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Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 04-01-2011 and ending 03-31-2012

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization: THE ARIZONA SPORTS FOUNDATION
 Doing Business As: THE FIESTA BOWL
 Number and street (or P O box if mail is not delivered to street address) Room/suite: 7135 E CAMELBACK RD
 City or town, state or country, and ZIP + 4: SCOTTSDALE, AZ 85251

D Employer identification number: 86-0253821
E Telephone number: (480) 350-0900
G Gross receipts \$ 25,523,753

F Name and address of principal officer: ROBERT N SHELTON, 7135 E CAMELBACK RD STE 190, SCOTTSDALE, AZ 85251

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ▶ WWW.FIESTABOWL.ORG

K Form of organization: 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		
	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	23
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	275
	6 Total number of volunteers (estimate if necessary)	6	300
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	8,144
b Net unrelated business taxable income from Form 990-T, line 34	7b	-13,974	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	16,482,522	14,773,769
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	135,354	-49,908
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	706,387	567,564
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	17,324,263	15,291,425
	14 Benefits paid to or for members (Part IX, column (A), line 4)	27,704	1,000,000
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,288,811	1,380,663
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰	0	0
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13,858,616	11,775,481
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	15,175,131	14,156,144
19 Revenue less expenses Subtract line 18 from line 12	2,149,132	1,135,281	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	35,619,998	25,710,118
	22 Net assets or fund balances Subtract line 21 from line 20	18,073,023	7,027,862
		17,546,975	18,682,256

Part II Signature Block

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

Sign Here

Signature of officer: _____ Date: 2013-01-25
 Robert Shelton Executive Director
 Type or print name and title

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____
 Check if self-employed
 Preparer's taxpayer identification number (see instructions): _____
 Firm's name (or yours if self-employed), address, and ZIP + 4: ERNST & YOUNG US LLP, 2 NORTH CENTRAL SUITE 2300, PHOENIX, AZ 85004
 EIN: _____
 Phone no: (602) 322-3000

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission
THROUGH THE ANNUAL TOSTITOS FIESTA BOWL AND RELATED EVENTS, WE SERVE AS WELCOMING HOSTS, CREATE LIFELONG MEMORIES, PROMOTE ARIZONA AND ENABLE MEANINGFUL CONTRIBUTIONS TO SOCIETY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 10,903,558 including grants of \$) (Revenue \$ 13,942,322)
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 41st ANNUAL TOSTITOS FIESTA BOWL WAS PLAYED ON JAN 2, 2012, IN FRONT OF A CROWD OF 69,927 THE OKLAHOMA STATE COWBOYS DEFEATED THE STANFORD CARDINAL 41-38 IN OVERTIME 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 \$ 10,903,558

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)? <i>If "Yes," complete Schedule A.</i>	Yes	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
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? <i>If "Yes," complete Schedule C, Part II.</i>	Yes	
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? <i>If "Yes," complete Schedule C, Part III.</i>		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
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? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		No
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? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
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? <i>If "Yes," complete Schedule D, Part VII.</i>		No
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? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
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? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
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)? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>		No
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 U.S.? <i>If "Yes," complete Schedule F, Part II and IV.</i>		No
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 U.S.? <i>If "Yes," complete Schedule F, Part III and IV.</i>		No
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? <i>If "Yes," complete Schedule G, Part I.</i>		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV Checklist of Required Schedules *(continued)*

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? <i>If "Yes," complete Schedule I, Parts I and II</i> <input checked="" type="checkbox"/>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> <input checked="" type="checkbox"/>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> <input checked="" type="checkbox"/>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
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		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> <input checked="" type="checkbox"/>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> <input checked="" type="checkbox"/>	25b	Yes	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> <input checked="" type="checkbox"/>	26		No
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? <i>If "Yes," complete Schedule L, Part III</i> <input checked="" type="checkbox"/>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28b	Yes	
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 owner? <i>If "Yes," complete Schedule L, Part IV</i> <input checked="" type="checkbox"/>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> <input checked="" type="checkbox"/>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> <input checked="" type="checkbox"/>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input checked="" type="checkbox"/>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> <input checked="" type="checkbox"/>	37		No
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	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No columns. Includes rows for 1a, 1b, 1c, 2a, 2b, 3a, 3b, 4a, 4b, 5a, 5b, 5c, 6a, 6b, 7, 7a, 7b, 7c, 7d, 7e, 7f, 7g, 7h, 8, 9, 9a, 9b, 10, 10a, 10b, 11, 11a, 11b, 12a, 12b, 13, 13a, 13b, 13c, 14a, 14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
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	Yes	

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
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?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
- 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 Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							1,304,307	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **9**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ROBINS KAPLAN MILLER 2800 LASALLE PLAZA MINNEAPOLIS, MN 55402	LEGAL COUNSEL	1,930,547
BINGHAM MCCUTCHEN LLP P O BOX 3486 BOSTON, MA 02241	LEGAL COUNSEL	1,704,308
PRICEWATERHOUSECOOPERS LLP P O BOX 514038 LOS ANGELES, CA 90051	AUDIT/ACCOUNTING	687,867
SNELL WILMER LLP ONE ARIZONA CENTER PHOENIX, AZ 85004	LEGAL COUNSEL	488,105
SITRICK BRINKO GROUP LLC 1801 W OLYMPIC BLVD PASADENA, CA 91109	LEGAL COUNSEL	470,916

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **31**

Part VIII Statement of Revenue

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f					
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f ▶		0			
Program Service Revenue	2a	GAME REVENUE	Business Code 711300	13,888,178	13,888,178		
	b	SPONSORSHIP PAYMENTS	711300	885,591		885,591	
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f ▶		14,773,769			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		318,366		318,366	
	4	Income from investment of tax-exempt bond proceeds . . ▶		0			
	5	Royalties ▶		505,274		505,274	
	6a	Gross rents	(i) Real				
			(ii) Personal	3,420			
	b	Less rental expenses					
	c	Rental income or (loss)		3,420			
	d	Net rental income or (loss) ▶		3,420		3,420	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	9,863,184			
			(ii) Other	870			
	b	Less cost or other basis and sales expenses	10,214,023	18,305			
c	Gain or (loss)	-350,839	-17,435				
d	Net gain or (loss) ▶		-368,274		-368,274		
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						
			5,103				
b	Less cost of goods sold b						
c	Net income or (loss) from sales of inventory . . ▶		5,103	379	4,724		
	Miscellaneous Revenue	Business Code					
11a	OTHER REVENUE	711300	13,767	13,767			
b	GAME PROMOTION REVENUE	711300	40,000	40,000			
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶		53,767				
12	Total revenue. See Instructions ▶		15,291,425	13,942,324	8,144	1,340,957	

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,000,000	1,000,000		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	235,897	155,692	80,205	
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	846,672	707,648	139,024	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	206,729	155,047	51,682	
10	Payroll taxes	91,365	71,621	19,744	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	559,992		559,992	
c	Accounting	141,387		141,387	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	447,734		447,734	
12	Advertising and promotion	454,149		454,149	
13	Office expenses	224,170		224,170	
14	Information technology	74,522		74,522	
15	Royalties	12,218	12,218		
16	Occupancy	111,009		111,009	
17	Travel	165,849		165,849	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	81,106		81,106	
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	237,863	61,293	176,570	
23	Insurance	249,012		249,012	
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	8,551,549	8,551,549		
b	GAME PROMOTION - HOSPITALITY	188,490	188,490		
c	UNRELATED BUS INC TAX	929		929	
d	DUES SUBS/M&E	116,751		116,751	
e					
f	All other expenses	158,751		158,751	
25	Total functional expenses. Add lines 1 through 24f	14,156,144	10,903,558	3,252,586	0
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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	2,615,275	1	347,953
	2 Savings and temporary cash investments	11,804,326	2	3,695,328
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	1,255,943	4	6,341,840
	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)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	200	7	0
	8 Inventories for sale or use	20,716	8	18,626
	9 Prepaid expenses and deferred charges	90,488	9	77,772
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	8,745,748		
	b Less accumulated depreciation	3,267,981	10c	5,477,767
	11 Investments—publicly traded securities	0	11	9,736,788
	12 Investments—other securities See Part IV, line 11	0	12	0
	13 Investments—program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	14,399,030	15	14,044
16 Total assets. Add lines 1 through 15 (must equal line 34)	35,619,998	16	25,710,118	
Liabilities	17 Accounts payable and accrued expenses	2,873,351	17	690,006
	18 Grants payable	0	18	0
	19 Deferred revenue	13,190	19	21,914
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	15,186,482	25	6,315,942
	26 Total liabilities. Add lines 17 through 25	18,073,023	26	7,027,862
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	17,546,975	27	18,682,256
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	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	17,546,975	33	18,682,256	
34 Total liabilities and net assets/fund balances	35,619,998	34	25,710,118	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	15,291,425
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,156,144
3	Revenue less expenses Subtract line 2 from line 1	3	1,135,281
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,546,975
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	18,682,256

Part XII Financial Statements and Reporting

Check 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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
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 type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?		No
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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

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

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

- 1 A church, convention of churches, or association of churches **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 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	
Total									

Part II Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	

16a 33 1/3% support test—2011. 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

b 33 1/3% support test—2010. If the organization did not check the 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

17a 10%-facts-and-circumstances test—2011. 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

b 10%-facts-and-circumstances test—2010. 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

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

Part III Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	0	0	0	0	0	0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	13,555,615	16,346,205	15,643,070	16,309,226	14,844,512	76,698,628
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	885,591	5,269,421
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	14,841,154	17,495,329	16,753,859	17,147,604	15,730,103	81,968,049
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	1,219,641	1,411,269	2,630,910
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	686,587	617,695	607,101	6,333,285	6,967,779	15,212,447
c Add lines 7a and 7b	686,587	617,695	607,101	7,552,926	8,379,048	17,843,357
8 Public Support (Subtract line 7c from line 6)						64,124,692

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	14,841,154	17,495,329	16,753,859	17,147,604	15,730,103	81,968,049
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	789,044	172,905	364,290	601,323	872,060	2,799,622
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	789,044	172,905	364,290	601,323	872,060	2,799,622
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	41,917	18,243	3,054	11,330	4,724	79,268
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)	15,672,115	17,686,477	17,121,203	17,760,257	16,606,887	84,846,939
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 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 2011 (line 8 column (f) divided by line 13 column (f))	15	75.577 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	84.637 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	3.300 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	2.891 %

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation 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).

Facts And Circumstances Test

Explanation

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Complete if the organization is described below. Attach to Form 990 or Form 990-EZ. See separate instructions.

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

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

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

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

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

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

Name of the 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?
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?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)		0												
b	Total lobbying expenditures to influence a legislative body (direct lobbying)		0												
c	Total lobbying expenditures (add lines 1a and 1b)		0												
d	Other exempt purpose expenditures	14,156,144	32,139,706												
e	Total exempt purpose expenditures (add lines 1c and 1d)	14,156,144	32,139,706												
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	857,807	1,000,000												
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	214,452	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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount		1,000,000	1,000,000	1,000,000	3,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					4,500,000
c Total lobbying expenditures		1,998	0	0	1,998
d Grassroots non-taxable amount		250,000	250,000	250,000	750,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,125,000
f Grassroots lobbying expenditures		0	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 lines 1c through 1i			
2a 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) non-deductible 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 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization THE ARIZONA SPORTS FOUNDATION

Employer identification number 86-0253821

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

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)
2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

Table with 2 columns: Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?
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)?
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, 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, 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
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 relating to these items

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

Part V Endowment Funds. Complete if the 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 Investment earnings or 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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	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 property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		0		0
b Buildings		3,278,182	672,900	2,605,282
c Leasehold improvements		2,295,125	454,082	1,841,043
d Equipment		1,011,941	836,034	175,907
e Other	0	2,044,280	1,304,966	739,314
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				5,361,546

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
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 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

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	
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	
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	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

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

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

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, 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

Identifier	Return Reference	Explanation
UNCERTAIN TAX POSITIONS - FIN 48 (ASC 740)	SCHEDULE D, PART X, LINE 2	THE ORGANIZATION HAD A FOOTNOTE TO ITS AUDITED FINANCIAL STATEMENT ADDRESSING AN UNCERTAIN TAX POSITION UNDER FIN 48(ASC 740) PER THE REQUIREMENTS OF SCHEDULE D, PART X, LINE 2, THE ENTIRETY OF THE FOOTNOTE IS QUOTED HERE THE FOOTNOTE WAS ISSUED AS PART OF OUR AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012 IN AN AUDIT REPORT DATED JULY 12, 2012 ISSUED BY ERNST & YOUNG LLP "During fiscal 2011, a Special Committee of the Foundation's Board of Directors directed an investigation into matters related to, among other things, the reimbursement of political contributions made by employees, potential excessive executive compensation, and inappropriate expenditures and gifts The Special Committee found evidence of reimbursed political contributions and inappropriate gifts and expenses Matters relating to expenditures and excess compensation continue to be addressed by the Board of Directors and management The Foundation has taken steps to address the concerns raised in the Special Committee report including, but not limited to, the termination of employees, the hiring of a new executive director, chief financial officer, chief compliance officer/general counsel, and controller, the implementation of changes to the governance structure, including restructuring committees of the Board of Directors, and the establishment of more detailed policies and procedures Upon examination of the results of the Special Committee investigation and review done subsequent to the special investigation, management believes that the expenses paid by the Foundation have been appropriately recorded in the historical financial statements Any recoveries of expenses paid will be recorded, if any when they are received Some of the Foundation's prior activities could risk the Foundation's Section 501 (c)(3) exemption from federal income taxes These activities fall into four categories (i) political expenditures, (ii) lobbying expenditures, (iii) benefits provided to disqualified persons, and (iv) benefits provided to third parties In all these areas, the Foundation has taken and will continue to take corrective action as follows Political campaign contributions - The Foundation has sought to recover such amounts from candidates and changed its internal bonus and expense reimbursement policies and practices Lobbying activities - The Foundation has investigated these expenditures and believes that all of the expenses paid by the Foundation to professional services firms were proper and the Foundation is not aware of lobbying activities conducted by the Foundation other than a small amount of indirect support provided for fundraising events Benefits provided to disqualified persons - The Foundation has amended income tax reporting for certain directors, former directors, employees, and consultants for recent years The Foundation has also quantified all inurement and possible excess benefit transactions and reported such amounts for income tax purposes Benefits provided to third parties - The Foundation has investigated and has not identified any significant amounts that raise inurement or impermissible private benefit issues with third parties The IRS has broad discretion when determining whether or not to revoke the tax-exempt status of an offending charitable organization or to impose alternative corrective actions Although the Foundation cannot predict the outcome with certainty, based on the corrective actions the Foundation has taken and expects to continue to take, management believes it is more likely than not that the Foundation will retain its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code Accordingly, management believes it continues to be appropriate to record no provision for income taxes in these combined financial statements The Foundation has accrued a liability at March 31, 2012, for excise taxes related to reimbursed political campaign contributions since 2000 and for withholding and employment taxes with respect to amounts that represent compensation but which were not initially treated as such by the Foundation These amounts total approximately \$122,000 and represent the estimated liabilities identified to date It is reasonably possible additional amounts may be identified and the IRS could assess a penalty or other amount to the Foundation Any such additional liabilities cannot be estimated at this time and a liability has not been recorded in the accompanying combined financial statements The IRS has provided statutory guidance stating that qualified sponsorship contributions (payments where there is no expectation of any substantial return benefits other than the use or acknowledgment of the corporate name or logo) received by not-for-profit organizations are not taxable unrelated business income Management believes that the contributions received by the Foundation qualify under the statutory provisions and therefore are not taxable In addition, should the contributions be deemed taxable, management believes that the revenues should be reduced by related expenses Accordingly, no provision for income taxes for unrelated business income has been recognized in the accompanying combined financial statements "

Schedule I (Form 990)

OMB No 1545-0047

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

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization THE ARIZONA SPORTS FOUNDATION

Employer identification number 86-0253821

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
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. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code 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. Row 1: See Additional Data Table.

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) 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

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

Identifier	Return Reference	Explanation
GRANTS	SCHEDULE I PART 1 LINE 2	THE ORGANIZATION HAS ESTABLISHED A FORMAL GRANT PROCESS FOR ITS SEMIANNUAL CONTRIBUTIONS. A CHARITABLE GIVING COMMITTEE APPOINTED BY THE BOARD OF DIRECTORS REVIEWS GRANT APPLICATIONS AND SUBMITS A LIST OF POTENTIAL CONTRIBUTIONS TO THE BOARD OF DIRECTORS FOR APPROVAL. CHARITABLE NON-GRANT ACTIVITY, INCLUDING PARTICIPATION IN COMMUNITY EVENTS, IS APPROVED THROUGH THE NORMAL BUDGET PROCESS. ALL 501(C)(3) ORGANIZATIONS ARE CHECKED AGAINST PUBLIC RECORDS TO ENSURE THEIR 501 (C) (3) EXEMPTION IS CURRENT. GRANTEEES ARE ASKED TO SUBMIT WRITTEN STATEMENTS REGARDING THEIR USE OF THE FUNDS.

Software ID:
Software Version:
EIN: 86-0253821
Name: THE ARIZONA SPORTS FOUNDATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
ANGEL CHARITY FOR CHILDREN INCPO BOX 14225 TUCSON, AZ 85732	86- 0472794	501(c)(3)	50,000				GENERAL SUPPORT
AGUA FRIA FOOD & CLOTHING BANK INC405 E HARRISON DRIVE AVONDALE, AZ 85323	56- 2515365	501(c)(3)	10,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
CENTRAL ARIZONA SHELTER SERVICES INC230 S 12TH AVENUE PHOENIX, AZ 85007	86-0500753	501(c)(3)	10,000				GENERAL SUPPORT
CHALLENGER SPACE CENTER 21170 N 83RD AVENUE PHOENIX, AZ 85382	86-0851830	501(c)(3)	25,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
CHANCES FOR CHILDREN - ARIZONA9399 S PRIEST DRIVE TEMPE,AZ 85284	86-0778257	501(c)(3)	15,000				GENERAL SUPPORT
CHILDSPLAY INC 900 S MITCHELL DRIVE TEMPE,AZ 85281	86-0336473	501(c)(3)	25,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
CRISIS NURSERY INC2334 E POLK STREET PHOENIX, AZ 85006	86- 0324144	501(c)(3)	25,000				GENERAL SUPPORT
DROWNING PREVENTION COALIATION428 E THUNDERBIRD 606 PHOENIX, AZ 85022	86- 0780594	501(c)(3)	25,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
FLORENCE CRITTENTON SERVICES715 W MARIPOSA STREET PHOENIX, AZ 85013	86-0103282	501(c)(3)	20,000				GENERAL SUPPORT
FOUNDATION FOR BLIND CHILDREN 1235 E HARTMONT DRIVE PHOENIX, AZ 85020	86-0129981	501(c)(3)	50,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
FREE ARTS FOR ABUSED CHILDREN 103 W HIGHLAND 200 PHOENIX, AZ 85013	86-0739613	501(c)(3)	10,000				GENERAL SUPPORT
GABRIEL'S ANGELS INC 1550 E MARYLAND AVE 1 PHOENIX, AZ 85014	86-0991198	501(c)(3)	25,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
GREATER PHOENIX YOUTH AT RISK INC 1001 E PIERCE STREET PHOENIX, AZ 85006	86-0615007	501(c)(3)	20,000				GENERAL SUPPORT
HOMEWARD BOUND 2302 E COULTER STREET PHOENIX, AZ 85015	86-0660875	501(c)(3)	15,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
KITCHEN ON THE STREET INC 3218 E BELL RD 203 PHOENIX, AZ 85020	20-5723799	501(c)(3)	10,000				GENERAL SUPPORT
MAKE-A-WISH FOUNDATION OF ARIZONA 711 E NORTHERN AVENUE PHOENIX, AZ 85033	86-0409636	501(c)(3)	25,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
MAKE WAY FOR BOOKS 3955 E FTLOWELL RD 114 TUCSON, AZ 85712	31-1583036	501(c)(3)	15,000				GENERAL SUPPORT
SCOTTSDALE RAILROAD & MECHANICAL SOCIETY 7301 E INDIAN BEND RD SCOTTSDALE, AZ 85250	86-0727677	501(c)(3)	15,000				GENERAL PURPOSE

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
SPECIAL OLYMPICS ARIZONA INC 2100 S 75TH AVENUE PHOENIX, AZ 85004	86-0307564	501(c)(3)	30,000				GENERAL SUPPORT
STARLIGHT CHILDREN'S FOUNDATION 125 N 2ND STREET 110 PHOENIX, AZ 85008	95-3802159	501(c)(3)	100,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
THE SALVATION ARMY 2707 E VAN BUREN PHOENIX, AZ 85020	94-1156347	501(c)(3)	25,000				GENERAL SUPPORT
THUNDERBIRD JUNIOR GOLF FOUNDATION 7226 N 16TH STREET PHOENIX, AZ 85008	52-2103204	501(c)(3)	20,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
UMOM NEW DAY CENTERS INC3333 E VAN BUREN PHOENIX, AZ 85007	86-0521062	501(c)(3)	55,000				GENERAL SUPPORT
VALLEY OF THE SUN JEWISH COMMUNITY CENTER12701 N SCOTTSDALE RD 203 SCOTTSDALE, AZ 85254	86-0622258	501(c)(3)	15,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
VALLEY OF THE SUN YMCA 3350 N FIRST AVENUE PHOENIX, AZ 85003	86-0096799	501(c)(3)	50,000				GENERAL SUPPORT
YMCA OF SOUTHERN ARIZONA PO BOX 1111 TUCSON, AZ 85702	86-0101237	501(c)(3)	25,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
AT STILL UNIVERSITY 800 W JEFFERSON KIRKSVILLE, MO 63501	43-0356250	501(c)(3)	25,000				GENERAL SUPPORT
MIRACLE LEAGUE OF ARIZONA 11130 E CHOLLA STREET SCOTTSDALE, AZ 85255	20-2742885	501(c)(3)	20,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
BACK-TO-SCHOOL CLOTHING DRIVE 1212 E WASHINGTON STREET PHOENIX, AZ 85034	74-2382265	501(c)(3)	10,000				GENERAL SUPPORT
BOYS & GIRLS CLUBS OF THE EAST VALLEY 1405 E GUADALUPE PD 4 TEMPE, AZ 85283	86-0550646	501(c)(3)	170,000				GENERAL SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
NOTMYKID INC 5230 E SHEA BLVD100 SCOTTSDALE, AZ 85254	86- 0988329	501(c)(3)	25,000				GENERAL SUPPORT
VALLEY YOUTH THEATRE807 N 3RD STREET PHOENIX, AZ 85004	86- 0641978	501(c)(3)	25,000				GENERAL PURPOSE

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
ARIZONA BLIND AND DEAF 3957 E SPEEDWAY BLVD 207 TUCSON, AZ 85712	86-1048256	501(c)(3)	10,000				GENERAL SUPPORT

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Part I Questions Regarding Compensation

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

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|---|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input 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 type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

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

(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)(i)-(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	(i) (ii)	120,471					120,471	
(2) NATALIE WISNESKI	(i) (ii)	78,640	75,000				153,640	
(3) ROBERT SHELTON	(i) (ii)	189,583		28,628			218,211	

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.

Identifier	Return Reference	Explanation
COMPENSATION INFORMATION	PART I QUESTION 1 DETAIL	TAX INDEMNIFICATION AND GROSS-UP PAYMENTS - THREE OFFICERS, ADDED TO COMPENSATION HEALTH OR SOCIAL CLUB DUES WERE PAID IN JANUARY-MARCH OF 2011 FOR EXECUTIVES WHO ARE NO LONGER WITH THE ORGANIZATION THERE ARE NO HEALTH OR SOCIAL CLUB DUES BEING PAID IN CONNECTION WITH CURRENT EMPLOYEES
COMPENSATION PAYMENT	SCHEDULE J - PART II	FOR PAYROLL TAX PURPOSES, THE ARIZONA SPORTS FOUNDATION PAYS ALL EMPLOYEES OF THE ARIZONA SPORTS FOUNDATION AND ITS RELATED ORGANIZATIONS VALLEY OF THE SUN BOWL FOUNDATION, FIESTA EVENTS, INC AND ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION ALLOCATIONS OF OFFICERS, KEY EMPLOYEES AND STAFF COMPENSATION ARE MADE IN ACCORDANCE WITH THE EMPLOYEES' AVERAGE TIME DEVOTED TO EACH OF THE ORGANIZATIONS
SEVERANCE PAYMENTS	SCHEDULE J, PART I, LINE 4A	CHRISTINE MARTIN, DIRECTOR OF TEAM SERVICES, RECEIVED \$47,200 IN SEVERANCE FROM THIS ORGANIZATION
REPORTABLE COMPENSATION	PART VII AND SCHEDULE J, PART II	JOHN JUNKER'S EMPLOYMENT ENDED ON MARCH 31, 2011 HE RECEIVED NO BONUS NOR SEVERANCE PAYMENT NATALIE WISNESKI'S EMPLOYMENT ENDED ON MARCH 31, 2011 SHE RECEIVED A BONUS FOR WORK DURING THE 2010-2011 BOWL SEASON SHE RECEIVED NO SEVERANCE PAYMENT THE BONUS FOR WISNESKI IS REPORTED IN PART II, COL Bii JAY FIELDS' EMPLOYMENT ENDED APRIL 30, 2011 HE RECEIVED A BONUS FOR WORK DURING THE 2010-2011 BOWL SEASON HE RECEIVED NO SEVERANCE PAYMENT ROBERT N SHELTON WAS HIRED ON AUGUST 1, 2011 AS EXECUTIVE DIRECTOR AS HE WAS ONLY EMPLOYED FOR FIVE MONTHS OF THE 2011 CALENDAR PAYROLL YEAR, THE AMOUNT DOES NOT REPRESENT A FULL YEAR OF COMPENSATION NOR ANY BONUS PAYMENTS
EXECUTIVE DIRECTOR COMPENSATION	SCHEDULE J, PART I, QUESTION III	WITH THE HIRING OF ROBERT N SHELTON AS EXECUTIVE DIRECTOR IN 2011, THE BOARD OF DIRECTORS UNDERTOOK AN EXTENSIVE PROCESS TO ASCERTAIN THE APPROPRIATE COMPENSATION LEVEL THIS INCLUDED USING AN OUTSIDE COMPENSATION CONSULTANT, REVIEWING THE EXECUTIVE COMPENSATION OF LIKE ORGANIZATIONS THROUGH FORM 990 AND OTHER SURVEYS AND REVIEWING THE PACKAGE WITH THE HIRING COMMITTEE APPOINTED BY THE BOARD OF DIRECTORS
NON-FIXED PAYMENTS	PART I, QUESTION 7 DETAIL	NON-FIXED PAYMENTS INCLUDE BONUSES PAID AT THE DISCRETION OF THE BOARD OF DIRECTORS

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

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

Table with 4 columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No). Rows include JOHN JUNKER - OFFICER ORG MGR with excess compensation amounts for 2007, 2008, and 2009.

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 \$ 75,509
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$ 0

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

Table with 7 main columns: (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?. Includes a Total row at the bottom.

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 3 columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance.

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ARIZONA BILTMORE	SEE PART V	154,318	HOTEL & CATERING		No
(2) TB CONSULTING	SEE PART V	138,436	COMPUTER CONSULTANT		No
(3) ANTHONY AGUILAR	BROTHER OF CORP OFFICER	75,297	EMPLOYMENT		No

Part V Supplemental Information

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

Identifier	Return Reference	Explanation
PART IV - BUSINESS TRANSACTIONS WITH INTERESTED PARTIES		(A) NAME OF INTERESTED PERSON - ARIZONA BILTMORE RESORT (B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION ANDREW STEGEN GENERAL MANAGER AND ORGANIZATION BOARD MEMBER (C) AMOUNT OF TRANSACTION \$154,318 (D) DESCRIPTION OF TRANSACTION HOTEL AND CATERING (E) SHARING OF ORGANIZATION REVENUES? NO (A) NAME OF INTERESTED PERSON - TB CONSULTING (B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION MARCUS SIPOLT PRESIDENT AND ORGANIZATION BOARD MEMBER (C) AMOUNT OF TRANSACTION \$138,436 (D) DESCRIPTION OF TRANSACTION COMPUTER CONSULTANT (E) SHARING OF ORGANIZATION REVENUES? NO
EXCESS BENEFIT TRANSACTIONS		Part I - Excess Benefit Transaction - Supplemental Information The Arizona Sports Foundation has undertaken an extensive process to examine the benefits and salary received by its former President/CEO, John Junker. With help of forensic accountants, the Foundation presented to Mr. Junker a list of expenses, for which Mr. Junker received reimbursement, that were considered to be questionable in their business purpose. Mr. Junker was given an opportunity to respond and provide a business purpose for those expenses. After considering Mr. Junker's response and the pertinent information gathered, those reimbursed expenses deemed unrelated to the Foundation's business were considered compensation to Mr. Junker and were reported to him as such on an amended Form W-2. For the years 2007, 2008, and 2009, Mr. Junker's compensation, including the above-mentioned reimbursed expenses, was compared to other similarly situated chief executives in the industry. The Form 990 of other organizations and Football Bowl Association compensation studies were considered. In comparing these amounts, it was determined the compensation, including the above-referenced reimbursed expenses, received by Mr. Junker was in excess of compensation paid to other similarly situated chief executives for those years. The amount of excess benefit by year is described in the table below. Having engaged in a diligent search of historical records and having consulted with outside legal counsel, the Foundation believes the requirements for the rebuttable presumption of reasonableness have been satisfied with regard to Mr. Junker's base compensation. The Foundation corresponded with Mr. Junker requesting excess compensation and benefits (listed in the table below) be returned to the Foundation with interest. Mr. Junker has declined to repay the organization. IRC Code Section 4958 imposes an initial excise tax of 25% of the excess compensation on the disqualified person or organization manager who receives excess compensation. In addition, an initial excise tax of 10% is imposed on the organization manager who approves or initiates the payment. It is the Foundation's position that Mr. Junker both initiated the payments and received the payments and would therefore be subject to both the 10% and 25% initial excise taxes imposed by Internal Revenue Code Section 4958. The excise taxes are payable to the Internal Revenue Service directly by Mr. Junker and are not owed by the Foundation. Excess Compensation Excess Benefit 10% 25% Total 2007 75,623 7,562 18,906 26,468 2008 10,755 1,076 2,689 3,765 2009 129,361 12,936 32,340 45,276 2010 215,739 21,574 53,935 75,509

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 to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

Identifier	Return Reference	Explanation
PROCESS USED BY ORGANIZATION TO REVIEW THIS FORM 990	PART VI, SECTION B, QUESTION 11B	THE RETURN IS PREPARED INTERNALLY AND REVIEWED BY MANAGEMENT AND AN EXTERNAL ACCOUNTING FIRM. ONCE THE RETURN IS COMPLETED AND REVIEWED, THE FORM 990 IS PROVIDED TO THE BUDGET AND FINANCE COMMITTEE AND AUDIT AND COMPLIANCE COMMITTEE. AFTER THE COMMITTEES' REVIEW, THE RETURN IS RECOMMENDED TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL. UPON APPROVAL BY THE BOARD OF DIRECTORS, THE RETURN IS FILED.

Identifier	Return Reference	Explanation
COMPENSATION PROCESS	PART VI, SECTION B, QUESTIONS 15A & 15B	<p>CEO COMPENSATION PROCESS - *COMPENSATION COMMITTEE DETERMINES COMPENSATION FIGURES</p> <p>*INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION STUDY</p> <p>*FORM 990 OF COMPARABLE ORGANIZATIONS INCLUDED IN COMPENSATION CONSULTANT REVIEWS</p> <p>*EXECUTIVE DIRECTOR ENGAGED UNDER A WRITTEN EMPLOYMENT CONTRACT *ORGANIZATION PARTICIPATES ANNUALLY IN THE FOOTBALL BOWL ASSOCIATION SURVEY *COMPENSATION IS APPROVED ANNUALLY BY THE BOARD OF DIRECTORS AFTER A RECOMMENDATION BY THE COMPENSATION COMMITTEE WE BELIEVE THESE ACTIONS CREATE A REBUTTABLE PRESUMPTION OF REASONABLE COMPENSATION KEY EMPLOYEE COMPENSATION PROCESS- *CEO REVIEWS PERFORMANCE AND DETERMINES COMPENSATION *COMPENSATION AMOUNT TO BOARD OF DIRECTOR CHAIR FOR APPROVAL *INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION STUDY</p>

Identifier	Return Reference	Explanation
DISCLOSURE	PART VI SECTION C QUESTION 19	The organization makes public its governing documents, including its bylaws and 501(c)(3) determination letter, as well as key policies such as the code of conduct, code of ethics, conflict of interest, expense reimbursement, political activity, record retention and destruction, ticket policy and whistleblower protection. All documents are available for public viewing at http://www.fiestabowl.org/about-us/governance/php

Identifier	Return Reference	Explanation
GOVERNING BODY AND MANAGEMENT	PART VI SECTION A QUESTION 9	THE FOLLOWING OFFICERS CANNOT BE REACHED AT THE ORGANIZATION'S MAILING ADDRESS, BUT CAN BE REACHED AT THE ADDRESSES LISTED BELOW 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 PHOENIX, ARIZONA 85004-2391

Identifier	Return Reference	Explanation
POLITICAL CAMPAIGN ACTIVITIES	Part IV, Line 3	DURING THE PRIOR FISCAL YEAR (2010-2011), THE ORGANIZATION BECAME AWARE OF DIRECT AND INDIRECT POLITICAL CAMPAIGN ACTIVITIES RELATING TO PRIOR YEARS. THE ORGANIZATION CONTINUES TO WORK WITH REGULATORY AUTHORITIES TO RESOLVE ISSUES RELATED TO ACTIVITIES INCLUDING REQUESTING REPAYMENT AND PAYING ANY APPROPRIATE PENALTIES OR FINES. APPROPRIATE INTERNAL CONTROLS AND GOVERNANCE HAVE BEEN ADOPTED TO ENSURE THAT THIS WILL NOT OCCUR AGAIN.

Identifier	Return Reference	Explanation
EXCESS BENEFIT TRANSACTION	PART IV, LINE 25B	DURING THE PRIOR FISCAL YEAR, THE ORGANIZATION BECAME AWARE OF POSSIBLE EXCESS BENEFIT TRANSACTIONS WITH DISQUALIFIED PERSONS THAT MAY HAVE OCCURRED AND MAY NOT HAVE BEEN REPORTED ON FORM 990 THE ORGANIZATION HAS ASCERTAINED THAT EXCESS BENEFITS WERE PROVIDED TO JOHN JUNKER PLEASE SEE SCHEDULE L FOR DETAIL

Identifier	Return Reference	Explanation
CHANGES TO GOVERNING 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

Identifier	Return Reference	Explanation
CONFLICT OF INTEREST	Pt VI, Governance, Management, SECTION B, LINE 12c	THE ORGANIZATION ANNUALLY REQUIRES ALL EMPLOYEES AND MEMBERS OF THE BOARD OF DIRECTORS TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE AND SIGN THE CONFLICT OF INTEREST POLICY COPIES OF ALL CONFLICT OF INTEREST STATEMENTS ARE PROVIDED TO THE AUDIT COMMITTEE AND CHIEF COMPLIANCE OFFICER PROCEDURES ALSO INCLUDE REVIEWING TRANSACTIONS AGAINST BOTH THE FORMS SUBMITTED AND ALL KNOWN BUSINESS ASSOCIATIONS OF OUR BOARD MEMBERS

Identifier	Return Reference	Explanation
OUTSIDE APPOINTMENT OF GOVERNING BODY MEMBER	PART VI, SECTION A, QUESTION 7A	WITHIN THEIR SPONSORSHIP AGREEMENT OF THE FIESTA BOWL AND RELATED ACTIVITIES, THE FT MCDOWELL YAVAPAI NATION RETAINS THE RIGHT TO APPOINT ONE MEMBER OF THE BOARD OF DIRECTORS CURRENTLY, THAT SEAT IS FILLED BY THEIR PRESIDENT, DR CLINTON PATTEA

Identifier	Return Reference	Explanation
INDEPENDENCE OF BOARD MEMBERS	FORM 990, PAGE 1, PART I, QUESTIONS 2 AND 3 AND SCHEDULE L	THE ARIZONA SPORTS FOUNDATION, VALLEY OF THE SUN BOWL FOUNDATION, FIESTA EVENTS, INC AND THE ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION HAVE A COMMON BOARD OF DIRECTORS. A BOARD MEMBER IS CONSIDERED INDEPENDENT IF THEY RECEIVE NO COMPENSATION AS AN EMPLOYEE AND NO REPORTABLE TRANSACTIONS ON SCHEDULE L. IF A BOARD MEMBER IS CONSIDERED NOT INDEPENDENT FOR ONE ORGANIZATION, THEY ARE CONSIDERED NOT INDEPENDENT FOR ALL RELATED ORGANIZATIONS. THERE WERE TWO TRANSACTIONS REPORTED ON SCHEDULE L FOR ARIZONA SPORTS FOUNDATION AND ONE FOR FIESTA EVENTS, INC. THEREFORE, 23 OF 26 VOTING MEMBERS WERE CONSIDERED INDEPENDENT AT YEAR END. UNDER THE POLICIES AND PROCEDURES OF THE ORGANIZATION, BOARD MEMBERS MUST RECUSE THEMSELVES FROM THE DISCUSSION AND VOTE OF ANY RELATED TRANSACTION.

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME ALAN YOUNG TITLE CHIEF OF STAFF HOURS 28

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME ROBERT SHELTON TITLE EXECUTIVE DIRECTOR HOURS 28

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME CURT KRIZAN TITLE CHIEF FINANCIAL OFFICER HOURS 28

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME STEPHANIE JARVIS TITLE LEGAL COUNSEL & CHIEF COMP OFF HOURS 28

Identifier

**Return
Reference**

Explanation

HOURS DEVOTED FOR RELATED ORGANIZATION

FORM 990 PART VII

NAME TRACY GUERRA TITLE SR DIRECTOR OF GAME OPERATIONS HOURS 28

Identifier

**Return
Reference**

Explanation

HOURS DEVOTED FOR RELATED
ORGANIZATION

FORM 990 PART
VII

NAME CHRISTINE MARTIN TITLE DIR OF TEAM SVCS(THRU 8/17/11)
HOURS 28

Identifier	Return Reference	Explanation
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME ANDREW BAGNATO TITLE CHIEF OF COMMUNICATIONS HOURS 28

Identifier

**Return
Reference**

Explanation

HOURS DEVOTED FOR RELATED
ORGANIZATION

FORM 990 PART
VII

NAME PEGGY EY ANSON TITLE SR DIRECTOR OF BUS OPERATIONS
HOURS 28

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

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

(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

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 organization	
						Yes	No
(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	NA	Yes	
(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	NA	Yes	
(3) FIESTA EVENTS INC 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251 86-0666998	EVENTS	AZ	501(c)(3)	9	NA	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on 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

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 **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)

- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q	Yes	
1r	Yes	

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) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2011**

Software ID:
Software Version:
EIN: 86-0253821
Name: THE ARIZONA SPORTS FOUNDATION

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) FIESTA EVENTS INC	M	203,474	COST
(2) FIESTA EVENTS INC	N	956,894	COST
(3) FIESTA EVENTS INC	P	239,017	COST
(4) FIESTA EVENTS INC	Q	267,073	COST
(5) FIESTA EVENTS INC	R	75,480	COST
(6) VALLEY OF THE SUN BOWL FOUNDATION	M	198,106	COST
(7) VALLEY OF THE SUN BOWL FOUNDATION	N	915,981	COST
(8) VALLEY OF THE SUN BOWL FOUNDATION	P	172,489	COST
(9) VALLEY OF THE SUN BOWL FOUNDATION	Q	2,125,675	COST
(10) VALLEY OF THE SUN BOWL FOUNDATION	R	86,532	COST
(11) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	M	98,431	COST
(12) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	N	505,494	COST
(13) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	P	255,207	COST
(14) ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN	Q	12,613,159	COST

Additional Data

Software ID:
Software Version:
EIN: 86-0253821
Name: THE ARIZONA SPORTS FOUNDATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(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 employee	Former			
BOB AYLESWORTH DIRECTOR	10	X						800	0	0
JIM BRUNER TREASURER (BEG 3/24/12)	10	X		X				605	0	0
ANN DAMIANO DIRECTOR	10	X						640	0	0
KEMP ELLIS TREASURER (3/25/11-4/21/11)	10	X		X				2,040	0	0
LARRY JOHNSON DIRECTOR	10	X						800	0	0
DAN LEWIS CHAIRMAN-ELECT (THRU 1/26/12)	10	X		X				1,516	0	0
ANDY MCCAIN DIRECTOR	10	X						0	0	0
MANNY MOLINA DIRECTOR (THRU 3/23/12)	10	X						0	0	0
CHUCK O'CONNOR DIRECTOR	10	X						0	0	0
MARK VINCIGUERRA DIRECTOR	10	X						0	0	0
STEVE WHITEMAN CHAIRMAN (BEG 3/24/12)	10	X		X				0	0	0
MATT WINTER SECRETARY (BEG 3/24/12)	10	X		X				0	0	0
DUANE WOODS CHAIRMAN (3/25/11-3/23/12)	10	X		X				0	0	0
JOHN ZIDICH SECRETARY (THRU 4/10/11)	10	X		X				0	0	0
DON ROBINSON DIRECTOR	10	X						0	0	0
MIKE HECOMOVICH DIRECTOR	10	X						0	0	0
CLINTON PATTEA DIRECTOR	10	X						0	0	0
NIKKI BALICH DIRECTOR	10	X						0	0	0
PATRICK BARKLEY DIRECTOR	10	X						0	0	0
ANDREW STEGEN DIRECTOR	10	X						640	0	0
SHERYL DEHNING LONG DIRECTOR	10	X						0	0	0
BRIAN J HALL TREASURER (4/21/11-3/23/12)	10	X		X				800	0	0
STEVEN LEACH DIRECTOR	10	X						0	0	0
MARCUS SIPOLT DIRECTOR	10	X						1,000	0	0
JOHN CURRIE DIRECTOR (BEG 3/24/12)	10	X						0	0	0

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JORY HANCOCK DIRECTOR (BEG 3/24/12)	1 0	X						0	0	0
TYLER HANSON DIRECTOR (BEG 3/24/12)	1 0	X						0	0	0
RICHARD A HORN DIRECTOR (BEG 3/24/12)	1 0	X						0	0	0
DEREK J KERR DIRECTOR (BEG 3/24/12)	1 0	X						0	0	0
RAMIRO G PERU DIRECTOR (BEG 3/24/12)	1 0	X						0	0	0
KEMP ELLIS CONT'D SECRETARY (4/21/11-1/2/12)	1 0	X		X				0		0
BRIAN J HALL CONT'D CHAIRMAN ELECT (BEG 3/24/12)	1 0	X		X				0		0
ALAN YOUNG CHIEF OF STAFF	12 0			X				102,787	0	
ROBERT SHELTON EXECUTIVE DIRECTOR	12 0			X				218,211		
CURT KRIZAN CHIEF FINANCIAL OFFICER	12 0			X				70,645		
STEPHANIE JARVIS LEGAL COUNSEL & CHIEF COMP OFF	12 0			X						
JAY FIELDS VP-MARKETING (THRU 4/30/11)	0 0				X			138,134		
TRACY GUERRA SR DIRECTOR OF GAME OPERATIONS	12 0				X			130,512		
CHRISTINE MARTIN DIR OF TEAM SVCS (THRU 8/17/11)	12 0				X			132,871		
ANDREW BAGNATO CHIEF OF COMMUNICATIONS	12 0				X			120,882		
PEGGY EYANSON SR DIRECTOR OF BUS OPERATIONS	12 0				X			107,313		
JOHN JUNKER PRESIDENT/CEO (THRU 3/31/11)	0 0					X		120,471		
NATALIE WISNESKI COO (THRU 3/31/11)	0 0					X		153,640		