



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

Open to Public
Inspection

A For the 2010 calendar year, or tax year beginning

04/01, 2010, and ending

03/31, 2011

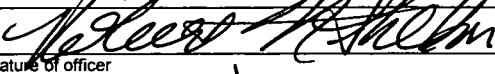
B Check if applicable		C Name of organization THE ARIZONA SPORTS FOUNDATION				D Employer identification number 86-0253821	
<input type="checkbox"/> Address change		Doing Business As THE FIESTA BOWL				E Telephone number (480) 350-0900	
<input type="checkbox"/> Name change		Number and street (or P O box if mail is not delivered to street address) 7135 E. CAMELBACK RD				Room/suite 190	
<input type="checkbox"/> Initial return		City or town, state or country, and ZIP + 4 SCOTTSDALE, AZ 85251					
<input type="checkbox"/> Terminated		F Name and address of principal officer ROBERT N. SHELTON 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251				G Gross receipts \$ 17,845,145.	
<input type="checkbox"/> Amended return						H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<input type="checkbox"/> Application pending						H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
						If "No," attach a list. (see instructions)	
I Tax-exempt status		X 501(c)(3)	501(c) ()	(insert no)	4947(a)(1) or	527	
J Website:		► WWW.FIESTABOWL.ORG				H(c) Group exemption number ►	
K Form of organization		X Corporation	Trust	Association	Other ►	L Year of formation	1972 M State of legal domicile AZ

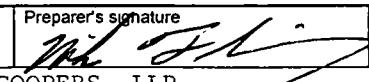
Part I Summary

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		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	26.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	25.
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	101.
	6 Total number of volunteers (estimate if necessary)	6	300.
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	41,521.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	13,329.
		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0.	0.	
9 Program service revenue (Part VIII, line 2g)	16,263,676.	16,482,522.	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	165,545.	135,354.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	554,677.	706,387.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	16,983,898.	17,324,263.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	26,000.	27,704.
	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)	1,283,276.	1,288,811.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25)		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	13,822,115.	13,858,616.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	15,131,391.	15,175,131.
19 Revenue less expenses Subtract line 18 from line 12	1,852,507.	2,149,132.	
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	23,180,222.	35,619,998.
	21 Total liabilities (Part X, line 26)	7,782,379.	18,073,023.
	22 Net assets or fund balances Subtract line 21 from line 20	15,397,843.	17,546,975.

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			2/14/12
	Signature of officer	Date	
	ROBERT N. SHELTON		EXECUTIVE DIRECTOR
	Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name <i>Michael F. Flory</i>	Preparer's signature 	Date 2/14/12	Check if self-employed ► <input type="checkbox"/>	PTIN P00169547
	Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ► 13-4008324	
	Firm's address ► 1850 N. CENTRAL AVE, SUITE 700 PHOENIX, AZ 85004-4563			Phone no 602-364-8000	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2010)

JSA
0E10101000

1337CE A99K 2/10/2012 10:44:49 AM V 10-8.2

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission
ATTACHMENT 1

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 exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 11,269,454 including grants of \$ 27,704.) (Revenue \$ 16,681,381.)

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 40TH ANNUAL TOSTITOS FIESTA BOWL WAS PLAYED ON JAN. 1, 2011, IN FRONT OF A CROWD OF 67,232. THE OKLAHOMA SOONERS DEFEATED THE CONNECTICUT HUSKIES 48-20. THE GAME WAS TELEVISED BY ESPN.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

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 ► 11,269,454.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	***
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f X	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20 a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a X	
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	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? If "Yes," complete Schedule I, Parts I and III	22	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? If "Yes," complete Schedule J	23	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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? If "Yes," complete Schedule L, Part I	25a	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? If "Yes," complete Schedule L, Part I <i>SEE EXPLANATION ON SCHEDULE O</i>	25b	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? If "Yes," complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	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).	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.	28c	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? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	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? If "Yes," complete Schedule R, Part I	34	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35	X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?		
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	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? If "Yes," complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Form 990 (2010)

*** SEE EXPLANATION ON SCHEDULE O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V.

	Yes	No	
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	134	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	101	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			
4a 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)?			
b If "Yes," enter the name of the foreign country ► <i>See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts</i>			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	X	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.	9a		
a Did the organization make any taxable distributions under section 4966?	9b		
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state?	13b		
<i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13c		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans			
c Enter the amount of reserves on hand			
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	26
b	Enter the number of voting members included in line 1a, above, who are independent	1b	25
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	X
a	The governing body?	8b	X
b	Each committee with authority to act on behalf of the governing body?	9	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		

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

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	12a	X
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12b	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	X
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	13	X
13	Does the organization have a written whistleblower policy?	14	X
14	Does the organization have a written document retention and destruction policy?	15a	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15b	X
a	The organization's CEO, Executive Director, or top management official	16a	X
b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)	16b	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

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 (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
	<input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
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 (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)					(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 Former			
(1) BOB AYLESWORTH DIRECTOR	1.00	X					60	2,275	0.
(2) JIM BRUNER DIRECTOR	1.00	X					60	1,849	0.
(3) ANN DAMIANO DIRECTOR	1.00	X					60	2,535	0.
(4) KEMP ELLIS TREASURER	1.00	X					60	1,335	0.
(5) LARRY JOHNSON DIRECTOR	1.00	X					60	1,537	0.
(6) DAN LEWIS CHAIRMAN-ELECT	1.00	X					60	2,535	0.
(7) ANDY MCCAIN DIRECTOR	1.00	X					60	2,235	0.
(8) MANNY MOLINA DIRECTOR	1.00	X					60	1,260	0.
(9) CHUCK O'CONNOR DIRECTOR	1.00	X					0	0	0.
(10) MARK VINCIGUERRA DIRECTOR	1.00	X					60	2,235	0.
(11) STEVE WHITEMAN DIRECTOR	1.00	X					0	0	0.
(12) MATT WINTER DIRECTOR	1.00	X					0	0	0.
(13) DUANE WOODS CHAIRMAN	1.00	X					60	2,535	0.
(14) ALAN YOUNG IMMEDIATE PAST CHAIRMAN	1.00	X					1,316	2,671	0.
(15) JOHN ZIDICH SECRETARY	1.00	X					0	0	0.
(16) DON ROBINSON DIRECTOR	1.00	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 (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)				(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	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	
(17) DAVID MCINTYRE DIRECTOR	1.00	X					0.	0.
(18) MIKE HECOMOVICH DIRECTOR	1.00	X					0.	0.
(19) CLINTON PATTEA DIRECTOR	1.00	X					0.	0.
(20) NIKKI BALICH DIRECTOR	1.00	X					60.	2,030.
(21) PATRICK BARKLEY DIRECTOR	1.00	X					60.	1,585.
(22) ANDREW STEGEN DIRECTOR	1.00	X					0.	0.
(23) SHERYL DEHNING DIRECTOR	1.00	X					470.	2,475.
(24) BRIAN J. HALL DIRECTOR	1.00	X					60.	2,575.
(25) STEVEN LEACH DIRECTOR	1.00	X					1,020.	3,377.
(26) MARCUS SIPOLT DIRECTOR	1.00	X					510.	2,271.
(27) JOHN JUNKER PRESIDENT/CEO	12.00		X				164,579.	366,977.
(28) NATALIE WISNESKI COO	12.00		X				93,677.	208,093.
1b Sub-total							262,352.	612,385.
c Total from continuation sheets to Part VII, Section A							127,024.	281,078.
d Total (add lines 1b and 1c)							389,376.	893,463.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 1								

	Yes	No
3	X	
4	X	
5		X

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

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? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

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 ► 14

Part VIII Statement of Revenue

			(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			
			Business Code				
Program Service Revenue	2a GAME REVENUE	711300	15,644,144	15,644,144			
	b SPONSORSHIP PAYMENTS	711300	838,378			838,378	
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			16,482,522			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		135,691			135,691
		4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties			465,632			465,632	
		(i) Real	(ii) Personal				
6a Gross Rents.			375				
b Less rental expenses							
c Rental income or (loss)			375				
d Net rental income or (loss)				375			375
		(i) Securities	(ii) Other				
7a Gross amount from sales of assets other than inventory		0					
b Less cost or other basis and sales expenses		337					
c Gain or (loss)		-337					
d Net gain or (loss)			-337			-337	
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a						
b Less direct expenses	b						
c Net income or (loss) from fundraising events			0				
9a Gross income from gaming activities See Part IV, line 19	a						
b Less direct expenses	b						
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a	677,619					
b Less cost of goods sold	b	520,545					
c Net income or (loss) from sales of inventory		ATCH. 4	157,072	115,551	41,521		
	Miscellaneous Revenue	Business Code					
11a OTHER REVENUE	711300	43,308	43,308				
b GAME PROMOTION REVENUE	711300	40,000	40,000				
c							
d All other revenue							
e Total. Add lines 11a-11d			83,308				
12 Total revenue. See instructions			17,324,263	15,843,003	41,521	1,439,739	

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) but are not required to complete columns (B), (C), and (D)

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 U S See Part IV, line 21	27,704.	27,704.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U S 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	307,949.	204,808.	103,141.	
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	805,305.	535,584.	269,721.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9 Other employee benefits	96,571.	64,227.	32,344.	
10 Payroll taxes	78,986.	52,531.	26,455.	
11 Fees for services (non-employees)				
a Management	0.			
b Legal	1,243,049.		1,243,049.	
c Accounting	214,094.		214,094.	
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees	0.			
g Other	480,834.	319,788.	161,046.	
12 Advertising and promotion	198,500.		198,500.	
13 Office expenses	369,312.		369,312.	
14 Information technology	54,481.		54,481.	
15 Royalties.	53,332.	53,332.		
16 Occupancy	143,989.		143,989.	
17 Travel	241,779.		241,779.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	242,451.		242,451.	
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	188,154.	57,796.	130,358.	
23 Insurance	75,808.		75,808.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a GAME EXPENSES	9,549,420.	9,549,420.		
b GAME PROMOTION - HOSPITALITY	404,264.	404,264.		
c UNRELATED BUS INC TAX	789.		789.	
d DUES SUBS/M&E	201,473.		201,473.	
e OTHER TAXES	43,336.		43,336.	
f All other expenses	153,551.		153,551.	
25 Total functional expenses Add lines 1 through 24f	15,175,131.	11,269,454.	3,905,677.	
26 Joint Costs. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
	1 Cash - non-interest-bearing	6,612,372.	1	2,615,275.
	2 Savings and temporary cash investments	10,418,681.	2	11,804,326.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	803,121.	4	1,255,943.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0.	5	0.
	6 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)	0.	6	0.
	7 Notes and loans receivable, net	244.	7	200.
	8 Inventories for sale or use	21,486.	8	20,716.
	9 Prepaid expenses and deferred charges	305,924.	9	90,488.
Assets	10 a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 8,398,764.		
	b Less accumulated depreciation	10b 2,964,744.	10c 4,997,559.	10c 5,434,020.
	11 Investments - publicly traded securities	0.	11	0.
	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	20,835.	15	14,399,030.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	23,180,222.	16	35,619,998.
Liabilities	17 Accounts payable and accrued expenses	1,185,905.	17	2,873,351.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	758,186.	19	13,190.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0.	21	0.
	22 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 Complete Part X of Schedule D	5,838,288.	25	15,186,482.
	26 Total liabilities. Add lines 17 through 25	7,782,379.	26	18,073,023.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	15,397,843.	27	17,546,975.
	28 Temporarily restricted net assets	0.	28	
	29 Permanently restricted net assets	0.	29	
	Organizations that do not follow SFAS 117, 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	15,397,843.	33	17,546,975.
	34 Total liabilities and net assets/fund balances	23,180,222.	34	35,619,998.

Form 990 (2010)

Part XI Reconciliation of Net AssetsCheck 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	17,324,263.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,175,131.
3	Revenue less expenses Subtract line 2 from line 1	3	2,149,132.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	15,397,843.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	17,546,975.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?	2a	X
2b	Were the organization's financial statements audited by an independent accountant?	2b	X
2c	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	2c	X
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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?	3a	X
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	3b	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public
Inspection

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.

Employer identification number

86-0253821

Name of the organization

THE ARIZONA SPORTS FOUNDATION

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 - Other
 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?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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 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) 2010

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

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
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, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10 . .						
12 Gross receipts from related activities, etc (see instructions)					12	
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 ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3 % support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	2,423,876				0	2,423,876.
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	14,712,272	13,555,615	16,346,205	15,643,070	16,309,226	76,566,388
3 Gross receipts from activities that are not an unrelated trade or business under section 513		1,285,539	1,149,124	1,110,789	838,378	4,383,830
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	17,136,148	14,841,154	17,495,329	16,753,859	17,147,604	83,374,094
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	1,219,641	1,219,641
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	1,178,993	686,587	617,695	607,101	6,333,285	9,423,661
c Add lines 7a and 7b	1,178,993	686,587	617,695	607,101	7,552,926	10,643,302
8 Public support (Subtract line 7c from line 6)						72,730,792

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	17,136,148	14,841,154	17,495,329	16,753,859	17,147,604	83,374,094
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	556,299	789,044	172,905	364,290	601,323	2,483,861
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	556,299	789,044	172,905	364,290	601,323	2,483,861
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	41,917	18,243	3,054	11,330	74,544
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)	17,692,447	15,672,115	17,686,477	17,121,203	17,760,257	85,932,499
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	84.64 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	92.42 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	2.89 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	2.75 %

19a 33 1/3 % support tests - 2010. 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 ► <input checked="" type="checkbox"/>
b 33 1/3 % support tests - 2009. 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 ► <input type="checkbox"/>
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; or 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

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

2010Open to Public
Inspection

► Complete if the organization is described below.

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

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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 35a (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

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 on behalf of or in opposition to candidates for public office 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?
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 filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

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

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

Schedule C (Form 990 or 990-EZ) 2010

JSA
0E1264 0 040

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.

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying) ATTCH. 1		0.	0.
b Total lobbying expenditures to influence a legislative body (direct lobbying)		0.	0.
c Total lobbying expenditures (add lines 1a and 1b)		0.	0.
d Other exempt purpose expenditures		15,147,150.	50,890,668.
e Total exempt purpose expenditures (add lines 1c and 1d)		15,147,150.	50,890,668.
f Lobbying nontaxable amount Enter the amount from the following table in both columns		907,358.	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)		226,840.	250,000.
h Subtract line 1g from line 1a If zero or less, enter -0-			
i Subtract line 1f from line 1c If zero or less, enter -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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying nontaxable amount			1,000,000.	1,000,000.	2,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					3,000,000.
c Total lobbying expenditures			1,998.	0.	1,998.
d Grassroots nontaxable amount			250,000.	250,000.	500,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					750,000.
f Grassroots lobbying expenditures			0.	0.	0.

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)).

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, 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 1c through 1i)?				
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 similar means?				
i Other activities? If "Yes," describe in Part IV				
j Total Add lines 1c through 1i				
2 a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?				
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d 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).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

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

1	Dues, assessments and similar amounts from members	1	
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).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
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?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

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, and Part II-B, line 11. Also, complete this part for any additional information.

Part IV Supplemental Information (continued)

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: 0.
 DIRECT LOBBYING AMOUNT: 0.
 TOTAL LOBBYING EXPENDITURES: 0.
 OTHER EXEMPT PURPOSE EXPENDITURES: 11,324,556.
 TOTAL EXEMPT PURPOSE EXPENDITURES: 11,324,556.
 LOBBYING NONTAXABLE AMOUNT: 716,228.
 GRASSROOTS NONTAXABLE AMOUNT: 179,057.
 TOTAL GRASSROOTS LESS NONTAXABLE AMOUNT:
 TOTAL EXPENDITURES LESS NONTAXABLE AMOUNT:
 SHARE OF EXCESS LOBBYING EXPENDITURES: 0.

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: 0.
 DIRECT LOBBYING AMOUNT: 0.
 TOTAL LOBBYING EXPENDITURES: 0.
 OTHER EXEMPT PURPOSE EXPENDITURES: 15,147,150.
 TOTAL EXEMPT PURPOSE EXPENDITURES: 15,147,150.
 LOBBYING NONTAXABLE AMOUNT: 907,358.
 GRASSROOTS NONTAXABLE AMOUNT: 226,840.
 TOTAL GRASSROOTS LESS NONTAXABLE AMOUNT:
 TOTAL EXPENDITURES LESS NONTAXABLE AMOUNT:
 SHARE OF EXCESS LOBBYING EXPENDITURES: 0.

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2010Open to Public
Inspection

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year		
		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----		
4 Number of states where property subject to conservation easement is located ► -----		
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----		
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----		
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?		<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements		

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ -----

(ii) Assets included in Form 990, Part X ► \$ -----

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ -----

b Assets included in Form 990, Part X ► \$ -----

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

JSA
0E1268 1000

Schedule D (Form 990) 2010

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 <input type="checkbox"/>	Public exhibition	d <input type="checkbox"/>	Loan or exchange programs
b <input type="checkbox"/>	Scholarly research	e <input type="checkbox"/>	Other _____
c <input type="checkbox"/>	Preservation for future generations		

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

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? Yes No

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? Yes No

b If "Yes," explain the arrangement in Part XI V and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XI V

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
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 year end balance held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by.

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

Yes	No
3a(i)	
3a(ii)	
3b	

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		116,170.		116,170.
b Buildings		3,278,182.	622,780.	2,655,402.
c Leasehold improvements		2,237,614.	429,671.	1,807,943.
d Equipment		1,083,547.	921,758.	161,789.
e Other		1,683,251.	990,535	692,716.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 5,434,020.

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) SECURITY DEPOSITS	8,680.
(2) PREPAID EXPENSES	19,917.
(3) OTHER CASH EQUIVALENTS	27,800.
(4) INTERCOMPANY RECEIVABLE FR FEI	10,529,697.
(5) INTERCOMPANY RECEIVABLE FR VSB	3,812,936.
(6)	
(7)	
(8)	
(9)	
(10)	

Total (Column (b) must equal Form 990, Part X, col (B) line 15) ► 14,399,030.

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

1. (a) Description of liability	(b) Amount	
(1) Federal income taxes		
(2) INTERCOMPANY PAYABLE TO ACFCF	15,142,357.	
(3) ACCRUED EXCISE, WITHHOLDING AND EMPL	44,125.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ► 15,186,482.

2. FIN 48 (ASC 740) Footnote In Part XIV, 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)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	17,324,263.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	15,175,131.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	2,149,132.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	2,149,132.

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

1	Total revenue, gains, and other support per audited financial statements	1	17,844,809.
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 XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	17,844,809.
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 XIV)	4b	-520,546.
c	Add lines 4a and 4b	4c	-520,546.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	17,324,263.

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

1	Total expenses and losses per audited financial statements	1	15,695,677.
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 XIV)	2d	520,546.
e	Add lines 2a through 2d	2e	520,546.
3	Subtract line 2e from line 1	3	15,175,131.
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 XIV)	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	15,175,131.

Part XIV 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, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

SEE PAGE 5

Part XIV Supplemental Information (continued)

RECONCILIATION OF REVENUE AND EXPENSES

SCHEDULE D, PART XII, LINE 4B & PART XIII, LINE 2D

IN ORDER TO OBTAIN A NET INCOME (LOSS) FROM SALE OF INVENTORY, EXPENSES
ARE RECLASSIFIED AS AN ADJUSTMENT TO REVENUE. THE SAME ADJUSTMENT IS
MADE TO EXPENSES.

UNCERTAIN TAX POSITIONS - FIN 48

SCHEDULE D, PART X, LINE 2

THE ORGANIZATION HAD A FOOTNOTE TO ITS AUDITED FINANCIAL STATEMENT
ADDRESSING AN UNCERTAIN TAX POSITION UNDER FIN 48. 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, 2011 IN AN AUDIT REPORT DATED SEPTEMBER 1, 2011
ISSUED BY PRICEWATERHOUSECOOPERS LLP. THE TWO POSITIONS MENTIONED IN
PARAGRAPH TWO, THE CHIEF FINANCIAL OFFICER AND THE CHIEF COMPLIANCE
OFFICER HAVE BEEN FILLED.

"DURING 2011, A SPECIAL COMMITTEE OF THE 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

Part XIV Supplemental Information (continued)

BOARD OF DIRECTORS AND MANAGEMENT.

THE FOUNDATION AND ITS AFFILIATES (THE "ORGANIZATION") HAVE 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, BEGINNING THE SEARCH FOR A CHIEF FINANCIAL OFFICER AND A CHIEF COMPLIANCE OFFICER, THE IMPLEMENTATION OF CHANGES TO THE GOVERNANCE STRUCTURE INCLUDING RESTRUCTURING COMMITTEES OF THE BOARD OF DIRECTORS, AND THE ESTABLISHMENT OF MORE DETAILED POLICIES.

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

CERTAIN OF THE ORGANIZATION'S PRIOR ACTIVITIES COULD RISK THE ORGANIZATION'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 ORGANIZATION HAS TAKEN AND WILL CONTINUE TO TAKE CORRECTIVE ACTIONS AS FOLLOWS:

*POLITICAL CAMPAIGN CONTRIBUTIONS - THE ORGANIZATION HAS SOUGHT TO

Part XIV Supplemental Information (continued)

RECOVER SUCH AMOUNTS FROM CANDIDATES AND CHANGED ITS INTERNAL BONUS AND EXPENSES REIMBURSEMENT POLICIES AND PRACTICES.

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

*BENEFITS PROVIDED TO DISQUALIFIED PERSONS - THE ORGANIZATION HAS AMENDED INCOME TAX REPORTING FOR CERTAIN DIRECTORS, FORMER DIRECTORS, EMPLOYEES AND CONSULTANTS FOR RECENT YEARS. THE ORGANIZATION CONTINUES TO QUANTIFY ALL INUREMENT AND POSSIBLE EXCESS BENEFIT TRANSACTIONS AND WILL PROPERLY REPORT THEM FOR INCOME TAX PURPOSES WHEN THE ASSESSMENT IS COMPLETE.

*BENEFITS PROVIDED TO THIRD PARTIES - THE ORGANIZATION 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 ORGANIZATION HAS TAKEN AND EXPECTS TO CONTINUE TO TAKE, MANAGEMENT

Part XIV Supplemental Information (continued)

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 FINANCIAL STATEMENTS.

THE ORGANIZATION HAS ACCRUED A LIABILITY AT MARCH 31, 2011 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 ORGANIZATION. THESE AMOUNTS TOTAL \$136,350 (\$44,125 WAS ALLOCATED TO THE FOUNDATION) AND 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 ORGANIZATION. ANY SUCH ADDITIONAL LIABILITIES CANNOT BE ESTIMATED AT THIS TIME AND A LIABILITY HAS NOT BEEN RECORDED IN THESE 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

Part XIV Supplemental Information (continued)

ACCOMPANYING FINANCIAL STATEMENTS.

THERE WERE NO UNRECOGNIZED TAX BENEFITS AT MARCH 31, 2011 AND THERE ARE NO INCREASES OR DECREASES IN UNRECOGNIZED TAX BENEFITS FOR THE FISCAL YEAR ENDED MARCH 31, 2011."

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

2010**Open to Public
Inspection**

Name of the organization

THE ARIZONA SPORTS FOUNDATION

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. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ►

(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) AMERICAN EAGLE FOUNDATION PO. BOX 333 PIGEON FORGE, TN 37868	58-1652023	501(C)(3)	15,000				GENERAL SUPPORT
(2) SCOTTSDALE COMMUNITY COLLEGE 9000 E CHAPERRAL ROAD SCOTTSDALE, AZ 85256	86-0185552	501(C)(3)	6,000.				SCHOLARSHIPS
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

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

Schedule I (Form 990) (2010)

JSA

0512882006337CE A99K 2/10/2012 10:44:49 A V 10-8.2

2
0.
- - - - -

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, and any other additional information.

GRANTS

SCHEDULE I PART 1 LINE 2

THE ORGANIZATION HAS MAINTAINED AND CONTINUES TO MAINTAIN RECORDS TO SUBSTANTIATE THE GRANT AMOUNTS PAID. AFTER THE END OF THE FISCAL YEAR ENDED MARCH 31, 2011, THE ORGANIZATION HAS ESTABLISHED A FORMAL GRANT PROCESS FOR ITS SEMIANNUAL CONTRIBUTIONS. A CHARITABLE GIVING COMMITTEE WAS APPOINTED BY THE BOARD OF DIRECTORS. THIS COMMITTEE 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

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, and any other additional information.

BUDGETING PROCESS. ALL 501 (C) (3) ORGANIZATIONS ARE CHECKED AGAINST
 PUBLIC RECORDS TO INSURE THEIR 501(C) (3) EXEMPTION IS CURRENT.

SCHEDULE J
(Form 990)

Compensation Information

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Employer identification number

THE ARIZONA SPORTS FOUNDATION

86-0253821

Part I Questions Regarding Compensation

	Yes	No
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 checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	
<input checked="" type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	
<input type="checkbox"/> Discretionary spending account	<input checked="" 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	1b	<input checked="" type="checkbox"/>
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?	2	<input checked="" type="checkbox"/>
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply		
<input checked="" type="checkbox"/> Compensation committee	<input 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 from the organization or a related organization?	4a	<input checked="" type="checkbox"/>
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	<input checked="" type="checkbox"/>
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	<input checked="" type="checkbox"/>
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?	5a	<input checked="" type="checkbox"/>
b Any related organization?	5b	<input checked="" type="checkbox"/>
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?	6a	<input checked="" type="checkbox"/>
b Any related organization?	6b	<input checked="" type="checkbox"/>
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	7	<input checked="" type="checkbox"/>
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	8	<input checked="" type="checkbox"/>
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2010

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 individuals that are not listed on Form 990 Part VII.

institutions, on law (v), do not list any individuals that are not listed on the original (vii).

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(I) Base compensation	(II) Bonus & incentive compensation	(III) Other reportable compensation				
1 JOHN JUNKER	\$109,914. (\$245,086.)	\$37,154. (\$82,846.)	\$17,511. (\$39,045.)	\$14,700. (\$34,301.)	\$1,997. (\$4,660.)	\$181,276. (\$405,938.)	
2 NATALIE WISNESKI	\$69,846. (\$155,154.)	\$15,521. (\$34,479.)	\$8,310. (\$18,460.)	\$13,500. (\$31,500.)	\$5,055. (\$11,796.)	\$112,232. (\$251,389.)	
3 SHAWN SCHOEFFLER	\$0. (\$0.)	\$0. (\$0.)	\$35,703. (\$78,547.)	\$0. (\$0.)	\$0. (\$0.)	\$35,703. (\$78,547.)	
4 JAY FIELDS	\$46,573. (\$103,427.)	\$9,315. (\$20,685.)	\$17,881. (\$4,177.)	\$3,150. (\$7,350.)	\$2,903. (\$6,775.)	\$63,822. (\$142,414.)	
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							

Part III Supplemental Information

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

COMPENSATION INFORMATION

PART I QUESTION 1 DETAIL

TRAVEL FOR COMPANIONS - 3 DIRECTORS, SPOUSE TRAVEL IS APPROVED WHERE IT IS RELEVANT FOR BUSINESS PURPOSES; NOT ADDED TO COMPENSATION.

TAX INDEMNIFICATION AND GROSS-UP PAYMENTS - THREE OFFICERS; ADDED TO COMPENSATION

HEALTH OR SOCIAL CLUB DUES - THREE OFFICERS; A PORTION IS ADDED TO COMPENSATION

PERSONAL SERVICES - 1 OFFICER; 1 DIRECTOR; SECURITY SERVICES DURING SPECIFIC TIMES OF THE YEAR; NOT ADDED TO COMPENSATION.

NON FIXED PAYMENTS

SCHEDULE J PART I QUESTION 7

NON FIXED PAYMENTS OCCUR IN THE FORM OF BONUS AND REIMBURSEMENT OF EXPENSES

Part III Supplemental Information

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

COMPENSATION – COMMON PAYMASTER

SCHEDULE J – PART II

THE ARIZONA SPORTS FOUNDATION FUNCTIONS AS A COMMON PAYMASTER FOR ITSELF AND ITS AFFILIATED ORGANIZATIONS. ALLOCATIONS OF OFFICERS, KEY EMPLOYEES AND STAFF'S COMPENSATION ARE MADE IN ACCORDANCE WITH THE EMPLOYEES' AVERAGE TIME DEVOTED TO EACH OF THE ORGANIZATIONS.

SEVERANCE PAYMENTS

SCHEDULE J, PART I, LINE 4A

SHAWN SCHOEFFLER, VICE PRESIDENT – PUBLIC RELATIONS/MEDIA RECEIVED 35,703 IN SEVERANCE FROM THIS ORGANIZATION AND \$78,547 FROM RELATED ORGANIZATIONS.

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

2010

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) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on 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, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) 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 and type 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) 2010

Schedule L (Form 990 or 990-EZ) 2010

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) ANTHONY AGUILAR	BROTHER OF CORP OFFICER	20,865.	EMPLOYMENT		X
(2) ARIZONA BILTMORE	SEE PART V	360,887.	HOTEL & CATERING		X
(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)

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: \$360,887

(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

2010

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 AN EXTERNAL ACCOUNTING FIRM. ONCE THE RETURN IS COMPLETED AND REVIEWED, THE FORM 990 IS PROVIDED TO THE BUDGET AND FINANCE COMMITTEE AND AUDIT COMMITTEE. AFTER THE COMMITTEES' REVIEW, THE RETURN IS PRESENTED TO THE BOARD OF DIRECTORS. UPON REVIEW 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

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

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

BYLAWS AND 501(C) (3) ACCEPTANCE 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).

GOVERNING BODY AND MANAGEMENT

PART VI SECTION A QUESTION 9

THE FOLLOWING OFFICERS CANNOT BE REACHED AT THE ORGANIZATIONS MAILING ADDRESSES, BUT CAN BE REACHED AT THE ADDRESS LISTED BELOW:

SHAWN SCHOEFFLER

1580 NW EMPEROR DRIVE

CORVALLIS, OR 97330

JOHN JUNKER:

C/O MARISCAL, WEEKS, MCINTYRE & FRIEDLANDER, P.A. - ATTN. GARY L.

BIRNBAUM

2901 NORTH CENTRAL AVENUE, SUITE 200

PHOENIX, ARIZONA 85012

NATALIE WISNESKI

C/O JAMES BURKE

QUARLES & BRADY LLP

ONE RENAISSANCE SQUARE

TWO NORTH CENTRAL AVENUE

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

PHOENIX, ARIZONA 85004-2391

JAY FIELDS

C/O HARALSON MILLER PITT FELDMAN & MCANALLY

ATTN. JOSE DE JESUS RIVERA

2800 N. CENTRAL AVENUE, SUITE 840

PHOENIX, ARIZONA 85004-1069

POLITICAL CAMPAIGN ACTIVITIES

PART IV, LINE 3

THE ORGANIZATION BECAME AWARE OF DIRECT AND INDIRECT POLITICAL CAMPAIGN ACTIVITIES RELATING TO PRIOR YEARS. WE CONTACTED EACH OF THE POLITICAL CANDIDATES/ORGANIZATIONS THAT HAD BENEFITTED FROM THESE TRANSACTIONS AND REQUESTED THE FUNDS BE RETURNED. WE ARE IN THE PROCESS OF FILING FORM 4720 TO ASSESS THE EXCISE TAX NECESSARY RELATED TO THESE TRANSACTIONS.

APPROPRIATE INTERNAL CONTROLS AND GOVERNANCE HAVE BEEN ADOPTED TO ENSURE THAT THIS WILL NOT OCCUR AGAIN.

EXCESS BENEFIT TRANSACTION

PART IV, LINE 25A AND 25B

THE ORGANIZATION BECAME AWARE OF POSSIBLE EXCESS BENEFIT TRANSACTIONS WITH DISQUALIFIED PERSONS THAT MAY HAVE OCCURRED AND THAT MAY NOT HAVE BEEN REPORTED ON FORM 990. THE ORGANIZATION HAS COMMISSIONED COMPENSATION STUDIES TO DETERMINE WHETHER ANY OF THESE TRANSACTIONS CONSTITUTED AN EXCESS BENEFIT TRANSACTION WITHIN THE MEANING OF IRC SECTION 4958. UPON CONCLUSION OF THOSE STUDIES, THE ORGANIZATION WILL TAKE ALL NECESSARY AND

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

APPROPRIATE STEPS TO ENSURE THAT THE ORGANIZATION AND ITS DISQUALIFIED PERSONS COMPLY WITH ALL APPLICABLE FEDERAL TAX LAWS AND RELATED REPORTING REQUIREMENTS.

CHANGES TO CORPORATE DOCUMENTS

PART VI, SECTION A, LINE 4

BEGINNING IN THE SPRING OF 2011, THE ORGANIZATION MADE SWEEPING CHANGES TO ITS BY-LAWS, POLICIES AND PROCEDURES. THESE POLICIES AND PROCEDURES ARE FOCUSED ON COMPLIANCE WITH ALL RULES AND REGULATIONS OF ITS VARIOUS GOVERNING BODIES INCLUDING THE IRS, THE NCAA AND THE BCS. THESE CHANGES INCLUDED THE ESTABLISHMENT OF KEY GOVERNANCE COMMITTEES INCLUDING BUDGET AND FINANCE, NOMINATING AND GOVERNANCE, VOLUNTEER OVERSIGHT AND CHARITABLE GIVING COMMITTEES. EACH HAS A CHARTER AND MEETS REGULARLY TO DISCUSS KEY MATTERS TO THE ORGANIZATION IN DEPTH. THESE COMMITTEES REPORT AT THE BOARD OF DIRECTORS MEETINGS. COPIES OF OUR UPDATED POLICIES AND BY-LAWS ARE AVAILABLE AT WWW.FIESTABOWL.ORG.

CONFLICT OF INTEREST

PART 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. PROCEDURES HAVE BEEN ADDED SUBSEQUENT TO THE REPORTING PERIOD TO REVIEW 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
--	---

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE ARIZONA SPORTS FOUNDATION IS COMMITTED TO FOSTERING A CULTURE OF COMMUNITY INVOLVEMENT AND GIVING. 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.

ATTACHMENT 2

**PART VII - CONTINUATION OF OFFICERS, DIRECTORS, TRUSTEES,
KEY EMPLOYEES AND HIGHEST COMPENSATED EMPLOYEES**

(1)=IND. TRUSTEE/DIR. (2)=INS. TRUSTEE (3)=OFFICER (4)=KEY EMP. (5)=HIGHEST COMP. (6)=FORMER

	(A) NAME AND TITLE	(B) HOURS	(C) POSITION (1)(2)(3)(4)(5)(6)	(D) ORG.	(E) REL. ORG.	(F) OTHER
29	JAY FIELDS VP-MARKETING	12.00	X	57,769.	128,289.	20,178.
30	TRACY GUERRA DIRECTOR OF GAME OPERATIONS	12.00	X	33,552.	74,242.	19,804.
31	SHAWN SCHOEFFLER VP-PUBLIC RELATIONS/MEDIA	12.00	X	35,703.	78,547.	0.

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
HUSK PARTNERS 1702 E HIGHLAND #100 PHOENIX, AZ 85016	LEGAL	342,664.
AZSTA-AZ SPORTS AND TOURISM AUTHORITY 1 CARDINALS DRIVE GLENDALE, AZ 85305	STADIUM RENTAL	400,000.
ARIZONA BILTMORE RESORT & SPA 2400 E MISSOURI PHOENIX, AZ 85016	HOTEL AND CATERING	355,555.
AON RISK SERVICES DEPT 9832 LOS ANGELES, CA 90084	INSURANCE	411,393.

Name of the organization

THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

ATTACHMENT 3 (CONT'D)990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
BLUE STEEL PO BOX 23963 TEMPE, AZ 85281	SECURITY CONSULTING	228,096.
	TOTAL COMPENSATION	<u>1,737,708.</u>

ATTACHMENT 4FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	677,619.
INVENTORY AT BEGINNING OF YEAR	
PURCHASES	485,558.
SALARIES AND WAGES	10,900.
OTHER COSTS	24,087.
SUBTOTAL	520,545.
MINUS ENDING INVENTORY	
COST OF GOODS SOLD	<u>520,545.</u>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ARIZONA SPORTS FOUNDATION

► 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.

2010

Open to Public
Inspection

Name of the organization

86-0253821

Related Organizations and Unrelated Partnerships

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

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

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1)	ARIZONA COLLEGE FOOTBALL CHAMP'SHIP FOUN 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	20-3705626	COLLEGE BOWL	AZ 501 (C) (3)	9	N/A	X
(2)	VALLEY OF THE SUN BOWL FOUNDATION 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	86-0902767	COLLEGE BOWL	AZ 501 (C) (3)	9	N/A	X
(3)	FIESTA EVENTS, INC. 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	86-0666998	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) 2010

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dissimilarity location?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(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, 35, 35a, or 36.)**

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

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

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-r)	(c) Amount involved	(d) Method of determining amount involved
(1) FIESTA EVENTS, INC.	M	343,061.	COST
(2) FIESTA EVENTS, INC.	N	1,572,663.	COST
(3) FIESTA EVENTS, INC.	P	1,740,521.	COST
(4) FIESTA EVENTS, INC.	Q	116,256.	COST
(5) FIESTA EVENTS, INC.	R	320,640.	COST
(6) VALLEY OF THE SUN BOWL FOUNDATION	M	254,845.	COST

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

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

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

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-r)	(c) Amount involved	(d) Method of determining amount involved
(1) VALLEY OF THE SUN BOWL FOUNDATION	N	1,168,264.	COST
(2) VALLEY OF THE SUN BOWL FOUNDATION	P	1,189,540.	COST
(3) VALLEY OF THE SUN BOWL FOUNDATION	Q	2,192,959.	COST
(4) VALLEY OF THE SUN BOWL FOUNDATION	R	185,036.	COST
(5) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	M	88,215.	COST
(6) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	N	404,399.	COST

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

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

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

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-r)	(c) Amount involved	(d) Method of determining amount involved
(1) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	P	87,522.	COST
(2) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	Q	5,745,490.	COST
(3)			
(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) Are all partners section 501(c)(3) organizations? Yes No	(e) Share of end-of-year assets	(f) Disproportionate allocations? Yes No		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes No
					Yes	No		
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part VII Supplemental Information

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

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

► Attach to your tax return. ► See separate instructions.

OMB No 1545-0184

2010

Attachment Sequence No 27

Name(s) shown on return

Identifying number

THE ARIZONA SPORTS FOUNDATION

86-0253821

1 Enter the gross proceeds from sales or exchanges reported to you for 2010 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)

3 Gain, if any, from Form 4684, line 42	3
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37	4
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824	5
6 Gain, if any, from line 32, from other than casualty or theft	6
7 Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows	7

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below

8 Nonrecaptured net section 1231 losses from prior years (see instructions)	8
9 Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)	9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)	-337.
ATTACHMENT 1	
11 Loss, if any, from line 7	11 ()
12 Gain, if any, from line 7 or amount from line 8, if applicable	12
13 Gain, if any, from line 31	13
14 Net gain or (loss) from Form 4684, lines 34 and 41a	14
15 Ordinary gain from installment sales from Form 6252, line 25 or 36	15
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824	16
17 Combine lines 10 through 16	17 -337.
18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below	
a If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a" See instructions	18a
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14	18b

For Paperwork Reduction Act Notice, see separate instructions.

Form 4797 (2010)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property			(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)
A				
B				
C				
D				
These columns relate to the properties on lines 19A through 19D ►			Property A	Property B
20	Gross sales price Note: See line 1 before completing)		20	
21	Cost or other basis plus expense of sale		21	
22	Depreciation (or depletion) allowed or allowable		22	
23	Adjusted basis Subtract line 22 from line 21		23	
24	Total gain Subtract line 23 from line 20		24	
25	If section 1245 property:			
a	Depreciation allowed or allowable from line 22		25a	
b	Enter the smaller of line 24 or 25a		25b	
26	If section 1250 property If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291			
a	Additional depreciation after 1975 (see instructions)		26a	
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)		26b	
c	Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e		26c	
d	Additional depreciation after 1969 and before 1976		26d	
e	Enter the smaller of line 26c or 26d		26e	
f	Section 291 amount (corporations only)		26f	
g	Add lines 26b, 26e, and 26f		26g	
27	If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)			
a	Soil, water, and land clearing expenses		27a	
b	Line 27a multiplied by applicable percentage (see instructions)		27b	
c	Enter the smaller of line 24 or 27b		27c	
28	If section 1254 property:			
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)		28a	
b	Enter the smaller of line 24 or 28a		28b	
29	If section 1255 property:			
a	Applicable percentage of payments excluded from income under section 126 (see instructions)		29a	
b	Enter the smaller of line 24 or 29a (see instructions)		29b	

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30

30	Total gains for all properties Add property columns A through D, line 24	30
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 36 Enter the portion from other than casualty or theft on Form 4797, line 6	32

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
 (see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33	Section 179 expense deduction or depreciation allowable in prior years	33
34	Recomputed depreciation (see instructions)	34
35	Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35

