSEMENT, POLITICAL ACTIVITY, RECORD RETENTION AND DESTRUCTION, TICKET POLICY AND WHISTLEBLOWER PROTECTION. ALL DOCUMENTS ARE AVAILABLE FOR PUBLIC VIEWING AT [HTTP://WWW.FIESTABOWL.ORG/ABOUT -US/GOVERNANCE/PHP](http://WWW.FIESTABOWL.ORG/ABOUT-US/GOVERNANCE/PHP).

IN THE FALL OF 2012, A COPY OF THE 1023 WAS REQUESTED FROM THE IRS AND WILL BE MADE AVAILABLE AS SOON AS RECEIVED.

FORM 990, PART VII

DUANE WOODS WAS A MEMBER OF THE BOARD OF DIRECTORS THROUGH JANUARY 13, 2014. ON JANUARY 14, 2014 HE WAS NO LONGER A VOTING BOARD MEMBER SINCE HE WAS APPOINTED INTERIM EXECUTIVE DIRECTOR.

FORM 990, PART XI, LINE 9

EQUITY TRANSFER FROM ACFCF \$26,545,424

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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EQUITY TRANSFER TO FEI	(\$1,155,705)

TOTAL	\$25,389,719

ATTACHMENT 1

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ROJO HOSPITALITY GROUP 1 CARDINALS DRIVE GLENDALE, AZ 85305	CATERING	278,232.
ZOG MEDIA 18835 N. THOMPSON PEAK PKWY SCOTTSDALE, AZ 85255	WEBSITE SERVICES	260,775.
SHUMWAY SECURITY 12235 E. TRIPLE LANE PRESCOTT VALLEY, AZ 86315	SECURITY SERVICES	222,119.
ERNST & YOUNG 2 N. CENTRAL AVENUE, SUITE 2300 PHOENIX, AZ 85004	AUDIT & TAX	164,222.
M CATERING BY MICHAELS 20645 N. 28TH STREET PHOENIX, AZ 85050	CATERING	120,906.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

- Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37. Attach to Form 990. See separate instructions. Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

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

Table with 6 columns: (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. Rows 1-6 are empty.

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.

Table with 8 columns: (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). Rows 1-3 contain data for Valley of the Sun Bowl Foundation, Arizona College Football Champ' Ship Foun, and Fiesta Events, Inc.

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

Schedule R (Form 990) 2013

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

(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) -----												
(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)		X
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) FIESTA EVENTS, INC.	N	85,655.	COST
(2) FIESTA EVENTS, INC.	O	516,083.	COST
(3) FIESTA EVENTS, INC.	Q	334,462.	COST
(4) FIESTA EVENTS, INC.	R	485,485.	COST
(5) FIESTA EVENTS, INC.	S	822,854.	COST
(6) VALLEY OF THE SUN BOWL FOUNDATION	N	128,483.	COST

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

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) VALLEY OF THE SUN BOWL FOUNDATION	O	774,124.	COST
(2) VALLEY OF THE SUN BOWL FOUNDATION	Q	736,364.	COST
(3) VALLEY OF THE SUN BOWL FOUNDATION	R	4,702,835.	COST
(4) VALLEY OF THE SUN BOWL FOUNDATION	S	3,096,409.	COST
(5) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	I	25,667,613.	COST
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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**

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