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2012

Open to Public
Inspection

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

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

B Check if applicable	C Name of organization THE ARIZONA SPORTS FOUNDATION		D Employer identification number 86-0253821
<input type="checkbox"/> Address change	Doing Business As TOSTITOS FIESTA BOWL		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number (480) 350-0900
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or country, and ZIP + 4 SCOTTSDALE, AZ 85251		
<input type="checkbox"/> Application pending			G Gross receipts \$ 29,933,252

F Name and address of principal officer DUANE WOODS 7135 E CAMELBACK RD STE 190 SCOTTSDALE, AZ 85251	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
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J Website: ► WWW.FIESTABOWL.ORG	H(c) Group exemption number ►
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K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation 1972	M State of legal domicile AZ
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Part I Summary

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 ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 28
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 27
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 136
6 Total number of volunteers (estimate if necessary)	6 300
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 5,554
b Net unrelated business taxable income from Form 990-T, line 34	7b -8,420

8 Contributions and grants (Part VIII, line 1h)	Prior Year 0	Current Year 0
9 Program service revenue (Part VIII, line 2g)	14,773,769	17,862,060
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-49,908	191,013
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	567,564	841,335
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	15,291,425	18,894,408

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,000,000	1,071,304
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,380,663	1,612,247
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	11,775,481	9,825,850
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	14,156,144	12,509,401
19 Revenue less expenses Subtract line 18 from line 12	1,135,281	6,385,007

20 Total assets (Part X, line 16)	Beginning of Current Year 25,710,118	End of Year 26,252,568
21 Total liabilities (Part X, line 26)	7,027,862	1,078,137
22 Net assets or fund balances Subtract line 21 from line 20	18,682,256	25,174,431

Part II Signature Block

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

Sign Here	Signature of officer DUANE WOODS INTERIM EXECUTIVE DIRECTOR Type or print name and title	2014-02-10 Date
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Paid Preparer Use Only	Print/Type preparer's name BRENDA D GRIESEMER	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ► ERNST & YOUNG US LLP			Firm's EIN ►	
	Firm's address ► 2 NORTH CENTRAL SUITE 2300 PHOENIX, AZ 85004			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

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 C

Yes No

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

Yes No

If "Yes," describe these changes on Schedule O

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

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

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

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

Fiesta Bowl Charities holds a semi-annual grant cycle. Through our involvement and contributions to charitable groups, we uphold our commitment of annually supporting organizations devoted to enhancing our community.

4c (Code) (Expenses \$ including grants of \$) (Revenue \$

4d Other program services (Describe in Schedule O)

(Expenses \$ **including grants of \$**) (Revenue \$

4e Total program service expenses ► 10,915,303

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2		No
3		No
4	Yes	
5		No
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e		No
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	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? If "Yes," complete Schedule L, Part I	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? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	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 direct or indirect owner? If "Yes," complete Schedule L, Part IV	29		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		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? If "Yes," complete Schedule R, Part I	34	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		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? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O			

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	181	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	136	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No	
b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	No	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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	1a	28		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	27		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		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?	3		No	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No	
6 Did the organization have members or stockholders?	6		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?	7a		Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a		Yes	
a The governing body?	8b		Yes	
b Each committee with authority to act on behalf of the governing body?	9		No	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

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

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a		No
b 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?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	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	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
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?	16a		No
b 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?	16b		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed AZ
- 18 Section 6104 requires an organization to make its 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 Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 CURT KRIKAN 7135 E CAMELBACK RD SUITE 190 SCOTTSDALE, AZ (480) 350-0900

Part VII: Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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

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

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

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

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

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

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(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)	(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
See Additional Data Table					

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

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

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
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
ZOG MEDIA INC , 18835 N THOMPSON PEAK PKWY SUITE 3 SCOTTSDALE AZ 85255	WEBSITE DEVELOPMENT	401,330
BINGHAM MCCUTCHEN LLP , P O BOX 3486 BOSTON MA 02241	LEGAL	362,165
ERNST YOUNG LLP , 3712 SOLUTIONS CENTER CHICAGO IL 60677	AUDIT/ACCOUNTING	135,551
SHUMWAY SECURITY , 12235 E TRIPLE T LANE PRESCOTT VALLEY AZ 86315	SECURITY	129,887
PERKINS COIE LLP , 1201 THIRD AVENUE SUITE 4800 SEATTLE WA 98101	LEGAL	123,929

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 ►6

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		0		
Program Service Revenue	2a GAME REVENUE	Business Code 711300	16,366,739	16,366,739	
	b SPONSORSHIP PAYMENTS	711300	1,495,321		1,495,321
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		17,862,060		
	3 Investment income (including dividends, interest, and other similar amounts)		638,413		638,413
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		830,111		830,111	
6a Gross rents	(i) Real	(ii) Personal 2,586			
b Less rental expenses					
c Rental income or (loss)	0	2,586			
d Net rental income or (loss)			2,586	2,586	
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other -2,072			
b Less cost or other basis and sales expenses	10,593,516				
c Gain or (loss)	11,038,844	0			
d Net gain or (loss)	-445,328	-2,072			
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18			-447,400		-447,400
b Less direct expenses	a	5,670			
c Net income or (loss) from fundraising events			5,670		5,670
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	a				
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	a				
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue		Business Code			
11a OTHER REVENUE	711300	2,968		2,968	
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		2,968			
12 Total revenue. See Instructions		18,894,408	16,366,739	5,554	2,522,115

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,062,704	1,062,704		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	8,600	8,600		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	813,362	675,091	138,271	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	507,449	421,183	86,266	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	185,678	154,113	31,565	
10 Payroll taxes	105,758	87,779	17,979	
11 Fees for services (non-employees)				
a Management	0			
b Legal	30,256		30,256	
c Accounting	46,051		46,051	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	122,951	0	122,951	0
12 Advertising and promotion	121,137		121,137	
13 Office expenses	192,235		192,235	
14 Information technology	106,324		106,324	
15 Royalties	0			
16 Occupancy	151,693		151,693	
17 Travel	160,205		160,205	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	47,388		47,388	
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	263,467	68,501	194,966	
23 Insurance	146,811		146,811	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a GAME EXPENSES	8,709,289	8,709,289		
b GAME PROMOTION - HOSPITALITY	504,736	504,736		
c OTHER TAX, FINES & PENALTIES	-170,164	-170,164		
d DUES SUBS/M&E	10,807	10,807		
e All other expenses	-617,336	-617,336		
25 Total functional expenses. Add lines 1 through 24e	12,509,401	10,915,303	1,594,098	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets				
1	Cash—non-interest-bearing	347,953	1	2,132,231
2	Savings and temporary cash investments	3,695,328	2	2,541,631
3	Pledges and grants receivable, net	0	3	0
4	Accounts receivable, net	6,341,840	4	1,058,822
5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
7	Notes and loans receivable, net	0	7	0
8	Inventories for sale or use	18,626	8	18,626
9	Prepaid expenses and deferred charges	77,772	9	106,933
10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	8,973,101	
b	Less accumulated depreciation	10b	3,830,343	5,477,767
		10c		5,142,758
11	Investments—publicly traded securities	9,736,788	11	14,827,570
12	Investments—other securities See Part IV, line 11	0	12	0
13	Investments—program-related See Part IV, line 11	0	13	0
14	Intangible assets	0	14	0
15	Other assets See Part IV, line 11	14,044	15	423,997
16	Total assets. Add lines 1 through 15 (must equal line 34)	25,710,118	16	26,252,568
Liabilities				
17	Accounts payable and accrued expenses	690,006	17	1,005,982
18	Grants payable	0	18	0
19	Deferred revenue	21,914	19	72,155
20	Tax-exempt bond liabilities	0	20	0
21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
23	Secured mortgages and notes payable to unrelated third parties	0	23	0
24	Unsecured notes and loans payable to unrelated third parties	0	24	0
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	6,315,942	25	0
26	Total liabilities. Add lines 17 through 25	7,027,862	26	1,078,137
Net Assets or Fund Balances				
	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
27	Unrestricted net assets	18,682,256	27	25,174,431
28	Temporarily restricted net assets	0	28	0
29	Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
30	Capital stock or trust principal, or current funds	30		
31	Paid-in or capital surplus, or land, building or equipment fund	31		
32	Retained earnings, endowment, accumulated income, or other funds	32		
33	Total net assets or fund balances	18,682,256	33	25,174,431
34	Total liabilities and net assets/fund balances	25,710,118	34	26,252,568

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

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

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

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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? 3b 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	3a	No
	3b	

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee Or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
JIM BRUNER TREASURER/DIRECTOR	1 0 3 0	X		X			825	0	0
ANN DAMIANO DIR/SEC (BEG 3/22/13)	1 0 3 0	X		X			800	0	0
LARRY JOHNSON DIRECTOR	1 0 3 0	X					1,060	0	0
ANDY MCCAIN CHAIRMAN ELECT (BEG 3/22/13)	1 0 3 0	X		X			0	0	0
CHUCK O'CONNOR DIRECTOR	1 0 3 0	X					0	0	0
STEVE WHITEMAN CHAIRMAN/DIRECTOR	1 0 3 0	X		X			0	0	0
MATT WINTER SECRETARY/DIRECTOR	1 0 3 0	X		X			0	0	0
DUANE WOODS DIRECTOR	1 0 3 0	X					7,169	0	0
MIKE HECOMOVICH TREASURER (BEG 3/22/13)	1 0 3 0	X		X			0	0	0
CLINTON PATTEA DIRECTOR	1 0 3 0	X					0	0	0
NIKKI BALICH DIRECTOR	1 0 3 0	X					0	0	0
PATRICK BARKLEY DIRECTOR	1 0 3 0	X					800	0	0
ANDREW STEGEN DIRECTOR	1 0 3 0	X					0	0	0
SHERYL DEHNING LONG DIRECTOR	1 0 3 0	X					0	0	0
BRIAN J HALL CHAIRMAN ELECT/CHAIRMAN	1 0 3 0	X		X			900	0	0
STEVEN LEACH DIRECTOR	1 0 3 0	X					0	0	0
MARCUS SIPOLT DIRECTOR	1 0 3 0	X					0	0	0
JOHN CURRIE DIRECTOR	1 0 3 0	X					0	0	0
JORY HANCOCK DIRECTOR	1 0 3 0	X					0	0	0
RICHARD A HORN DIRECTOR	1 0 3 0	X					0	0	0
DEREK J KERR DIRECTOR	1 0 3 0	X					0	0	0
RAMIRO G PERU DIRECTOR	1 0 3 0	X					0	0	0
COLLEEN JENNINGS-ROGGENSACK DIRECTOR (BEG 3/22/13)	1 0 3 0	X					0	0	0
JUDY BERNAS DIRECTOR (BEG 3/22/13)	1 0 3 0	X					0	0	0
JAY PARRY DIRECTOR (BEG 3/22/13)	1 0 3 0	X					0	0	0

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
Or director	Individual trustee	Institutional Trustee	Officer	Key employee	Former highest compensated employee				
ROB LONGO DIRECTOR (BEG 3/22/13)	1 0 3 0	X					0	0	0
BRETT BENTON DIRECTOR (BEG 3/22/13)	1 0 3 0	X					3,780	0	0
DON ROBINSON DIRECTOR	1 0 3 0	X					0	0	0
MARK VINCIGUERRA DIRECTOR (THRU 3/22/13)	1 0 3 0	X					0	0	0
BOB AYLESWORTH DIRECTOR (THRU 3/22/13)	1 0 3 0	X					0	0	0
TYLER HANSON DIRECTOR (THRU 3/22/13)	1 0 3 0	X					0	0	0
ALAN YOUNG CHIEF OF STAFF	14 0 26 0		X				131,811	0	6,679
ROBERT SHELTON EXECUTIVE DIRECTOR	14 0 26 0		X				626,721	0	19,215
CURT KRIZAN CHIEF FINANCIAL OFFICER	14 0 26 0		X				186,640	0	12,251
STEPHANIE JARVIS LEGAL COUNSEL & CHIEF COMP OFF	14 0 26 0		X				127,042	0	0
TRACY GUERRA SR DIRECTOR OF GAME OPERATIONS	14 0 26 0			X			108,424	0	16,832
ANDREW BAGNATO CHIEF OF COMMUNICATIONS	14 0 26 0			X			128,510	0	7,788
SARAH ZELHART CONTROLLER	14 0 26 0			X			101,595	0	0

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****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.

Name of the organization
THE ARIZONA SPORTS FOUNDATION**Employer identification number**

86-0253821

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

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

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

f 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)

g 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

h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

i 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 monetary support
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	0	0	0	0	0	0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	16,346,205	15,643,070	16,309,226	14,844,512	16,366,739	79,509,752
3 Gross receipts from activities that are not an unrelated trade or business under section 513	1,149,124	1,110,789	838,378	885,591	1,495,321	5,479,203
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	17,495,329	16,753,859	17,147,604	15,730,103	17,862,060	84,988,955
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	1,219,641	1,411,269	1,803,477	4,434,387
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	617,695	607,101	6,333,285	6,967,779	7,932,404	22,458,264
c Add lines 7a and 7b	617,695	607,101	7,552,926	8,379,048	9,735,881	26,892,651
8 Public support (Subtract line 7c from line 6)						58,096,304

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	17,495,329	16,753,859	17,147,604	15,730,103	17,862,060	84,988,955
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	172,905	364,290	601,323	872,060	638,413	2,648,991
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	172,905	364,290	601,323	872,060	638,413	2,648,991
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	18,243	3,054	11,330	4,724	2,968	40,319
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 Total support. (Add lines 9, 10c, 11, and 12)	17,686,477	17,121,203	17,760,257	16,606,887	18,503,441	87,678,265

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

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	66 261 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	75 577 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	3 021 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	3 300 %
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►		

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

Facts And Circumstances Test

Explanation

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2012****Open to Public
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527****► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.****► See separate instructions.****If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures		12,509,401	28,262,958
e Total exempt purpose expenditures (add lines 1c and 1d)		12,509,401	28,262,958
f Lobbying nontaxable amount Enter the amount from the following table in both columns		775,470	1,000,000
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)		193,868	250,000
h Subtract line 1g from line 1a If zero or less, enter -0-			
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	1,998	0	0	0	1,998
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures	0	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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(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?				
j Total Add 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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Employer identification number
86-0253821

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
 ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
 ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

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

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

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

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

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

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

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ►		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13.) ►		

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

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) ►	

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

(a) Description of liability	(b) Book value	
1 Federal income taxes	0	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	0	

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

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

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

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

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

Part XIII Supplemental Information

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

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, 2013 IN AN AUDIT REPORT DATED JULY 18, 2013 ISSUED BY ERNST & YOUNG LLP. "During fiscal 2011, a Special Committee of the Foundation's Board of Directors directed an investigation into matters related to, among other things, the reimbursement of political contributions made by employees, potential excessive executive compensation, and inappropriate expenditures and gifts. The Special Committee found evidence of reimbursed political contributions and inappropriate gifts and expenses. Matters relating to expenditures and excess compensation continue to be addressed by the Board of Directors and management. Since the time of the investigation, the Foundation has taken steps to address the concerns raised in the Special Committee report, including, but not limited to, the termination of employees, the hiring of a new executive director, chief financial officer, chief compliance officer/general counsel, and controller, the implementation of changes to the governance structure, including restructuring committees of the Board of Directors, and the establishment of more detailed policies and procedures. Upon examination of the results of the Special Committee investigation and review done subsequent to the special investigation, management believes that the expenses paid by the Foundation have been appropriately recorded in the historical financial statements. Any recoveries of expenses paid will be recorded, if and when they are received. Some of the Foundation's prior activities could risk the Foundation's Section 501 (c)(3) exemption from federal income taxes. These activities fall into four categories: (i) political expenditures, (ii) lobbying expenditures, (iii) benefits provided to disqualified persons, and (iv) benefits provided to third parties. In all these areas, the Foundation has taken and will continue to take corrective action as follows: Political campaign contributions - The Foundation has sought to recover such amounts from candidates and changed its internal bonus and expense reimbursement policies and practices. Lobbying activities - The Foundation has investigated these expenditures and believes that all of the expenses paid by the Foundation to professional services firms were proper and the Foundation is not aware of lobbying activities conducted by the Foundation other than a small amount of indirect support provided for fundraising events. Benefits provided to disqualified persons - The Foundation has amended income tax reporting for certain directors, former directors, employees, and consultants for recent years. The Foundation has also quantified all inurement and possible excess benefit transactions and reported such amounts for income tax purposes. Benefits provided to third parties - The Foundation has investigated and has not identified any significant amounts that raise inurement or impermissible private benefit issues with third parties. The IRS has broad discretion when determining whether or not to revoke the tax-exempt status of an offending charitable organization or to impose alternative corrective actions. Although the Foundation cannot predict the outcome with certainty, based on the corrective actions the Foundation has taken and expects to continue to take, management believes it is more likely than not that the Foundation will retain its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code. Accordingly, management believes it continues to be appropriate to record no provision for income taxes in these combined financial statements. The Foundation has accrued a liability at March 31, 2013 and 2012, for excise taxes related to reimbursed political campaign contributions since 2000 and for withholding and employment taxes with respect to amounts that represent compensation but which were not initially treated as such by the Foundation. These amounts total approximately \$122,000 and represent the estimated liabilities identified to date. It is reasonably possible additional amounts may be identified and the IRS could assess a penalty or other amount to the Foundation. Any such additional liabilities cannot be estimated at this time and a liability has not been recorded in the accompanying combined financial statements. The IRS has provided statutory guidance stating that qualified sponsorship contributions (payments where there is no expectation of any substantial return benefits other than the use or acknowledgment of the corporate name or logo) received by not-for-profit organizations are not taxable unrelated business income. Management believes that the contributions received by the Foundation qualify under the statutory provisions and therefore are not taxable. In addition, should the contributions be deemed taxable, management believes that the revenues should be reduced by related expenses. Accordingly, no provision for income taxes for unrelated business income has been recognized in the accompanying combined financial statements."

Schedule I (Form 990)

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

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

► Attach to Form 990

2012

**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? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

(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**

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.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) SCHOLARSHIPS	8	8,600			

Part IV Supplemental Information.

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

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 GRANTEES 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
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100 CLUB OF ARIZONA PO BOX 28367 TEMPE, AZ 85285	23-7172077	501(C)(3)	20,000				GENERAL SUPPORT
ANGEL CHARITY FOR CHILDREN INC PO BOX 14225 TUCSON, AZ 85732	86-0472794	501(c)(3)	10,000				CAPITAL CAMPAIGN

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 ANIMAL WELFARE LEAGUE INC 30 N 40TH PLACE PHOENIX, AZ 85034	23-7149453	501(c)(3)	10,000				GENERAL SUPPORT
ARIZONA DREAM BUILDER FOUNDATION PO BOX 63934 PHOENIX, AZ 85082	26-1872910	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
ARIZONA YOUTH FOOTBALL INC PO BOX 32567 PHOENIX, AZ 85064	86-0708455	501(c)(3)	20,000				GENERAL SUPPORT
BARRROW NEUROLOGICAL INSTITUTE 350 W THOMAS ROAD PHOENIX, AZ 85013	86-0174371	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
BIG BROTHERS BIG SISTERS OF TUCSON 160 E ALAMEDA STREET TUCSON, AZ 85701	86-0188050	501(c)(3)	15,000				GENERAL SUPPORT
BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE 10515 E LAKEVIEW DR SCOTTSDALE, AZ 85258	86-0133718	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
CATALINA TERRANCE (CT) ATHLETIC PROGRAMPO BOX 40629 TUCSON, AZ 85717	26-4186430	501(c)(3)	20,000				GENERAL SUPPORT
CENTER FOR THE FUTURE OF ARIZONA 541 E VAN BUREN 5-B PHOENIX, AZ 85004	82-0538372	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
CHICANOS POR LA CAUSA INC1112 E BUCKEYE ROAD PHOENIX, AZ 85034	86-0227210	501(c)(3)	35,000				ANNUAL COMMITMENT
CHILD CRISIS CENTERPO BOX 4114 MESA, AZ 85211	86-0407090	501(c)(3)	18,625				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
CIRCLE THE CITY 333 W INDIAN SCHOOL RD PHOENIX, AZ 85013	26-2420730	501(c)(3)	17,500				GENERAL SUPPORT
EIGHTKAET AT ARIZONA STATE UNIVERSITY 555 N CENTRAL AVENUE 500 PHOENIX, AZ 85004	86-6051042	501(c)(3)	16,375				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
FIGHTER COUNTRY FOUNDATION 500 N ESTRELLA PARKWAY GOODYEAR, AZ 85338	86-0719177	501(c)(3)	10,000				GENERAL SUPPORT
GIRLS ON THE RUN 28248 N TATUM BLVD CAVE CREEK, AZ 85331	20-0968314	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
GRAND CANYON STATE GAMES 2120 E 6TH STREET TEMPE, AZ 85281	86-0717395	501(c)(3)	20,000				GENERAL SUPPORT
HOPEKIDS INC PO BOX 672 CAVE CREEK, AZ 85327	86-1042378	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
INTERFAITH COOPERATIVE MINISTRIES INC PO BOX 2225 PHOENIX, AZ 85002	86-0401223	501(c)(3)	6,600				GENERAL SUPPORT
JEWISH FAMILY & CHILDREN SERVICES INC 4747 N 7TH STREET 100 PHOENIX, AZ 85014	86-0096781	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
LITERACY CONNECTS 2850 E SPEEDWAY TUCSON, AZ 85716	23-7047508	501(c)(3)	10,000				GENERAL SUPPORT
MAGGIE'S PLACE PO BOX 1102 PHOENIX, AZ 85001	86-0972675	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
MISSION OF MERCY INC 1741 E MORTEN AVE C2 PHOENIX, AZ 85020	86-0704883	501(c)(3)	20,000				GENERAL SUPPORT
MOGOLLON HEALTH ALLIANCE 308 E AERO DRIVE PAYSON, AZ 85541	86-0147128	501(c)(3)	45,000				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
NATIONAL FOOTBALL ASSOCIATION 433 LAS COLINAS BLVD EAST 1130 IRVING, TX 75039	22-1508812	501(c)(3)	40,000				GENERAL SUPPORT
NATIVE AMERICAN CONNECTIONS 4520 N CENTRAL AVE 600 PHOENIX, AZ 85012	86-0293585	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
PHOENIX CHILDREN'S HOSPITAL 2929 E CAMELBACK RD 122 PHOENIX, AZ 85016	74-2421549	501(c)(3)	100,000				GENERAL SUPPORT
PHOENIX GOSPEL RESCUE MISSION INC PO BOX 6708 PHOENIX, AZ 85005	86-6057771	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
REGIS JESUIT HIGH SCHOOL 6300 S LEWISTON WAY AURORA, CO 80016	84-0791593	501(c)(3)	25,000				ACADEMIC PROGRAM SUPPORT
SAN MIGUEL HIGH SCHOOL 6601 S SAN FERNANDO ROAD TUCSON, AZ 85756	48-1270906	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
SCOTTSDALE CHARRO COMMUNITY FOUNDATION 10533 E LAKEVIEW DR SCOTTSDALE, AZ 85258	51-0168210	501(c)(3)	6,000				GENERAL SUPPORT
SCOTTSDALE PREVENTION INSTITUTE 6908 E THOMAS RD SCOTTSDALE, AZ 85251	86-0583997	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
SERENO SOCCER CLUB INC 20634 N 28TH STREET 130 PHOENIX, AZ 85050	86-0356430	501(c)(3)	15,000				GENERAL SUPPORT
SOCIETY OF ST VINCENT DE PAUL PO BOX 13600 PHOENIX, AZ 85002	86-0096789	501(c)(3)	20,000				COLLEGE SCHOLARSHIP PROGRAM

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
SOUTHERN ARIZONA COMMUNITY SPORTS INC 1551 E PASEO PAVON TUCSON, AZ 85718	26-1302348	501 (c)(3)	25,000				GENERAL SUPPORT
TEACH FOR AMERICA 315 W 36TH STREET 7TH FL NEW YORK, NY 10018	13-3541913	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
THE GIFT OF LIFE ARIZONA INC 2800 N CENTRAL AVE 1450 PHOENIX, AZ 85004	86-0529773	501 (c)(3)	24,000				GENERAL SUPPORT
THE WELLNESS COMMUNITY - AZ 360 E PALM LANE PHOENIX, AZ 85004	86-0897810	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
TU NIDITO CHILDREN & FAMILY SERVICES 3922 N MOUNTAIN TUCSON, AZ 85719	86-0769031	501 (c)(3)	10,000				GENERAL SUPPORT
UNITED CEREBRAL PALSY OF CENTRAL AZ 1802 W PARKSIDE LANE PHOENIX, AZ 85027	86-0110967	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
UNIVERSITY OF NORTH CAROLINA-CHAPEL HILL PO BOX 402420 AATLANTA, GA 30384	56-6001393	501 (c)(3)	10,000				TBI RESEARCH
YAVAPAI BIG BROTHERS BIG SISTERS3208 LAKESIDE VILLAGE DR PRESCOTT, AZ 86301	86-0278776	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
BOYS & GIRLS CLUBS OF THE EAST VALLEY 1405 E GUADALUPE RD 4 TEMPE, AZ 85283	86-0550646	501(c)(3)	16,500				SCHOLARSHIPS
HISPANIC WOMEN'S CORPORATION PO BOX 20725 PHOENIX, AZ 85036	86-0539353	501 (c)(3)	10,000				SPONSORSHIP

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
TEMPE DIABLOS CHARITIESPO BOX 13246 TEMPE, AZ 85284	86-0863641	501 (c)(3)	37,600				GENERAL SUPPORT
BOYS & GIRLS CLUB OF GREATER PHOENIX2645 N 24TH STREET PHOENIX, AZ 85008	86-0107639	501 (c)(3)	17,000				SCHOLARSHIPS

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
GIRL SCOUTS OF SOUTHERN ARIZONA 4300 E BROADWAY BLVD TUCSON, AZ 85711	86-0098917	501 (c)(3)	10,000				GENERAL SUPPORT
COSIDA 4600 MADISON AVE KANSAS CITY, MO 64112	23-7001888	501 (c)(6)	10,000				SPONSORSHIP 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
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OTHER GRANTS

96,462

96,462

GENERAL SUPPORT

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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.

2012**Open to Public Inspection**Name of the organization
THE ARIZONA SPORTS FOUNDATION**Employer identification number**

86-0253821

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

Yes**No**

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

4a**No**

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

4b**No**

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

4c**No****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?

5a**No**

b Any related organization?

5b**No**

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

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

a The organization?

6a**No**

b Any related organization?

6b**No**

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

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

7**No**

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

8**No**

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

9**No**

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ROBERT SHELTON EXECUTIVE DIRECTOR	(i) 454,410 (ii) 0	(i) 137,150 (ii) 0	(i) 35,161 (ii) 0	(i) 13,271 (ii) 0	(i) 5,944 (ii) 0	(i) 645,936 (ii) 0	(i) 0 (ii) 0
(2) CURT KRIZAN CHIEF FINANCIAL OFFICER	(i) 168,676 (ii) 0	(i) 16,000 (ii) 0	(i) 1,964 (ii) 0	(i) 2,077 (ii) 0	(i) 10,174 (ii) 0	(i) 198,891 (ii) 0	(i) 0 (ii) 0

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
COMPENSATION PAYMENT	SCHEDULE J - PART II	FOR PAYROLL TAX PURPOSES, THE ARIZONA SPORTS FOUNDATION PAYS ALL EMPLOYEES OF THE ARIZONA SPORTS FOUNDATION AND ITS RELATED ORGANIZATIONS VALLEY OF THE SUN BOWL FOUNDATION, FIESTA EVENTS, INC AND ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION ALLOCATIONS OF OFFICERS, KEY EMPLOYEES AND STAFF COMPENSATION ARE MADE IN ACCORDANCE WITH THE EMPLOYEES' AVERAGE TIME DEVOTED TO EACH OF THE ORGANIZATIONS
EXECUTIVE DIRECTOR COMPENSATION	SCHEDULE J, PART I, QUESTION 3	WITH THE HIRING OF ROBERT N SHELTON AS EXECUTIVE DIRECTOR IN 2011, THE BOARD OF DIRECTORS UNDERTOOK AN EXTENSIVE PROCESS TO ASCERTAIN THE APPROPRIATE COMPENSATION LEVEL THIS INCLUDED USING AN OUTSIDE COMPENSATION CONSULTANT, REVIEWING THE EXECUTIVE COMPENSATION OF LIKE ORGANIZATIONS THROUGH FORM 990 AND OTHER SURVEYS AND REVIEWING THE PACKAGE WITH THE HIRING COMMITTEE APPOINTED BY THE BOARD OF DIRECTORS
SUPPLEMENTAL COMPENSATION INFORMATION		BEGINNING WITH THE 2012-2013 FISCAL YEAR, THE ORGANIZATION IMPLEMENTED A FORMAL BONUS PLAN BASED UPON ORGANIZATIONAL AND INDIVIDUAL GOALS THESE GOALS MAY INCLUDE RESULTS CONTINGENT ON REVENUE OR NET INCOME OF THE ARIZONA SPORTS FOUNDATION AND RELATED ORGANIZATIONS BONUSES ARE APPROVED BY THE BOARD OF DIRECTORS PRIOR TO PAYMENT

Schedule L

Transactions with Interested Persons

► 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, line 38a or 40b.

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

OMB No 1545-0047

2012

**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 Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

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

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

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958. _____ \$ _____

Part II Loans to and/or From Interested Persons.

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

Part III Grants or Assistance Benefitting Interested Persons.

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ARIZONA BILTMORE	SEE PART V	157,806	HOTEL & CATERING		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 \$157,806 (D) DESCRIPTION OF TRANSACTION HOTEL AND CATERING (E) SHARING OF ORGANIZATION REVENUES? NO

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

2012**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.
COMPENSATION PROCESS	PART VI, SECTION B, QUESTIONS 15A & 15B	CEO COMPENSATION PROCESS - *COMPENSATION COMMITTEE DETERMINES COMPENSATION FIGURES *INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION STUDY *FORM 990 OF COMPARABLE ORGANIZATIONS INCLUDED IN COMPENSATION CONSULTANT REVIEWS *EXECUTIVE DIRECTOR ENGAGED UNDER A WRITTEN EMPLOYMENT CONTRACT *ORGANIZATION PARTICIPATES ANNUALLY IN THE FOOTBALL BOWL ASSOCIATION SURVEY *COMPENSATION IS APPROVED ANNUALLY BY THE BOARD OF DIRECTORS AFTER A RECOMMENDATION BY THE COMPENSATION COMMITTEE. WE BELIEVE THESE ACTIONS CREATE A REBUTTABLE PRESUMPTION OF REASONABLE COMPENSATION. KEY EMPLOYEE COMPENSATION PROCESS- *CEO REVIEWS PERFORMANCE AND DETERMINES COMPENSATION *COMPENSATION AMOUNT TO BOARD OF DIRECTOR CHAIR FOR APPROVAL *INDEPENDENT COMPENSATION CONSULTANT REVIEWS AND COMPARES TO COMPENSATION STUDY
DISCLOSURE	PART VI SECTION C QUESTION 19	The organization makes public its governing documents, including its bylaws and 501(c)(3) determination letter, as well as key policies such as the code of conduct, code of ethics, conflict of interest, expense reimbursement, political activity, record retention and destruction, ticket policy and whistleblower protection. All documents are available for public viewing at http://www.fiestabowl.org/about-us/governance/php
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.
OUTSIDE APPOINTMENT OF GOVERNING BODY MEMBER	PART VI, SECTION A, QUESTION 7A	WITHIN THEIR SPONSORSHIP AGREEMENT OF THE FIESTA BOWL AND RELATED ACTIVITIES, THE FT MCDOWELL YAVAPAI NATION RETAINS THE RIGHT TO APPOINT ONE MEMBER OF THE BOARD OF DIRECTORS. THAT SEAT WAS HELD BY CLINTON PATTEA UNTIL HIS DEATH ON JULY 5TH, 2013. IT HAS SUBSEQUENTLY BEEN FILLED BY RUBEN BALDERAS.
INDEPENDENCE OF BOARD MEMBERS	FORM 990, PAGE 1, PART I, LINES 3 AND 4 AND SCHEDULE L	THE ARIZONA SPORTS FOUNDATION, VALLEY OF THE SUN BOWL FOUNDATION, FIESTA EVENTS, INC AND THE ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FOUNDATION HAVE A COMMON BOARD OF DIRECTORS. A BOARD MEMBER IS CONSIDERED INDEPENDENT IF THEY RECEIVE NO COMPENSATION AS AN EMPLOYEE AND NO REPORTABLE TRANSACTIONS ON SCHEDULE L. IF A BOARD MEMBER IS CONSIDERED NOT INDEPENDENT FOR ONE ORGANIZATION, THEY ARE CONSIDERED NOT INDEPENDENT FOR ALL RELATED ORGANIZATIONS. AMONG THE FOUR RELATED ORGANIZATIONS, THERE WAS ONE TRANSACTION ASSOCIATED WITH A VOTING BOARD MEMBER (AT YEAR END) REPORTED ON SCHEDULE L FOR ARIZONA SPORTS FOUNDATION. UNDER THE POLICIES AND PROCEDURES OF THE ORGANIZATION, BOARD MEMBERS MUST RECUSE THEMSELVES FROM THE DISCUSSION AND VOTE OF ANY RELATED TRANSACTION.
BOARD MEMBERS	FORM 990, PART VII	AFTER THE CLOSE OF THE YEAR, TWO BOARD MEMBERS PASSED AWAY, DON ROBINSON AND CLINTON PATTEA. THE ORGANIZATION GREATLY APPRECIATES THEIR YEARS OF SERVICE.

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
THE ARIZONA SPORTS FOUNDATION

Employer identification number

86-0253821

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

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

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

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

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

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to 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** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** 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	Yes	
1j		No
1k		No
1l		No
1m		No
1n	Yes	
1o	Yes	
1p	Yes	
1q	Yes	
1r	Yes	
1s	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-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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

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

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

Schedule R (Form 990) 2012

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Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
--> Form 990, Schedule R, Part V - Transactions With Related Organizations					
FIESTA EVENTS INC			I	247,555	COST
FIESTA EVENTS INC			N	558,013	COST
FIESTA EVENTS INC			O	790,182	COST
FIESTA EVENTS INC			Q	24,136	COST
FIESTA EVENTS INC			R	220,121	COST
VALLEY OF THE SUN BOWL FOUNDATION			S	200,534	COST
VALLEY OF THE SUN BOWL FOUNDATION			N	854,330	COST
VALLEY OF THE SUN BOWL FOUNDATION				1,228,972	COST
VALLEY OF THE SUN BOWL FOUNDATION			Q	266,063	COST
VALLEY OF THE SUN BOWL FOUNDATION			R	1,431,393	COST
ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN				717,785	COST
ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN			N	454,543	COST
ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN			R	78,081	COST
ARIZONA COLLEGE FOOTBALL CHAMPIONSHIP FDN			Q	126,867	COST
FIESTA EVENTS INC			S	106,755	COST

TY 2012 Affiliated Group Schedule

Name: THE ARIZONA SPORTS FOUNDATION**EIN:** 86-0253821**Affiliated Group Business Name:** ARIZ COLLEGE FOOTBALL CHAMPI**Address. Either US or Foreign** 7135 E CAMELBACK ROAD SUITE 190
Type: SCOTTSDALE, AZ 85251**EIN:** 20-3705626**Electing Organization Checkbox:** **Total Grassroots Lobbying:** 0**Total Direct Lobbying:** 0**Total Lobbying Expenditures:** 0**Other Exempt Purpose Expenditures:** 1,491,364**Total Exempt Purpose Expenditures:** 1,491,364**Lobbying Nontaxable Amount:** 224,136**Grassroots Nontaxable Amount:** 56,034**Tot Lobbying Grassroot Minus Non Tx:** 0**Tot Lobby Expend Mns Lobbying Non Tx:** 0**Share Of Excess Lobbying:** 0**Affiliated Group Business Name:** FIESTA EVENTS INC**Address. Either US or Foreign** 7135 E CAMELBACK ROAD SUITE 190
Type: SCOTTSDALE, AZ 85251**EIN:** 86-0666998**Electing Organization Checkbox:** **Total Grassroots Lobbying:** 0**Total Direct Lobbying:** 0**Total Lobbying Expenditures:** 0**Other Exempt Purpose Expenditures:** 2,975,981**Total Exempt Purpose Expenditures:** 2,975,981**Lobbying Nontaxable Amount:** 298,799**Grassroots Nontaxable Amount:** 74,700**Tot Lobbying Grassroot Minus Non Tx:** 0**Tot Lobby Expend Mns Lobbying Non Tx:** 0**Share Of Excess Lobbying:** 0

Affiliated Group Business Name: VALLEY OF THE SUN BOWL FOUND

Address. Either US or Foreign Type: 7135 E CAMELBACK ROAD SUITE 190
SCOTTSDALE, AZ 85251

EIN: 86-0902767

Electing Organization Checkbox:

Total Grassroots Lobbying: 0

Total Direct Lobbying: 0

Total Lobbying Expenditures: 0

Other Exempt Purpose Expenditures: 11,286,212

Total Exempt Purpose Expenditures: 11,286,212

Lobbying Nontaxable Amount: 714,311

Grassroots Nontaxable Amount: 178,578

Tot Lobbying Grassroot Minus Non Tx: 0

Tot Lobby Expend Mns Lobbying Non Tx: 0

Share Of Excess Lobbying: 0

Affiliated Group Business Name: THE ARIZONA SPORTS FOUNDATIO

Address. Either US or Foreign Type: 7135 E CAMELBACK ROAD SUITE 190
SCOTTSDALE, AZ 85251

EIN: 86-0253821

Electing Organization Checkbox:

Total Grassroots Lobbying: 0

Total Direct Lobbying: 0

Total Lobbying Expenditures: 0

Other Exempt Purpose Expenditures: 12,509,401

Total Exempt Purpose Expenditures: 12,509,401

Lobbying Nontaxable Amount: 775,470

Grassroots Nontaxable Amount: 193,868

Tot Lobbying Grassroot Minus Non Tx: 0

Tot Lobby Expend Mns Lobbying Non Tx: 0

Share Of Excess Lobbying: 0