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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

OMB No 1545-0047

2007Open to Public
Inspection**A** For the 2007 calendar year, or tax year beginning **JUN 1, 2007** and ending **MAY 31, 2008****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type See Specific Instructions

C Name of organization**CELEBRITY FIGHT NIGHT FOUNDATION, INC.**

Number and street (or P.O. box if mail is not delivered to street address)

2111 E. HIGHLAND AVE.

Room/suite

135

City or town, state or country, and ZIP + 4

PHOENIX, AZ 85016**D** Employer identification number**86-0903119****E** Telephone number**602.956.1121****F** Accounting method ☒ Cash ☐ Accrual
Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

Hand I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶ **N/A****H(c)** Are all affiliates included? **N/A** ☐ Yes ☐ No
(If "No," attach a list)**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number ▶ **N/A****M** Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**G** Website: ▶ **WWW.CELEBRITYFIGHTNIGHT.ORG****J** Organization type (check only one) ☒ 501(c)(3) (insert no) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **6,704,023.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

1 Contributions, gifts, grants, and similar amounts received:				
a Contributions to donor advised funds		1a		
b Direct public support (not included on line 1a)		1b	1,823,310.	
c Indirect public support (not included on line 1a)		1c		
d Government contributions (grants) (not included on line 1a)		1d		
e Total (add lines 1a through 1d) (cash \$ 1,823,310. noncash \$)		1e		1,823,310.
2 Program service revenue including government fees and contracts (from Part VII, line 93)		2		
3 Membership dues and assessments		3		
4 Interest on savings and temporary cash investments		4		54,253.
5 Dividends and interest from securities		5		
6 a Gross rents		6a		
b Less: rental expenses		6b		
c Net rental income or (loss). Subtract line 6b from line 6a		6c		
7 Other investment income (describe ▶)		7		
8 a Gross amount from sales of assets other than inventory		(A) Securities		(B) Other
b Less: cost or other basis and sales expenses		8a		
c Gain or (loss) (attach schedule)		8b		
d Net gain or (loss). Combine line 8c, columns (A) and (B)		8c		
8d				
9 Special events and activities (attach schedule). If any amount is from gaming, check here ☐				
a Gross revenue (not including \$ 1,485,100. of contributions reported on line 1b)		9a	4,826,460.	
b Less: direct expenses other than fundraising expenses		9b	2,628,266.	
c Net income or (loss) from special events. Subtract line 9b from line 9a		SEE STATEMENT 1		9c 2,198,194.
10 a Gross sales of inventory, less returns and allowances		10a		
b Less: cost of goods sold		10b		
c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a		10c		
11 Other revenue (from Part VII, line 103)		11		
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11		12		4,075,757.
13 Program services (from line 44, column (B))		13		3,888,938.
14 Management and general (from line 44, column (C))		14		122,193.
15 Fundraising (from line 44, column (D))		15		225,056.
16 Payments to affiliates (attach schedule)		16		
17 Total expenses. Add lines 16 and 44, column (A)		17		4,236,187.
18 Excess or (deficit) for the year. Subtract line 17 from line 12		18		-160,430.
19 Net assets or fund balances at beginning of year (from line 73, column (A))		19		2,724,059.
20 Other changes in net assets or fund balances (attach explanation)		20		37,978.
21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20		21		2,601,607.

723001
12-27-07

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2007)

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> • noncash \$ <u>0</u> .) If this amount includes foreign grants, check here ☐				
22b Other grants and allocations (attach schedule) (cash \$ <u>3888938</u> • noncash \$ <u>0</u> .) If this amount includes foreign grants, check here ☐			STATEMENT 3	
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	<u>141,735.</u>	<u>0.</u>		<u>58,255.</u>
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	<u>0.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	<u>8,969.</u>		<u>0.</u>	<u>8,969.</u>
27 Pension plan contributions not included on lines 25a, b, and c				
28 Employee benefits not included on lines 25a - 27	<u>21,623.</u>		<u>2,909.</u>	<u>18,714.</u>
29 Payroll taxes	<u>15,521.</u>		<u>6,163.</u>	<u>9,358.</u>
30 Professional fundraising fees	<u>72,678.</u>			<u>72,678.</u>
31 Accounting fees	<u>22,533.</u>		<u>22,533.</u>	
32 Legal fees	<u>1,913.</u>		<u>1,913.</u>	
33 Supplies	<u>8,367.</u>		<u>8,367.</u>	
34 Telephone	<u>10,495.</u>		<u>10,495.</u>	
35 Postage and shipping	<u>8,891.</u>		<u>1,687.</u>	<u>7,204.</u>
36 Occupancy				
37 Equipment rental and maintenance				
38 Printing and publications				
39 Travel	<u>11,622.</u>			<u>11,622.</u>
40 Conferences, conventions, and meetings				
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	<u>4,787.</u>		<u>1,596.</u>	<u>3,191.</u>
43 Other expenses not covered above (itemize):				
a DUES AND SUBSCRIPTIONS	<u>2,826.</u>			<u>2,826.</u>
b WEBSITE	<u>7,014.</u>			<u>7,014.</u>
c INSURANCE	<u>5,447.</u>		<u>5,447.</u>	
d OTHER	<u>2,828.</u>		<u>2,828.</u>	
e				
f				
g				
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	<u>4,236,187.</u>	<u>3,888,938.</u>	<u>122,193.</u>	<u>225,056.</u>

Joint Costs. Check ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?

Yes ☐ No ☒If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A; (ii) the amount allocated to Program services \$ N/A; (iii) the amount allocated to Management and general \$ N/A; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ►		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
PROMOTE ONGOING EFFORTS TO ELIMINATE DISEASE		
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)		
a	THE FIGHT NIGHT FOUNDATION CONTRIBUTES TO RESEARCH AIMED AT FINDING A CURE FOR CATASTROPHIC DISEASE AND FUNDING TO NON-PROFIT ORGANIZATIONS THAT CREATE OPPORTUNITIES FOR YOUTH/FAMILIES LIVING IN THREATENING/VULNERABLE AREAS.	
(Grants and allocations \$ 3,888,938.) If this amount includes foreign grants, check here ► ☐		3,888,938.
b		
(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐		
c		
(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐		
d		
(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐		
e	Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐		
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)	3,888,938.

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Part IV Balance Sheets (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	300.	382.
	46 Savings and temporary cash investments	2,711,912.	2,576,347.
	47 a Accounts receivable		
	b Less: allowance for doubtful accounts		
	48 a Pledges receivable		
	b Less: allowance for doubtful accounts		
	49 Grants receivable		
	50 a Receivables from current and former officers, directors, trustees, and key employees		
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	52 Inventories for sale or use		
	53 Prepaid expenses and deferred charges		
	54 a Investments - publicly-traded securities		
	b Investments - other securities		
	55 a Investments - land, buildings, and equipment: basis		
	b Less: accumulated depreciation		
	56 Investments - other		
57 a Land, buildings, and equipment: basis	36,174.		
b Less: accumulated depreciation	19,635.		
58 Other assets, including program-related investments (describe ► DEPOSITS)	3,536.	24,520.	
59 Total assets (must equal line 74). Add lines 45 through 58	2,737,074.	2,617,788.	
Liabilities	60 Accounts payable and accrued expenses		
	61 Grants payable		
	62 Deferred revenue		
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	65 Other liabilities (describe ► CREDIT CARD PAYABLES)	13,015.	16,181.
	66 Total liabilities. Add lines 60 through 65	13,015.	16,181.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► ☒ and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	2,724,059.	2,601,607.
	68 Temporarily restricted		
	69 Permanently restricted		
	Organizations that do not follow SFAS 117, check here ► ☐ and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	2,724,059.	2,601,607.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	2,737,074.	2,617,788.

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Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a Total revenue, gains, and other support per audited financial statements		a	2,187,452.
b Amounts included on line a but not on Part I, line 12:			
1 Net unrealized gains on investments	b1		
2 Donated services and use of facilities	b2	50,000.	
3 Recoveries of prior year grants	b3		
4 Other (specify):	b4		
Add lines b1 through b4		b	50,000.
c Subtract line b from line a		c	2,137,452.
d Amounts included on Part I, line 12, but not on line a :			
1 Investment expenses not included on Part I, line 6b	d1		
2 Other (specify): ACCRUAL TO CASH ADJUSTMENT	d2	1,938,305.	
Add lines d1 and d2		d	1,938,305.
e Total revenue (Part I, line 12). Add lines c and d		e	4,075,757.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a Total expenses and losses per audited financial statements		a	2,347,301.
b Amounts included on line a but not on Part I, line 17:			
1 Donated services and use of facilities	b1	50,000.	
2 Prior year adjustments reported on Part I, line 20	b2		
3 Losses reported on Part I, line 20	b3		
4 Other (specify):	b4		
Add lines b1 through b4		b	50,000.
c Subtract line b from line a		c	2,297,301.
d Amounts included on Part I, line 17, but not on line a :			
1 Investment expenses not included on Part I, line 6b	d1		
2 Other (specify): ACCRUAL TO CASH ADJUSTMENT	d2	1,938,886.	
Add lines d1 and d2		d	1,938,886.
e Total expenses (Part I, line 17). Add lines c and d		e	4,236,187.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEAN CURRIE 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	EXECUTIVE DIRECTOR 40.00	114,555.	21,180.	6,000.
JIMMY WALKER 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	CHAIRMAN 5.00	0.	0.	0.
JERRY COLANGELO 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	DIRECTOR 5.00	0.	0.	0.
LEE HANLEY 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	DIRECTOR 5.00	0.	0.	0.
DALE JENSEN 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	DIRECTOR 5.00	0.	0.	0.
JOHN LANGBEIN 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	DIRECTOR 5.00	0.	0.	0.
HARVEY MACKAY 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	DIRECTOR 5.00	0.	0.	0.
NANCY WALKER 2111 E HIGHLAND AVE., STE 135 PHOENIX, AZ 85016	DIRECTOR 5.00	0.	0.	0.

Part V-A **Current Officers, Directors, Trustees, and Key Employees** *(continued)*

	Yes	No
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- 75 a** Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ _____
- b** Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) _____
- c** Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization."
- If "Yes," attach a statement that includes the information described in the instructions.
- d** Does the organization have a written conflict of interest policy? _____

75b		X
75c		X
75d		X

Part V-B	Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other
----------	---

Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]**Part VI | Other Information** (See the instructions.)

	Yes	No
--	-----	----

- 76** Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change

77 Were any changes made in the organizing or governing documents but not reported to the IRS?
If "Yes," attach a conformed copy of the changes.

78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
b If "Yes," has it filed a tax return on **Form 990-T** for this year? **N/A**

79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement

80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
b If "Yes," enter the name of the organization **N/A**

81 a Enter direct and indirect political expenditures. (See line 81 instructions.) and check whether it is ☐ exempt or ☐ nonexempt

b Did the organization file **Form 1120-POL** for this year? **81a** 0

76		X
77		X
78a		X
78b		
79		X
80a		X
81b		X

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Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	50,000.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88a	X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	X
90 a	List the states with which a copy of this return is filed <u>AZ</u>		
b	Number of employees employed in the pay period that includes March 12, 2007	90b	2
91 a	The books are in care of <u>SEAN CURRIE</u> Telephone no. <u>602-956-1121</u>		
	Located at <u>2111 E. HIGHLAND AVE., SUITE 135, PHOENIX, AZ</u> ZIP + 4 <u>85016</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <u>N/A</u>	91b	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		

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Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91c

X

If "Yes," enter the name of the foreign country **N/A**

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here

and enter the amount of tax-exempt interest received or accrued during the tax year

92

N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	54,253.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					2,198,194.
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		54,253.	2,198,194.
105 Total (add line 104, columns (B), (D), and (E))					2,252,447.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

SEE STATEMENT 4

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

X No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes

X No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

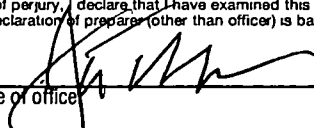
Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

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.

Please Sign Here:  Date: 4/15/10

Type or print name and title: _____

Paid Preparer's Use Only: Preparer's signature:  Date: 3/24/10 Check if self-employed: ☐ Preparer's SSN or PTIN (See Gen. Inst. X): _____

Firm's name (or yours if self-employed), address, and ZIP + 4: MOSS ADAMS, LLP
880 E RAIN TREE DR, STE 210
SCOTTSDALE, AZ 85260

EIN: _____ Phone no.: 480-444-3424

Form 990 (2007)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2007

Name of the organization

CELEBRITY FIGHT NIGHT FOUNDATION, INC.

Employer identification number

86 0903119

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶	0	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶	0	

Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1	X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X
e Transfer of any part of its income or assets?	2e	X
3 a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a	X
b Did the organization have a section 403(b) annuity plan for its employees?	3b	X
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c	X
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4 a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b Did the organization make any taxable distributions under section 4966?	4b	N/A
c Did the organization make a distribution to a donor, donor advisor, or related person?	4c	N/A
d Enter the total number of donor advised funds owned at the end of the tax year	► N/A	
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year	► N/A	
f Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts	► 0.	
g Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year	► 0.	

SEE STATEMENT 5

N/A

N/A

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state **▶** _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total ▶					

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2007

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	1,444,450.	672,333.	1,887,917.	827,383.	4,832,083.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	4,118,521.	4,330,297.	3,428,950.	3,301,784.	15,179,552.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	72,241.	48,226.	10,760.	3,084.	134,311.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	5,635,212.	5,050,856.	5,327,627.	4,132,251.	20,145,946.
24 Line 23 minus line 17	1,516,691.	720,559.	1,898,677.	830,467.	4,966,394.
25 Enter 1% of line 23	56,352.	50,509.	53,276.	41,323.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 99,328.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 576,532.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 4,966,394.
d Add: Amounts from column (e) for lines: 18 134,311. 19 576,532.					26d 710,843.
e Public support (line 26c minus line 26d total)					26e 4,255,551.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 85.6869%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A					
(2006) (2005) (2004) (2003)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2006) (2005) (2004) (2003)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					27c N/A
d Add: Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Schedule A (Form 990 or 990-EZ) 2007

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check ☐ **a** if the organization belongs to an affiliated group. Check ☐ **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is - Not over \$500,000 20% of the amount on line 40 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	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720

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 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines c through h.)

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
	X	
	X	
		0.

FORM 990	SPECIAL EVENTS AND ACTIVITIES				STATEMENT	1
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DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME OR (LOSS)
ANNUAL CELEBRITY FUNDRAISING EVENT	6,311,560.	1,485,100.	4,826,460.	2628266.	2,198,194.
TO FM 990, PART I, LINE 9	6,311,560.	1,485,100.	4,826,460.	2628266.	2,198,194.

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	2
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DESCRIPTION	AMOUNT
AUDITED FINANCAL STATEMENT ADJUSTMENT	37,978.
TOTAL TO FORM 990, PART I, LINE 20	37,978.

FORM 990	CASH GRANTS AND ALLOCATIONS TO OTHERS	STATEMENT	3
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CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS

AMOUNT

3,888,938.

SEE ATTACHED STATEMENT

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B

3,888,938.

FORM 990	PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES	STATEMENT	4
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LINE EXPLANATION OF RELATIONSHIP OF ACTIVITIES

101	IN ADDITION TO RAISING MONEY TO CONTRIBUTE TO ORGANIZATIONS THAT RESEARCH TO FIND A CURE FOR CATASTROPIC DISEASES AND FUND LOCAL NON-PROFIT ORGANIZATIONS TO AID UNDERPRIVILEGED YOUTH AND FAMILIES, THIS EVENT INCREASES AWARENESS OF THE EFFECT OF SUCH DISEASES AND UNDERPRIVILEGED CIRCUMSTANCES IN THE COMMUNITY.
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Attachment to Statement 3
Celebrity Fight Night Foundation, Inc.
86-0903119
June 2007 through May 2008

Grants & Allocation

CLASSIFICATION: General Charitable Grant Funding

<u>Name</u>	<u>Address</u>	<u>Amount</u>
A Palmer Medical Center	3160 Southgate Commerce Blvd Orlando, Fla	400,000 00
Academy of Music	11689 S Ingot Way South Jordan, UT 84095	10,000.00
Adopt a Child	6315 Forbes Avenue Pittsburgh, PA 15217	5,000 00
All in for a Cause Fdn	P.O. Box 5912 Scottsdale, AZ	1,000 00
All About the Kids	8412 E. Via De Viva Scottsdale, AZ	1,250 00
Am Diabetes Assoc	1701 N Beauregard Street Alexandria, VA 22311	15,000.00
American Eagle Foundation	P.O. Box 333 Pigeon Forge, TN 37868	10,000.00
American Heart Association	7272 Greenville Avenue Dallas, TX 75231	17,000 00
Andre Agassi Charitable Foundation	3883 Howard Hughes Pkwy 8th FL Las Vegas, NV 89169	1,750 00
Anytown Arizona	99 E Virginia Ave Phoenix, AZ	2,000 00
Athletes International	515 E Carefree Highway Phoenix, AZ	500 00
AZ Dback Fdn	401 E Jefferson Street Phoenix, AZ 85004	5,000 00
Banner Alzheimers Fdn	2025 N 3rd St Phoenix, AZ	1,000 00
Barrow Neurological Foundation	350 W. Thomas Rd Phoenix, AZ 85013	60,000 00
Basketball Club International, Inc.	1880 Arapahoe Street Denver, CO 80202	
Beat the Heat	PO Box 1287 Rogers, AR 72756	
Beauty of a Bonzer	4071 West Linda Lane Chandler, AZ 85226	2,500.00
Best Buddies Arizona	1940 E Camelback Road #205 Phoenix, AZ 85016	1,000 00
Body Positive	1144 E. McDowell Blvd Phoenix, AZ	10,000 00
Boys & Girls Clubs- Scottsdale	10515 E. Lakeview Drive Scottsdale, AZ	25,000.00
Boys & Girls Clubs of Phoenix	2645 North 24th Street Phoenix, AZ 85008	16,000 00
Brophy College Prep	4701 N Central Ave Phoenix, AZ	5,000 00
Challenged Athletes Fdn		50,000 00
Calvary Community Church		10,000.00
Childhelp U S A	15757 N 78th Street Ste B Scottsdale, AZ 85260	45,000 00
City of Hope	6245 N. 24th Pkwy Phoenix, AZ	10,000 00
Collaboration for a New Century	542 E. Monroe St Phoenix, AZ	10,000 00
Chris Webber Fdn	2121 Natomas Crossing Dr#389 Sacramento, CA 95834	2,000 00
Cnsis Pregnancy Center	4494 W Peona Avenue #115 Glendale, AZ 85302	12,500 00
Crohns & Colitis Foundation (CCFA)	386 Park Avenue South 17th FL New York, NY 10016	1,000 00
Cox Chanties	1550 W Deer Valley Rd Phoenix, AZ	20,000 00
David Foster Foundation	212 Henry Street Victoria, BC V9A 3H9	125,000 00
Fellowship for Christian Athletes	P O Box 34466 Phoenix, AZ	10,000 00
Fidelity Charitable Gift Fd	P O Box 770001 Cincinnati, Oh 45277	10,000.00
For World Peace Ltd	Singapore	10,000 00
Foundation for the Blind	1235 E. Harmont Drive Phoenix, AZ	15,000 00
Frank Edward Piccolo Fdn	15011 N 75th St Scottsdale, AZ	10,000 00
Free Arts of Arizona	103 W Highland Ave Phoenix, AZ	10,000.00
Florence Crittenton	715 W Mariposa Street Phoenix, AZ 85013	7,500 00
For Those Without a Voice	20325 N 51st Street Bld 8 Ste 162 Glendale, AZ 85308	10,000 00
Fresh Start	1130 E McDowell Road Phoenix, AZ 85006	10,000 00
Friends of Cnsis Nursery	2334 E Polk Street Phoenix, AZ 85006	2,500 00
Future for Kids	6991 E. Camelback Rd , S Scottsdale, AZ	1,000 00
Holy Trinity Greek Orthodox Church	1973 E. Maryland Ave Phoenix, AZ	10,000 00
HollyRod Foundation	9250 Wilshire Blvd LL15 Beverly Hills CA 90212	3,500 00
HomeBase Youth Services	1301 E Almena Road Phoenix, AZ 85006	10,000 00
Jewish Community Fdn	12701 N. Scottsdale Rd Scottsdale, AZ	10,000 00
Jewish Federation of Greater Phoenix	12701 N Scottsdale Rd Scottsdale, AZ	20,000 00
Joe Foss Institute	14415 N 73rd Street Scottsdale, Az	6,000 00
Juvenile Diabetes Research Fdn		250 00
KOCE -TV Fdn	5751 Gothard St Huntington Beach Ca	10,000 00
Latrobe Area Hospital	One Mellon Way Latrobe, Pa 15650	100,000 00
Lungetivty	435 N La Salle Chicago, IL	5,000 00
Make - A Wish Fdn	711 E. Northern Avenue Phoenix, AZ	20,000 00
March of Dimes		2,000.00
Marcopa City Colleges Fdn	2411 W 14th Street Tempe AZ	7,000 00
Marne Toys for Tots	18251 Quantico Gateway Drive Triangle, VA 22172	2,500 00
McDonalds/St Vincent de Paul	P.O Box 13600 Phoenix, AZ	1,200 00
McKenzie Monks Fdn	16646 E Laser Drive Fountain Hills, AZ	10,000 00
Phil & Amy Mickelson Fd		250,000 00
Mentor KidsUSA	15333 North Pima Road #305 Scottsdale, AZ 85260	5,000 00
Muhammad Ali Center	144 North 6th Street Louisville, KY 40202	700,000 00

Name	Address	Amount
Muhammad Ali Parkinson Center	240 West Thomas Rd # 301	Phoenix, AZ 85013 1,624,000 00
Nashville Habitat for Humanity	1006 8th Ave South	Nashville, TN 60,000 00
Neighborhood Ministries	1918 W Van Buren	Phoenix, AZ 10,000 00
Neighbor's Keeper Fdn		100,000 00
N Phoenix Baptist Church	5757 N. Central Ave	Phoenix, AZ 5,000 00
Notre Dame Mono club	116 Joyce Center	Notre Dame, IN 46556 10,000 00
Odessa Chambliss Quality of Life Fund Inc	6130 Foxfield Court	Windermere, FL 34786 60,000 00
OVUCLA Center		2,500 00
Papadopoulos Family Fdn	121 Post Oak Lane	Houston, TX 10,000 00
Phoenix Childrens Hospital	1919 E Thomas Rd	Phoenix, AZ 10,000.00
Phoenix Museum of History	105 North 5th Street	Phoenix, Az 5,000.00
Ph Suns Chanties	P O Box 1369	Phoenix, Az 20,000 00
Phoenix Theatre	100 East McDowell Road	Phoenix, Az 26,500 00
Phoenix Zoo	455 North Galvin Parkway	Phoenix, AZ 11,000 00
Ph Dream Center	3210 NW Grand Ave	Phoenix, AZ 225 00
Poverty Matters	311 S Cloverdale Ave	LA California 90036 10,000 00
Raven Drum Fdn	9350 Wilshire Blvd Ste 250	Beverly Hills CA 90212 10,000 00
Red Mountain Academy	PO Box 32156	Phoenix, AZ 85064 2,500 00
Robin Hood Benefit	162 W 56th St. Ste 405	New York, NY 10016 5,000 00
Ronald McDonald House	501 East Roanoke Avenue	Phoenix, AZ 10,000 00
Salvation Army	615 Slaters Lane	Alexandria, VA 22313 3,500 00
Sojourner Center	P O. Box 20156	Phoenix, AZ 5,000 00
Special Olympics of Az	1850 N Central Ave Ste 900	Phoenix, AZ 10,000.00
Star Girl Productions	6033 West Centruy Blvd	L A Calif 10,000 00
Stearns FamilyFdn	501 Silverside Rd	Wilmington,DE 19809 150,000.00
St Vincent de Paul	P O Box 13600	Phoenix,AZ 56,263.00
Steve Nash Foundation	9400 Sugar Circle	Anchorage, Alaska 9950 12,000 00
Tesseract School	4800 East Doubletree Ranch Rd	P.V. Arizona,85253 10,000 00
Trends Chanties	8101 North 47th Street	P.V Arizona,85253 1,000 00
United Way	1515 E Osborn Road	Phoenix, aZ 10,000 00
Uof A Foundation		1,000 00
USAFA Endowment Inc	1975 Research Pkwy Ste 300	Colorado Sprngs, Co 10,000 00
Whispering Hope Ranch Fdn	5333 N 7th Street	Phoenix, AZ 5,000 00
TOTAL		<u>3,888,938.00</u>

SCHEDULE A	EXPLANATION OF TRANSACTIONS PART III, LINE 2D	STATEMENT	5
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SEE PART V-A