

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2012, or tax year beginning 04/01, 2012, and ending 03/31, 2013

2012

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 [X] b Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . . 1b 18894408
2a Form 990-EZ check here [] b Total revenue, if any (Form 990-EZ, line 9) 2b
3a Form 1120-POL check here [] b Total tax (Form 1120-POL, line 22) 3b
4a Form 990-PF check here [] b Tax based on investment income (Form 990-PF, Part VI, line 5) 4b
5a Form 8868 check here [] b Balance due (Form 8868, Part I, line 3c or Part II, line 8c) 5b

Part II Declaration of Officer

6 [] 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 2012 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

[Handwritten Signature]

Signature of officer

2/10/2014
Date

[Handwritten Title: Interim Executive Director]
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: Brenda Hiesena
Date: 2/10/14
Check if also paid preparer: [X]
Check if self-employed: []
ERO's SSN or PTIN: P00264669
Firm's name (or yours if self-employed), address, and ZIP code: ERNST & YOUNG US LLP, 2 NORTH CENTRAL, SUITE 2300, PHOENIX, AZ 85004
EIN: 34-6565596
Phone no.: 602-322-3000

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 [] if self-employed [] PTIN:
Firm's name:
Firm's address:
Firm's EIN:
Phone no.:

For Privacy Act and Paperwork Reduction Act Notice, see back of form.

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

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning 04/01, 2012, and ending 03/31, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE ARIZONA SPORTS FOUNDATION			D Employer identification number 86-0253821
	Doing Business As TOSTITOS FIESTA BOWL			E Telephone number (480) 350-0900
	Number and street (or P.O. box if mail is not delivered to street address) 7135 E. CAMELBACK RD		Room/suite 190	G Gross receipts \$ 29,933,252. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
	City or town, state or country, and ZIP + 4 SCOTTSDALE, AZ 85251			
F Name and address of principal officer: DUANE WOODS 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251				H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ WWW.FIESTABOWL.ORG				
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: 1972 M State of legal domicile: AZ				

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE ARIZONA SPORTS FOUNDATION IS COMMITTED TO FOSTERING A CULTURE OF COMMUNITY INVOLVEMENT AND GIVING.				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	28.		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27.		
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	136.		
	6 Total number of volunteers (estimate if necessary)	6	300.		
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	5,554.		
b Net unrelated business taxable income from Form 990-T, line 34	7b	-8,420.			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	0	Current Year	0
	9 Program service revenue (Part VIII, line 2g)	14,773,769.	17,862,060.	COPY FOR PUBLIC INSPECTION	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-49,908.	191,013.		
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	567,564.	841,335.		
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	15,291,425.	18,894,408.		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,000,000.	1,071,304.			
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,380,663.	1,612,247.		
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	0			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	11,775,481.	9,825,850.		
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	14,156,144.	12,509,401.		
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	1,135,281.	6,385,007.		
	20 Total assets (Part X, line 16)	Beginning of Current Year	25,710,118.	End of Year	26,252,568.
		21 Total liabilities (Part X, line 26)	7,027,862.	1,078,137.	
	22 Net assets or fund balances. Subtract line 21 from line 20	18,682,256.	25,174,431.		

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	▶ Signature of officer	Date			
	▶ Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name BRENDA D. GRIESEMER	Preparer's signature <i>Brenda Griesemer</i>	Date 2/11/14	Check if self-employed <input type="checkbox"/>	PTIN P00264669
	Firm's name ▶ ERNST & YOUNG US LLP	EIN ▶ 34-6565596		Phone no. ▶ 602-322-3000	
	Firm's address ▶ 2 NORTH CENTRAL, SUITE 2300 PHOENIX, AZ 85004				

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question 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?

Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

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

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

4a (Code:) (Expenses \$ 10,915,303. including grants of \$ 0) (Revenue \$ 17,862,060.)

THE ARIZONA SPORTS FOUNDATION ANNUALLY STAGES THE TOSTITOS FIESTA BOWL, WHICH IS PART OF THE BOWL CHAMPIONSHIP SERIES. THE GAME IS PLAYED IN UNIVERSITY OF PHOENIX STADIUM IN GLENDALE, ARIZONA. THE 42ND ANNUAL TOSTITOS FIESTA BOWL WAS PLAYED ON JAN. 3, 2013, IN FRONT OF A CROWD OF 70,242. THE OREGON DUCKS DEFEATED THE KANSAS STATE WILDCATS 35-17. THE GAME WAS TELEVISED BY ESPN.

4b (Code:) (Expenses \$ including grants of \$ 1,071,304.) (Revenue \$)

FIESTA BOWL CHARITIES HOLDS A SEMI-ANNUAL GRANT CYCLE. THROUGH OUR INVOLVEMENT AND CONTRIBUTIONS TO CHARITABLE GROUPS, WE UPHELD 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 10,915,303.

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <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 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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
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 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	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 to any question in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 4 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, 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 4 columns: Question ID, Question Text, Yes, No. Rows include questions 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 RD 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 to any question in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (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) JIM BRUNER TREASURER/DIRECTOR	1.00 3.00	X		X				825.	0	0
(2) ANN DAMIANO DIR/SEC (BEG 3/22/13)	1.00 3.00	X		X				800.	0	0
(3) LARRY JOHNSON DIRECTOR	1.00 3.00	X						1,060.	0	0
(4) ANDY MCCAIN CHAIRMAN ELECT (BEG 3/22/13)	1.00 3.00	X		X				0	0	0
(5) CHUCK O'CONNOR DIRECTOR	1.00 3.00	X						0	0	0
(6) STEVE WHITEMAN CHAIRMAN/DIRECTOR	1.00 3.00	X		X				0	0	0
(7) MATT WINTER SECRETARY/DIRECTOR	1.00 3.00	X		X				0	0	0
(8) DUANE WOODS DIRECTOR	1.00 3.00	X						7,169.	0	0
(9) MIKE HECOMOVICH TREASURER (BEG 3/22/13)	1.00 3.00	X		X				0	0	0
(10) CLINTON PATTEA DIRECTOR	1.00 3.00	X						0	0	0
(11) NIKKI BALICH DIRECTOR	1.00 3.00	X						0	0	0
(12) PATRICK BARKLEY DIRECTOR	1.00 3.00	X						800.	0	0
(13) ANDREW STEGEN DIRECTOR	1.00 3.00	X						0	0	0
(14) SHERYL DEHNING LONG 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) BRIAN J. HALL CHAIRMAN ELECT/CHAIRMAN	1.00 3.00	X		X			900.	0	0	
(16) STEVEN LEACH DIRECTOR	1.00 3.00	X					0	0	0	
(17) MARCUS SIPOLT DIRECTOR	1.00 3.00	X					0	0	0	
(18) JOHN CURRIE DIRECTOR	1.00 3.00	X					0	0	0	
(19) JORY HANCOCK DIRECTOR	1.00 3.00	X					0	0	0	
(20) RICHARD A. HORN DIRECTOR	1.00 3.00	X					0	0	0	
(21) DEREK J. KERR DIRECTOR	1.00 3.00	X					0	0	0	
(22) RAMIRO G. PERU DIRECTOR	1.00 3.00	X					0	0	0	
(23) COLLEEN JENNINGS-ROGGENSACK DIRECTOR (BEG 3/22/13)	1.00 3.00	X					0	0	0	
(24) JUDY BERNAS DIRECTOR (BEG 3/22/13)	1.00 3.00	X					0	0	0	
(25) JAY PARRY DIRECTOR (BEG 3/22/13)	1.00 3.00	X					0	0	0	
1b Sub-total							10,654.	0	0	
c Total from continuation sheets to Part VII, Section A							1,415,423.	0	62,765.	
d Total (add lines 1b and 1c)							1,426,077.	0	62,765.	

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 **▶** 6

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) ROB LONGO ----- DIRECTOR (BEG 3/22/13)	1.00 ----- 3.00	X					0	0	0	
(27) BRETT BENTON ----- DIRECTOR (BEG 3/22/13)	1.00 ----- 3.00	X					3,780.	0	0	
(28) DON ROBINSON ----- DIRECTOR	1.00 ----- 3.00	X					0	0	0	
(29) MARK VINCIGUERRA ----- DIRECTOR (THRU 3/22/13)	1.00 ----- 3.00	X					0	0	0	
(30) BOB AYLESWORTH ----- DIRECTOR (THRU 3/22//13)	1.00 ----- 3.00	X					0	0	0	
(31) TYLER HANSON ----- DIRECTOR (THRU 3/22/13)	1.00 ----- 3.00	X					0	0	0	
(32) ALAN YOUNG ----- CHIEF OF STAFF	14.00 ----- 26.00			X			131,811.	0	6,679.	
(33) ROBERT SHELTON ----- EXECUTIVE DIRECTOR	14.00 ----- 26.00			X			626,721.	0	19,215.	
(34) CURT KRIZAN ----- CHIEF FINANCIAL OFFICER	14.00 ----- 26.00			X			186,640.	0	12,251.	
(35) STEPHANIE JARVIS ----- LEGAL COUNSEL & CHIEF COMP OFF	14.00 ----- 26.00			X			127,042.	0	0	
(36) TRACY GUERRA ----- SR DIRECTOR OF GAME OPERATIONS	14.00 ----- 26.00					X	108,424.	0	16,832.	
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 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			
(37) ANDREW BAGNATO CHIEF OF COMMUNICATIONS	14.00 26.00					X	128,510.	0	7,788.	
(38) SARAH ZELHART CONTROLLER	14.00 26.00					X	101,595.	0	0	
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 to any question in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e						
	f All other contributions, gifts, grants, and similar amounts not included above . .	1f						
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f			0				
Program Service Revenue	Business Code							
	2a <u>GAME REVENUE</u>		711300	16,366,739.	16,366,739.			
	b <u>SPONSORSHIP PAYMENTS</u>		711300	1,495,321.			1,495,321.	
	c _____							
	d _____							
	e _____							
	f All other program service revenue							
g Total. Add lines 2a-2f			17,862,060.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			638,413.			638,413.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			830,111.			830,111.	
	6a Gross rents	(i) Real	(ii) Personal					
			2,586.					
		b Less: rental expenses						
		c Rental income or (loss)		2,586.				
	d Net rental income or (loss)			2,586.		2,586.		
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		10,593,516.	-2,072.					
		b Less: cost or other basis and sales expenses		11,038,844.				
		c Gain or (loss)		-445,328.				
	d Net gain or (loss)			-447,400.			-447,400.	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a		5,670.				
		b Less: direct expenses	b					
c Net income or (loss) from fundraising events				5,670.			5,670.	
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>OTHER REVENUE</u>		711300	2,968.		2,968.			
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d			2,968.					
12 Total revenue. See instructions			18,894,408.	16,366,739.	5,554.	2,522,115.		

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	1,062,704.	1,062,704.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	8,600.	8,600.		
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	813,362.	675,091.	138,271.	
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	507,449.	421,183.	86,266.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	185,678.	154,113.	31,565.	
10 Payroll taxes	105,758.	87,779.	17,979.	
11 Fees for services (non-employees):				
a Management	0			
b Legal	30,256.		30,256.	
c Accounting	46,051.		46,051.	
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.)	122,951.		122,951.	
12 Advertising and promotion	121,137.		121,137.	
13 Office expenses	192,235.		192,235.	
14 Information technology	106,324.		106,324.	
15 Royalties	0			
16 Occupancy	151,693.		151,693.	
17 Travel	160,205.		160,205.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	47,388.		47,388.	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	263,467.	68,501.	194,966.	
23 Insurance	146,811.		146,811.	
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>	8,709,289.	8,709,289.		
b <u>GAME PROMOTION - HOSPITALITY</u>	504,736.	504,736.		
c <u>OTHER TAX, FINES & PENALTIES</u>	-170,164.	-170,164.		
d <u>DUES SUBS/M&E</u>	10,807.	10,807.		
e All other expenses	-617,336.	-617,336.		
25 Total functional expenses. Add lines 1 through 24e	12,509,401.	10,915,303.	1,594,098.	
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 to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	347,953.	1	2,132,231.
	2 Savings and temporary cash investments	3,695,328.	2	2,541,631.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	6,341,840.	4	1,058,822.
	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	18,626.
	9 Prepaid expenses and deferred charges	77,772.	9	106,933.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 8,973,101.		
	b Less: accumulated depreciation	10b 3,830,343.	5,477,767.	10c 5,142,758.
	11 Investments - publicly traded securities	9,736,788.	11	14,827,570.
	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	14,044.	15	423,997.
16 Total assets. Add lines 1 through 15 (must equal line 34)	25,710,118.	16	26,252,568.	
Liabilities	17 Accounts payable and accrued expenses	690,006.	17	1,005,982.
	18 Grants payable	0	18	0
	19 Deferred revenue	21,914.	19	72,155.
	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	6,315,942.	25	0
	26 Total liabilities. Add lines 17 through 25	7,027,862.	26	1,078,137.
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	18,682,256.	27	25,174,431.
	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	18,682,256.	33	25,174,431.
	34 Total liabilities and net assets/fund balances	25,710,118.	34	26,252,568.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	18,894,408.
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,509,401.
3	Revenue less expenses. Subtract line 2 from line 1	3	6,385,007.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,682,256.
5	Net unrealized gains (losses) on investments	5	107,168.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	25,174,431.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 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)		
11g(ii)		
11g(iii)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
11g(iii)		
 - (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) 2012

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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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; 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 2012; 15 Public support percentage from 2011 Schedule A; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0	0	0	0	0
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	16,346,205.	15,643,070.	16,309,226.	14,844,512.	16,366,739.	79,509,752.
3 Gross receipts from activities that are not an unrelated trade or business under section 513	1,149,124.	1,110,789.	838,378.	885,591.	1,495,321.	5,479,203.
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	17,495,329.	16,753,859.	17,147,604.	15,730,103.	17,862,060.	84,988,955.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			1,219,641.	1,411,269.	1,803,477.	4,434,387.
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	617,695.	607,101.	6,333,285.	6,967,779.	7,932,404.	22,458,264.
c Add lines 7a and 7b.	617,695.	607,101.	7,552,926.	8,379,048.	9,735,881.	26,892,651.
8 Public support (Subtract line 7c from line 6.)						58,096,304.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.	17,495,329.	16,753,859.	17,147,604.	15,730,103.	17,862,060.	84,988,955.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	172,905.	364,290.	601,323.	872,060.	638,413.	2,648,991.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	172,905.	364,290.	601,323.	872,060.	638,413.	2,648,991.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	18,243.	3,054.	11,330.	4,724.	2,968.	40,319.
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.)	17,686,477.	17,121,203.	17,760,257.	16,606,887.	18,503,441.	87,678,265.

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	66.26%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	75.58%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	3.02%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	3.30%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

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.**

2012

Open to Public Inspection

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)	-----			

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).
 ATCH 1
- 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												
1 a	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	12,509,401.	28,262,958.												
e	Total exempt purpose expenditures (add lines 1c and 1d)	12,509,401.	28,262,958.												
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	775,470.	1,000,000.												
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		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.		
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)	193,868.	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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2 a 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	1,998.				1,998.
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: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carry over lobbying and political expenditures from the prior year?

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: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

Complete this part to 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.

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: 1,491,364.

TOTAL EXEMPT PURPOSE EXPENDITURES: 1,491,364.

LOBBYING NONTAXABLE AMOUNT: 224,136.

GRASSROOTS NONTAXABLE AMOUNT: 56,034.

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: 2,975,981.

TOTAL EXEMPT PURPOSE EXPENDITURES: 2,975,981.

LOBBYING NONTAXABLE AMOUNT: 298,799.

GRASSROOTS NONTAXABLE AMOUNT: 74,700.

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: 11,286,212.
 TOTAL EXEMPT PURPOSE EXPENDITURES: 11,286,212.
 LOBBYING NONTAXABLE AMOUNT: 714,311.
 GRASSROOTS NONTAXABLE AMOUNT: 178,578.
 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: 12,509,401.
 TOTAL EXEMPT PURPOSE EXPENDITURES: 12,509,401.
 LOBBYING NONTAXABLE AMOUNT: 775,470.
 GRASSROOTS NONTAXABLE AMOUNT: 193,868.
 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

2012

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. See separate instructions.

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 1-4 for totals, 5-6 for questions about donor advisement.

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

Questions 1-9 regarding conservation easements, including a table for 'Held at the End of the Tax Year' with rows 2a-2d.

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.

Questions 1a-1b and 2a-2b regarding art and historical treasures collections, including dollar amounts.

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:

Table with 3 columns: (i) unrelated organizations, (ii) related organizations, 3b. Includes sub-rows 3a(i) and 3a(ii).

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

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. See Form 990, Part X, line 12.

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

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

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

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

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b		4c
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5

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

1	Total expenses and losses per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b		4c
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

UNCERTAIN TAX POSITIONS - FIN 48 (ASC 740)

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, 2013 IN AN AUDIT REPORT DATED JULY 18, 2013 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.

Part XIII Supplemental Information (continued)

UPON EXAMINATION OF THE RESULTS OF THE SPECIAL COMMITTEE INVESTIGATION 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.

Part XIII Supplemental Information (continued)

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

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 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. 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, 2013 AND 2012, 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)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

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)	100 CLUB OF ARIZONA PO BOX 28367 TEMPE, AZ 85285	23-7172077	501(C)(3)	20,000.				GENERAL SUPPORT
(2)	ANGEL CHARITY FOR CHILDREN, INC. PO BOX 14225 TUCSON, AZ 85732	86-0472794	501(C)(3)	10,000.				CAPITAL CAMPAIGN
(3)	ARIZONA ANIMAL WELFARE LEAGUE, INC 30 N 40TH PLACE PHOENIX, AZ 85034	23-7149453	501(C)(3)	10,000.				GENERAL SUPPORT
(4)	ARIZONA DREAM BUILDER FOUNDATION PO BOX 63934 PHOENIX, AZ 85082	26-1872910	501(C)(3)	25,000.				GENERAL SUPPORT
(5)	ARIZONA YOUTH FOOTBALL, INC PO BOX 32567 PHOENIX, AZ 85064	86-0708455	501(C)(3)	20,000.				GENERAL SUPPORT
(6)	BARRROW NEUROLOGICAL INSTITUTE 350 W THOMAS ROAD PHOENIX, AZ 85013	86-0174371	501(C)(3)	25,000.				GENERAL SUPPORT
(7)	BIG BROTHERS BIG SISTERS OF TUCSON 160 E ALAMEDA STREET TUCSON, AZ 85701	86-0188050	501(C)(3)	15,000.				GENERAL SUPPORT
(8)	BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE 10515 E LAKEVIEW DR SCOTTSDALE, AZ 85251	86-0133718	501(C)(3)	25,000.				GENERAL SUPPORT
(9)	CATALINA TERRANCE (CT) ATHLETIC PROGRAM PO BOX 40692 TUCSON, AZ 85717	26-4186430	501(C)(3)	20,000.				GENERAL SUPPORT
(10)	CENTER FOR THE FUTURE OF ARIZONA 541 E VAN BUREN, #5-B PHOENIX, AZ 85004	82-0538372	501(C)(3)	25,000.				GENERAL PURPOSE
(11)	CHICANOS POR LA CAUSA, INC. 1112 E BUCKEYE ROAD PHOENIX, AZ 85034	86-0227210	501(C)(3)	35,000.				ANNUAL COMMITMENT
(12)	CHILD CRISIS CENTER PO BOX 4114 MESA, AZ 85211	86-0407090	501(C)(3)	18,625.				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) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

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)	CIRCLE THE CITY 333 W INDIAN SCHOOL RD PHOENIX, AZ 85013	26-2420730	501(C)(3)	17,500.				GENERAL SUPPORT
(2)	EIGHT/KAET AT ARIZONA STATE UNIVERSITY 555 N CENTRAL AVE., #500 PHOENIX, AZ 85004	86-6051042	501(C)(3)	16,375.				GENERAL SUPPORT
(3)	FIGHTER COUNTRY FOUNDATION 500 N ESTRELLA PKWY GOODYEAR, AZ 85338	86-0719177	501(C)(3)	10,000.				GENERAL SUPPORT
(4)	GIRLS ON THE RUN 28248 N TATUM BLVD. CAVE CREEK, AZ 85331	20-0968314	501(C)(3)	10,000.				GENERAL SUPPORT
(5)	GRAND CANYON STATE GAMES 2120 E 6TH STREET TEMPE, AZ 85281	86-0717395	501(C)(3)	20,000.				GENERAL SUPPORT
(6)	HOPEKIDS, INC. PO BOX 672 CAVE CREEK, AZ 85327	86-1042378	501(C)(3)	10,000.				GENERAL SUPPORT
(7)	INTERFAITH COOPERATIVE MINISTRIES, INC. PO BOX 2225 PHOENIX, AZ 85002	86-0401223	501(C)(3)	6,600.				GENERAL SUPPORT
(8)	JEWISH FAMILY & CHILDREN SERVICES, INC. 4747 N 7TH STREET #100 PHOENIX, AZ 85014	86-0096781	501(C)(3)	10,000.				GENERAL SUPPORT
(9)	LITERACY CONNECTS 2850 E SPEEDWAY TUCSON, AZ 85716	23-7047508	501(C)(3)	10,000.				GENERAL SUPPORT
(10)	MAGGIE'S PLACE PO BOX 1102 PHOENIX, AZ 85001	86-0972675	501(C)(3)	25,000.				GENERAL SUPPORT
(11)	MISSION OF MERCY, INC. 1741 E MORTEN AVE., #C2 PHOENIX, AZ 85020	86-0704883	501(C)(3)	20,000.				GENERAL SUPPORT
(12)	MOGOLLON HEALTH ALLIANCE 308 E AERO DRIVE PAYSON, AZ 85541	86-0147128	501(C)(3)	45,000.				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) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

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)	NATIONAL FOOTBALL ASSOCIATION 433 LAS COLINAS BLVD EAST IRVING, TX 75039	22-1508812	501(C)(3)	40,000.				GENERAL SUPPORT
(2)	NATIVE AMERICAN CONNECTIONS 4520 N CENTRAL AVE., #600 PHOENIX, AZ 85012	86-0293585	501(C)(3)	10,000.				GENERAL SUPPORT
(3)	PHOENIX CHILDREN'S HOSPITAL 2929 E CAMELBACK RD #122 PHOENIX, AZ 85016	74-2421549	501(C)(3)	100,000.				GENERAL SUPPORT
(4)	PHOENIX GOSPEL RESCUE MISSION, INC. PO BOX 6708 PHOENIX, AZ 85005	86-6057771	501(C)(3)	25,000.				GENERAL SUPPORT
(5)	REGIS JESUIT HIGH SCHOOL 6300 LEWISTON WAY AURORA, CO 80016	84-0791593	501(C)(3)	25,000.				ACADEMIC PROGRAM
(6)	SAN MIGUEL HIGH SCHOOL 6601 S SAN FERNANDO RD TUCSON, AZ 85756	48-1270906	501(C)(3)	15,000.				GENERAL SUPPORT
(7)	SCOTTSDALE CHARRO COMMUNITY FOUNDATION 10533 E LAKEVIEW DRIVE SCOTTSDALE, AZ 85258	51-0168210	501(C)(3)	6,000.				GENERAL SUPPORT
(8)	SCOTTSDALE PREVENTION INSTITUTE 6908 E THOMAS RD. SCOTTSDALE, AZ 85251	86-0583997	501(C)(3)	20,000.				GENERAL SUPPORT
(9)	SERENO SOCCER CLUB, INC. 20634 N 28TH ST., #130 PHOENIX, AZ 85050	86-0356430	501(C)(3)	15,000.				GENERAL SUPPORT
(10)	SOCIETY OF ST. VINCENT DE PAUL PO BOX 13600 PHOENIX, AZ 85002	86-0096789	501(C)(3)	20,000.				COLLEGE SCHOLARSHIP
(11)	SOUTHERN ARIZONA COMMUNITY SPORTS, INC. 1551 E PASEO PAVON TUCSON, AZ 85718	26-1302348	501(C)(3)	25,000.				GENERAL SUPPORT
(12)	TEACH FOR AMERICA 315 W 36TH STREET, NEW YORK, NY 10018	13-3541913	501(C)(3)	20,000.				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) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

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 GIFT OF LIFE ARIZONA, INC. 2800 N CENTRAL AVE #1450 PHOENIX, AZ 85004	86-0529773	501 (C)(3)	24,000.				GENERAL SUPPORT
(2)	THE WELLNESS COMMUNITY - AZ 360 E PALM LANE PHOENIX, AZ 85004	86-0897810	501 (C)(3)	15,000.				GENERAL SUPPORT
(3)	TU NIDITO CHILDREN & FAMILY SERVICES 3922 N MOUNTAIN TUCSON, AZ 85719	86-0769031	501 (C)(3)	10,000.				GENERAL SUPPORT
(4)	UNITED CEREBRAL PALSY OF CENTRAL AZ 1802 W PARKSIDE LANE PHOENIX, AZ 85027	86-0110967	501 (C)(3)	20,000.				GENERAL SUPPORT
(5)	UNIVERSITY OF NORTH CAROLINA-CHAPEL HILL PO BOX 402420 AATLANTA, GA 30384	56-6001393	501 (C)(3)	10,000.				TBI RESEARCH
(6)	YAVAPAI BIG BROTHERS BIG SISTERS 3208 LAKESIDE VILLAGE DR PRESCOTT, AZ 86301	86-0278776	501 (C)(3)	15,000.				GENERAL SUPPORT
(7)	BOYS & GIRLS CLUBS OF THE EAST VALLEY 1405 E GUADALUPE RD., #4 TEMPE, AZ 85283	86-0550646	501(C)(3)	16,500.				SCHOLARSHIPS
(8)	HISPANIC WOMEN'S CORPORATION PO BOX 20725 PHOENIX, AZ 85036	86-0539353	501 (C)(3)	10,000.				SPONSORSHIP
(9)	TEMPE DIABLOS CHARITIES PO BOX 13246 TEMPE, AZ 85284	86-0863641	501 (C)(3)	37,600.				GENERAL SUPPORT
(10)	BOYS & GIRLS CLUB OF GREATER PHOENIX 2645 N 24TH STREET PHOENIX, AZ 85008	86-0107639	501 (C)(3)	17,000.				SCHOLARSHIPS
(11)	GIRL SCOUTS OF SOUTHERN ARIZONA 4300 E BROADWAY BLVD TUCSON, AZ 85711	86-0098917	501 (C)(3)	10,000.				GENERAL SUPPORT
(12)	COSIDA 4600 MADISON AVE. KANSAS CITY, MO 64112	23-7001888	501 (C)(6)	10,000.				SPONSORSHIP 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) (2012)

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

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)	OTHER GRANTS			96,462.				GENERAL SUPPORT
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 47.

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

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

Schedule I (Form 990) (2012)

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 SCHOLARSHIPS	8.	8,600.			
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.

GRANTS

SCHEDULE I PART 1 LINE 2

THE ORGANIZATION HAS ESTABLISHED A FORMAL GRANT PROCESS FOR ITS SEMIANNUAL 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. GRANTEEES ARE ASKED TO SUBMIT WRITTEN STATEMENTS

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.

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.

OMB No. 1545-0047

2012

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 officers, directors, trustees, and 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
1b		
2		
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) 2012

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 ROBERT SHELTON EXECUTIVE DIRECTOR	(i)	454,410.	137,150.	35,161.	13,271.	5,944.	645,936.	0
	(ii)	0	0	0	0	0	0	0
2 CURT KRIZAN CHIEF FINANCIAL OFFICER	(i)	168,676.	16,000.	1,964.	2,077.	10,174.	198,891.	0
	(ii)	0	0	0	0	0	0	0
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

COMPENSATION PAYMENT

SCHEDULE J - PART II

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

EXECUTIVE DIRECTOR COMPENSATION

SCHEDULE J, PART I, QUESTION 3

WITH THE HIRING OF ROBERT N. SHELTON AS EXECUTIVE DIRECTOR IN 2011, THE BOARD OF DIRECTORS UNDERTOOK AN EXTENSIVE PROCESS TO ASCERTAIN THE APPROPRIATE COMPENSATION LEVEL. THIS INCLUDED USING AN OUTSIDE COMPENSATION CONSULTANT, REVIEWING THE EXECUTIVE COMPENSATION OF LIKE ORGANIZATIONS THROUGH FORM 990 AND OTHER SURVEYS AND REVIEWING THE PACKAGE WITH THE HIRING COMMITTEE APPOINTED BY THE BOARD OF DIRECTORS.

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.

SUPPLEMENTAL COMPENSATION INFORMATION

BEGINNING WITH THE 2012-2013 FISCAL YEAR, THE ORGANIZATION IMPLEMENTED 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 L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open To Public Inspection

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶ \$ _____												

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ARIZONA BILTMORE	SEE PART V	157,806.	HOTEL & CATERING		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

PART IV - BUSINESS TRANSACTIONS WITH INTERESTED PARTIES

(A) NAME OF INTERESTED PERSON - ARIZONA BILTMORE RESORT (B) RELATIONSHIP

BETWEEN INTERESTED PERSON AND ORGANIZATION: ANDREW STEGEN, GENERAL

MANAGER AND ORGANIZATION BOARD MEMBER (C) AMOUNT OF TRANSACTION: \$157,806

(D) DESCRIPTION OF TRANSACTION: HOTEL AND CATERING (E) SHARING OF

ORGANIZATION REVENUES?: NO

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

PROCESS USED BY ORGANIZATION TO REVIEW THIS FORM 990

PART VI, SECTION B, QUESTION 11B

THE RETURN IS PREPARED INTERNALLY AND REVIEWED BY MANAGEMENT AND AN
EXTERNAL ACCOUNTING FIRM. ONCE THE RETURN IS COMPLETED AND REVIEWED, THE
FORM 990 IS PROVIDED TO THE BUDGET AND FINANCE COMMITTEE AND AUDIT AND
COMPLIANCE COMMITTEE. AFTER THE COMMITTEES' REVIEW, THE RETURN IS
RECOMMENDED TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL. UPON APPROVAL
BY THE BOARD OF DIRECTORS, THE RETURN IS FILED.

COMPENSATION PROCESS

PART VI, SECTION B, QUESTIONS 15A & 15B

CEO 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.

WE BELIEVE THESE ACTIONS CREATE A REBUTTABLE PRESUMPTION OF REASONABLE

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

KEY EMPLOYEE COMPENSATION PROCESS-

*CEO REVIEWS PERFORMANCE AND DETERMINES COMPENSATION

*COMPENSATION AMOUNT TO BOARD OF DIRECTOR CHAIR FOR APPROVAL

*INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION
STUDY

DISCLOSURE

PART VI SECTION C QUESTION 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)

CONFLICT OF INTEREST

PT VI, GOVERNANCE, MANAGEMENT, SECTION B, LINE 12C

THE ORGANIZATION ANNUALLY REQUIRES ALL EMPLOYEES 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 AND CHIEF COMPLIANCE
OFFICER. PROCEDURES ALSO INCLUDE REVIEWING TRANSACTIONS AGAINST BOTH THE
FORMS SUBMITTED AND ALL KNOWN BUSINESS ASSOCIATIONS OF OUR BOARD MEMBERS.

Name of the organization THE ARIZONA SPORTS FOUNDATION	Employer identification number 86-0253821
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OUTSIDE APPOINTMENT OF GOVERNING BODY MEMBER

PART VI, SECTION A, QUESTION 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 CLINTON PATTEA UNTIL HIS DEATH ON JULY 5TH, 2013. IT HAS SUBSEQUENTLY BEEN FILLED BY RUBEN BALDERAS.

INDEPENDENCE OF BOARD MEMBERS

FORM 990, PAGE 1, PART I, LINES 3 AND 4 AND SCHEDULE L

THE ARIZONA SPORTS FOUNDATION, VALLEY OF THE SUN BOWL FOUNDATION, FIESTA EVENTS, INC. AND THE ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION HAVE A COMMON BOARD OF DIRECTORS. A BOARD MEMBER IS CONSIDERED INDEPENDENT IF THEY RECEIVE NO COMPENSATION AS AN EMPLOYEE AND 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 WAS ONE TRANSACTION ASSOCIATED WITH A VOTING BOARD MEMBER (AT YEAR END) REPORTED ON SCHEDULE L FOR ARIZONA SPORTS FOUNDATION. UNDER THE POLICIES AND PROCEDURES OF THE ORGANIZATION, BOARD MEMBERS MUST RECUSE THEMSELVES FROM THE DISCUSSION AND VOTE OF ANY RELATED TRANSACTION.

BOARD MEMBERS

FORM 990, PART VII

AFTER THE CLOSE OF THE YEAR, TWO BOARD MEMBERS PASSED AWAY, DON ROBINSON AND CLINTON PATTEA. THE ORGANIZATION GREATLY APPRECIATES THEIR YEARS OF

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

SERVICE.

ATTACHMENT 1990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ZOG MEDIA, INC. 18835 N THOMPSON PEAK PKWY. SUITE 300 SCOTTSDALE, AZ 85255	WEBSITE DEVELOPMENT	401,330.
BINGHAM MCCUTCHEN LLP P O BOX 3486 BOSTON, MA 02241	LEGAL	362,165.
ERNST & YOUNG LLP 3712 SOLUTIONS CENTER CHICAGO, IL 60677	AUDIT/ACCOUNTING	135,551.
SHUMWAY SECURITY 12235 E TRIPLE T LANE PRESCOTT VALLEY, AZ 86315	SECURITY	129,887.
PERKINS COIE LLP 1201 THIRD AVENUE, SUITE 4800 SEATTLE, WA 98101	LEGAL	123,929.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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" to Form 990, Part IV, line 33.)

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ARIZONA COLLEGE FOOTBALL CHAMP'SHIP FOUN 20-3705626 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	COLLEGE BOWL	AZ	501(C)(3)	9	N/A	X	
(2) VALLEY OF THE SUN BOWL FOUNDATION 86-0902767 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	COLLEGE BOWL	AZ	501(C)(3)	9	N/A	X	
(3) FIESTA EVENTS, INC. 86-0666998 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	EVENTS	AZ	501(C)(3)	9	N/A	X	
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(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" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

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

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

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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		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 other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) FIESTA EVENTS, INC.	I	247,555.	COST
(2) FIESTA EVENTS, INC.	N	558,013.	COST
(3) FIESTA EVENTS, INC.	O	790,182.	COST
(4) FIESTA EVENTS, INC.	Q	24,136.	COST
(5) FIESTA EVENTS, INC.	R	220,121.	COST
(6) VALLEY OF THE SUN BOWL FOUNDATION	S	200,534.	COST

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

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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
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 other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) VALLEY OF THE SUN BOWL FOUNDATION	N	854,330.	COST
(2) VALLEY OF THE SUN BOWL FOUNDATION	0	1,228,972.	COST
(3) VALLEY OF THE SUN BOWL FOUNDATION	Q	266,063.	COST
(4) VALLEY OF THE SUN BOWL FOUNDATION	R	1,431,393.	COST
(5) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	0	717,785.	COST
(6) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	N	454,543.	COST

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

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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
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 other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	R	78,081.	COST
(2) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	Q	126,867.	COST
(3) FIESTA EVENTS INC	S	106,755.	COST
(4)			
(5)			
(6)			

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

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

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