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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning APR 1, 2012 and ending MAR 31, 2013

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

C Name of organization
RODEL CHARITABLE FOUNDATION - AZ

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) | Room/suite
2201 EAST CAMELBACK ROAD, SUITE 405B

City, town, or post office, state, and ZIP code
PHOENIX, AZ 85016

D Employer identification number
86-0941890

E Telephone number
(602) 381-1400

G Gross receipts $ 5,688,018.

F Name and address of principal officer: JACKY NORTON
2201 E. CAMELBACK RD, #405B, PHX, AZ 85016

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ WWW.RODELAZ.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1999

M State of legal domicile: AZ

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TO PERFORM THE FUNCTIONS OF, OR TO CARRY OUT THE PURPOSES OF THE ARIZONA COMMUNITY FOUNDATION, AN AZ

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	7
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	6
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	20
6	Total number of volunteers (estimate if necessary)	6	6
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	<4,150.>

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	2,674,550.	1,731,359.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,222,508.	1,352,287.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	400.	884.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,897,458.	3,084,530.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,264,278.	1,926,135.
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)	1,935,073.	1,797,438.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 105,468.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,826,850.	1,601,499.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,026,201.	5,325,072.
19	Revenue less expenses. Subtract line 18 from line 12	<2,128,743.>	<2,240,542.>

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	23,160,061.	21,933,936.
21	Total liabilities (Part X, line 26)	1,136,566.	1,636,183.
22	Net assets or fund balances Subtract line 21 from line 20	22,023,495.	20,297,753.

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Part II Signature Block

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

Sign Here

▶ Signature of officer — Date: 11/15/13

▶ Type or print name and title: PAUL VELASKI, TREASURER

Paid Preparer Use Only					
Print/Type preparer's name: AMY A. O'LOUGHLIN	Preparer's signature	Date: 11-14-13	Check ☐ if self-employed	PTIN: P00869687	
Firm's name ▶ CBIZ MHM, LLC				Firm's EIN ▶ 34-1884125	
Firm's address ▶ 3101 N. CENTRAL AVE., STE. 300 PHOENIX, AZ 85012				Phone no. 602-264-6835	

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED JAN 02 2014

G17 15

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*

TO PERFORM THE FUNCTIONS OF, OR TO CARRY OUT THE PURPOSES OF THE ARIZONA COMMUNITY FOUNDATION, AN AZ NONPROFIT CORPORATION, SO LONG AS ARIZONA COMMUNITY FOUNDATION, INC. REMAINS A QUALIFIED ORGANIZATION.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

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

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

4a (Code _____) (Expenses $ 5,500. including grants of $ 5,500.) (Revenue $ _____)

OTHER GRANTS TO CHARITABLE ORGANIZATIONS IN SUPPORT OF THE PURPOSES OF THE ARIZONA COMMUNITY FOUNDATION, INC.

4b (Code _____) (Expenses $ 4,871,014. including grants of $ 1,920,635.) (Revenue $ _____)

DESIGNING EDUCATIONAL STRATEGIES AND SOLUTIONS WHICH CAN BE REPLICATED AND IMPLEMENTED, PARTICULARLY IN RURAL OR IMPOVERISHED AREAS, WHICH WILL DIRECTLY IMPROVE STUDENT ACHIEVEMENT IN SUPPORT OF THE PURPOSES OF THE ARIZONA COMMUNITY FOUNDATION, INC.

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** ▶ 4,876,514.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
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*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, 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*	9		X
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*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, 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*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to 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	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
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		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
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		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
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*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	206		
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	X	
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	20		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
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		X
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		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
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?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
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.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O				
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	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

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

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: 7			
	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: 6			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6	X	
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	X	
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	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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		X
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		X
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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
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	X	
13	Did the organization have a written whistleblower policy?	13		X
14	Did the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	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		X
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 Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available Check all that apply

[ ] Own website [ ] Another's website [x] 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 ▶

PAUL VELASKI - 602-381-1400

2201 E. CAMELBACK RD. STE. 405B PHOENIX, AZ 85016

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DONALD V BUDINGER	5.00									
CHAIRMAN		X						0.	0.	0.
(2) WILLIAM D. BUDINGER	1.00									
DIRECTOR		X						0.	0.	0.
(3) LOUIS A. WEIL III	1.00									
DIRECTOR		X						0.	0.	0.
(4) BERT GETZ	1.00									
DIRECTOR		X						0.	0.	0.
(5) SUSAN BUDINGER	1.00									
DIRECTOR		X						0.	0.	0.
(6) STEVE SELEZNOW	1.00									
SECRETARY	45.00	X		X				0.	353,862.	30,472.
(7) JOAN LOWELL	1.00									
DIRECTOR		X						0.	0.	0.
(8) JACKIE NORTON	55.00									
PRESIDENT				X				295,850.	0.	23,750.
(9) PAUL VELASKI	1.00									
TREASURER	45.00			X				0.	161,752.	41,974.
(10) JAMES RICE	45.00									
DIR OF PRINCIPAL INITIATIV						X		112,810.	0.	2,400.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								408,660.	515,614.	98,596.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								408,660.	515,614.	98,596.

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 ▶ 2

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ARIZONA COMMUNITY FOUNDATION, 2201 E CAMELBACK RD, STE 405B, PHOENIX, AZ 85016	MANAGEMENT FEE	120,000.

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 ▶ 1

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 12,000.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d 294,833.				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,424,526.				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f	▶	1,731,359.			
Program Service Revenue		Business Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f	▶				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶	427,625.			427,625.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)	▶				
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory	3,528,150.				
	b Less: cost or other basis and sales expenses	2,584,370. / 19,118.				
	c Gain or (loss)	943,780. / <19,118.>				
	d Net gain or (loss)	▶	924,662.			924,662.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events	▶				
	9a Gross income from gaming activities. See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
	Miscellaneous Revenue	Business Code				
	11a MISCELLANEOUS	900099	884.			884.
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d	▶	884.			
	12 **Total revenue.** See instructions.	▶	3,084,530.	0.	0.	1,353,171.

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	1,926,135.	1,926,135.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	319,600.	105,468.	108,664.	105,468.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,080,402.	1,080,402.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	174,254.	163,070.	11,184.	
9 Other employee benefits	131,083.	126,482.	4,601.	
10 Payroll taxes	92,099.	86,449.	5,650.	
11 Fees for services (non-employees)				
a Management	120,000.		120,000.	
b Legal	113.	113.		
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	42,929.		42,929.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	155,710.	155,710.		
12 Advertising and promotion	10,226.	10,226.		
13 Office expenses	58,815.	56,905.	1,910.	
14 Information technology	93,460.	87,503.	5,957.	
15 Royalties				
16 Occupancy	217,694.	204,415.	13,279.	
17 Travel	128,614.	118,565.	10,049.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	48,997.	36,748.	12,249.	
23 Insurance	11,938.	11,339.	599.	
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 PROGRAM MONITORS/EVALS	348,539.	348,539.		
b PROGRAM EXPENSE	319,948.	319,948.		
c DUES AND PUBLICATIONS	20,613.	17,177.	3,436.	
d TELEPHONES	16,543.	14,357.	2,186.	
e All other expenses	7,360.	6,963.	397.	
25 **Total functional expenses** Add lines 1 through 24e	5,325,072.	4,876,514.	343,090.	105,468.
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 Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	0.	1	0.
	2	Savings and temporary cash investments	1,838,041.	2	908,534.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	52,462.	4	50,771.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	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 instr) Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	6,052.	9	34,678.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 394,758.			
	b	Less accumulated depreciation — 10b: 260,783.	126,066.	10c	133,975.
	11	Investments - publicly traded securities	16,965,659.	11	16,798,970.
	12	Investments - other securities See Part IV, line 11	3,462,091.	12	3,640,508.
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	709,690.	15	366,500.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	23,160,061.	16	21,933,936.
Liabilities	17	Accounts payable and accrued expenses	428,066.	17	466,965.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	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		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	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	708,500.	25	1,169,218.
	26	**Total liabilities.** Add lines 17 through 25	1,136,566.	26	1,636,183.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [x] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	22,023,495.	27	20,297,753.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ 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	22,023,495.	33	20,297,753.
	34	Total liabilities and net assets/fund balances	23,160,061.	34	21,933,936.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,084,530.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,325,072.
3	Revenue less expenses Subtract line 2 from line 1	3	<2,240,542.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	22,023,495.
5	Net unrealized gains (losses) on investments	5	514,800.
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	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	20,297,753.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
RODEL CHARITABLE FOUNDATION - AZ	86-0941890

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

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

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

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

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

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

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

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

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

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

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

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

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

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

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

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

		Yes	No
(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?		X
(ii)	A family member of a person described in (i) above?		X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of monetary support
SEE PART IV			X						
Total 1									0.

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

Schedule A (Form 990 or 990-EZ) 2012

232021
12-04-12

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 section 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 from 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")						
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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

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						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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)

SUPPORTED ORGANIZATION

SCHEDULE A, PART I

(I) NAME OF SUPPORTED ORGANIZATION: ARIZONA COMMMUNITY FOUNDATION

(II) EIN: 86-0348306

(III) TYPE OF ORGANIZATION: 7

(IV) YES

(V) YES

(VI) YES

(VII) AMOUNT OF SUPPORT: 125,500

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
RODEL CHARITABLE FOUNDATION - AZ	86-0941890

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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

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

		Held at the End of the Tax Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ 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 III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations — 3a(i)		
(ii) related organizations — 3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? — 3b		

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		394,758.	260,783.	133,975.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				133,975.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) EARL PROPERTY FND II LLC	325,086.	END-OF-YEAR MARKET VALUE
(B) HIRTLE CALLAGHAN PVT EQ III	104,898.	END-OF-YEAR MARKET VALUE
(C) HIRTLE CALLAGHAN PVT EQ IV	150,325.	END-OF-YEAR MARKET VALUE
(D) HIRTLE CALLAGHAN PVT EQ V	402,195.	END-OF-YEAR MARKET VALUE
(E) HIRTLE CALLAGHAN II LTD	1,989,742.	END-OF-YEAR MARKET VALUE
(F) HIRTLE CALLAGHAN PVT EQ VI	419,290.	END-OF-YEAR MARKET VALUE
(G) HIRTLE CALLAGHAN PVT EQ VII	248,972.	END-OF-YEAR MARKET VALUE
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	3,640,508.	

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

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

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

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

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

1.	(a) Description of liability	(b) Book value
(1)	Federal income taxes	
(2)	TEACHER AWARD COMMITMENT-BONDS	366,500.
(3)	PAYABLE TO ACF	802,718.
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶		1,169,218.

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 [x]

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

PART X, LINE 2: THE ORGANIZATION EVALUATES ITS UNCERTAIN TAX POSITIONS, IF ANY, ON A CONTINUAL BASIS THROUGH REVIEW OF ITS POLICIES AND PROCEDURES, REVIEW OF ITS REGULAR TAX FILINGS, AND DISCUSSIONS WITH OUTSIDE EXPERTS. AT MARCH 31, 2013 AND 2012, MANAGEMENT BELIEVES THE FOUNDATION DID NOT HAVE ANY UNCERTAIN TAX POSITIONS.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

RODEL CHARITABLE FOUNDATION - AZ

Employer identification number

86-0941890

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? [X] Yes [ ] No

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARIZONA STATE UNIVERSITY FOUNDATION - P.O. BOX 2260 - TEMPE, AZ 85280	86-6051042	501(G)(3)	72,500.	0.			WOMEN & PHILANTHROPY PROGRAM, STATE OF OUR STATE CONFERENCE, ASU PRESIDENT'S CLUB & SPIRIT
ARIZONA COMMUNITY FOUNDATION 2201 E, CAMELBACK RD #405B PHOENIX, AZ 85012	86-0348306	501(C)(3)	5,500.	0.			PROGRAM SUPPORT
ASPEN INSTITUTE 1 DUPONT CIR. NW #700 WASHINGTON, DC 20036	84-0399006	501(C)(3)	1,125,000.	0.			PROGRAM SUPPORT
FRIENDS OF THE PHOENIX PUBLIC LIBRARY - 1221 N. CENTRAL AVE - PHOENIX, AZ 85004	86-0337769	501(C)(3)	5,000.	0.			CHILDRENS LITERACY FESTIVAL
GRAND CANYON TRUST 2601 N. FORT VALLEY RD FLAGSTAFF, AZ 86001	86-0512633	501(C)(3)	85,000.	0.			NATIVE AMERICAN PROGRAM, OUTFITTING BARN.
NATIONAL COUNCIL ON TEACHER QUALITY - 1420 NEW YORK AVE NW #800 - WASHINGTON, DC 20005	04-3536571	501(C)(3)	5,000.	0.			ANNUAL REVIEW OF TEACHER PREPARATION TO RATE AZ'S ED SCHOOLS

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 15.

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

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

Schedule I (Form 990) (2012)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

232101
12-18-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHERN ARIZONA UNIVERSITY FOUNDATION - P.O. BOX 4094 - FLAGSTAFF, AZ 86011	86-0193726	501(C)(3)	11,000.	0.			COLLEGE OF EDUCATION SCHOLARSHIPS
SAN MIGUEL CRISTO REY HIGH SCHOOL 6601 S. SAN FERNANDO RD TUCSON, AZ 85756	48-1270906	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
TEACH FOR AMERICA 3030 N CENTRAL AVE #900 PHOENIX, AZ 85012	13-3541913	501(C)(3)	15,000.	0.			SUPPORT A THEACHER CAMPAIGN, PROGRAM SUPPORT
TEMPE PREPARATORY ACADEMY FOUNDATION - 1251 E. SOUTHERN AVE. - TEMPE, AZ 85282	86-0824869	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
THE FOUNDATION FOUNDATION 2021 N. ALVARADO RD PHOENIX, AZ 85004	20-3487592	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
UNITED PHOENIX FIREFIGHTERS ASSOC. INC. - 61 E. COLUMBUS AVE. - PHOENIX, AZ 85012	86-6053047	501(C)(3)	5,000.	0.			PHOENIX FIRE DEPARTMENTS CHAPLAIN PROGRAM
UNIVERSITY OF ARIZONA FOUNDATION 1111 N. CHERRY AVE. TUCSON, AZ 85721	86-6050388	501(C)(3)	15,000.	0.			COLLEGE OF EDUCATION SCHOLARSHIPS
VALLEY OF THE SUN UNITED WAY 1515 E. OSBORN RD. PHOENIX, AZ 85014	86-0104419	501(C)(3)	20,000.	0.			PROGRAM SUPPORT
AGUILA YOUTH LEADERSHIP INSTITUTE INC. - 3030 N CENTRAL AVE #970 - PHOENIX, AZ 85012	20-5820343	501(C)(3)	5,000.	0.			PROGRAM SUPPORT

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

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

SCHEDULE I, PART I, LINE 2: ORGANIZATIONS RECEIVING GRANT FUNDING FROM THE RODEL CHARITABLE FOUNDATION ARE, IN MOST CASES, REQUIRED TO SUBMIT A FINAL REPORT DESCRIBING THE RESULTS OF THEIR FUNDED PROGRAM OR UPDATE THE FOUNDATION ON THEIR PROGRESS TO DATE. THESE FINAL REPORTS OUTLINE THE RETURN ON INVESTMENT FOR THE GRANTEE, THE DONOR, THE FOUNDATION, THE COMMUNITY AND ANY OTHER STAKEHOLDERS INVOLVED.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: ARIZONA STATE UNIVERSITY FOUNDATION

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: WOMEN & PHILANTHROPY PROGRAM, STATE OF OUR STATE CONFERENCE, ASU PRESIDENT'S CLUB & SPIRIT OF SERVICE SCHOLARS PROGRAM.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

RODEL CHARITABLE FOUNDATION - AZ

Employer identification number

86-0941890

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
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			
	☒ Compensation committee	☐ Written employment contract		
	☒ Independent compensation consultant	☐ Compensation survey or study		
	☒ Form 990 of other organizations	☒ 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?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of.			
a	The organization?	5a		X
b	Any related organization?	5b		X
	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		X
b	Any related organization?	6b		X
	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	X	
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		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

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) STEVE SELEZNOW	(i)	0.	0.	0.	0.	0.	0.	0.
SECRETARY	(ii)	309,066.	39,500.	5,296.	16,429.	14,043.	384,334.	0.
(2) JACKIE NORTON	(i)	295,850.	0.	0.	22,500.	1,250.	319,600.	0.
PRESIDENT	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) PAUL VELASKI	(i)	0.	0.	0.	0.	0.	0.	0.
TREASURER	(ii)	144,952.	16,800.	0.	17,685.	24,289.	203,726.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

THE BONUS FOR THE EXECUTIVE TEAM ARE BASED ON TEAM GOALS (50%) ESTABLISHED AT THE BEGINNING OF THE YEAR BASED OUR THE ORGANIZATIONS OVERALL GOALS AND ON INDIVIDUAL GOALS (50%) DEVELOPED TO ALIGN WITH THE OVERALL ORGANIZATIONAL GOALS AS WELL. THE MAXIMUM AMOUNT IS DETERMINE THROUGH THE BUDGET PROCESS AND APPROVED BY THE FAB COMMITTEE. THEY ARE ONLY PAID ON THE GOALS MET, I.E. THEY ARE PRO RATED BASED ON THE GOALS THAT THAT WERE SUCCESSFULLY ACHIEVED.

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

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: RODEL CHARITABLE FOUNDATION - AZ

Employer identification number: 86-0941890

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

NONPROFIT CORPORATION, SO LONG AS ARIZONA COMMUNITY FOUNDATION, INC. REMAINS A QUALIFIED ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 2: DONALD BUDINGER, WILLIAM BUDINGER AND SUSAN BUDINGER HAVE A FAMILY RELATIONSHIP.

PAUL VELASKI AND STEVE SELEZNOW HAVE A BUSINESS RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 3: THE ORGANIZATION IS MANAGED BY ITS SUPPORTED ORGANIZATION, THE ARIZONA COMMUNITY FOUNDATION.

FORM 990, PART VI, SECTION A, LINE 6: THE ORGANIZATION HAS TWO CLASSES OF MEMBERS; ARIZONA COMMUNITY FOUNDATION (THE SUPPORTED ORGANIZATION) MEMBERS AND DONOR MEMBERS.

FORM 990, PART VI, SECTION A, LINE 7A: EACH CLASS OF MEMBERS HAS THE RIGHT TO APPOINT DIRECTORS TO THE BOARD; HOWEVER, THE MAJORITY OF DIRECTORS SHALL BE APPOINTED BY THE ARIZONA COMMUNITY FOUNDATION.

FORM 990, PART VI, SECTION A, LINE 7B: THE AFFIRMATIVE VOTE OF THE ARIZONA COMMUNITY FOUNDATION, AND, IF THERE ARE TWO OR MORE DONOR MEMBERS, THE AFFIRMATIVE VOTE OF AT LEAST ONE DONOR MEMBER AT ANY ANNUAL OR SPECIAL MEETING OF MEMBERS SHALL BE REQUIRED TO ADOPT OR APPROVE THE FOLLOWING ACTIONS:

1. LIQUIDATION OR DISSOLUTION OF THE CORPORATION;

Name of the organization: RODEL CHARITABLE FOUNDATION - AZ

Employer identification number: 86-0941890

2. MERGER, OR CONSOLIDATION OR TRANSFER OF SUBSTANTIALLY ALL OF THE ASSETS OF THE CORPORATION;

3. REPEAL, MODIFICATION, AMENDMENT, IN WHOLE OR IN PART, OR ADDITION TO THE ARTICLES OF INCORPORATION OR BYLAWS OF THE CORPORATION OR ADOPTION OF NEW ARTICLES OF INCORPORATION OR BYLAWS.

FORM 990, PART VI, SECTION B, LINE 11: AN OUTSIDE ACCOUNTANT PREPARES THE RETURN AND SENDS A DRAFT TO THE CHIEF FINANCIAL OFFICER OF THE ARIZONA COMMUNITY FOUNDATION AND THE PRESIDENT OF THE ORGANIZATION FOR REVIEW. SUGGESTED CHANGES, IF ANY, ARE MADE AS APPROPRIATE TO THE DRAFT BY THE OUTSIDE ACCOUNTANT AND THE FINAL RETURN IS SUBMITTED TO EITHER THE CEO OR CFO OF THE ARIZONA COMMUNITY FOUNDATION FOR APPROVAL AND SIGNATURE.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS REVIEWED AND APPROVED ANNUALLY BY THE BOARD OF DIRECTORS OF THE RODEL CHARITABLE FOUNDATION. ALL BOARD MEMBERS SIGN AN ACKNOWLEDGEMENT THAT THEY HAVE READ THE CONFLICT OF INTEREST POLICY, AGREE TO ABIDE BY IT AND IDENTIFY ANY POTENTIAL CONFLICTS THEY MAY HAVE. THESE ACKNOWLEDGEMENTS ARE REVIEWED BY THE ACF ADVANCEMENT STAFF.

SHOULD ANY GRANTS BE PRESENTED THAT WOULD GIVE RISE TO A CONFLICT ON BEHALF OF ONE OR MORE BOARD MEMBERS; THEY ARE ASKED TO DISCLOSE THE CONFLICT, AND RECUSE THEMSELVES FROM ANY VOTE ON APPROVING THE GRANT. ALL OF THIS IS ALSO NOTED IN THE MINUTES OF THE APPLICABLE BOARD MEETING. THIS PROCEDURE IS FOLLOWED FOR ANY OTHER TYPES OF CONFLICT AS WELL. THE ACF AUDIT AND COMPLIANCE COMMITTEE HAS AUTHORITY TO INVESTIGATE ANY SITUATION WHERE A CONFLICT OF INTEREST MAY EXIST, BUT IT WAS NOT DISCLOSED TO THE BOARD OR TO ACF. THEY WOULD GATHER ALL MATERIAL FACTS AND ASK THE INDIVIDUAL TO MAKE AN APPEARANCE BEFORE THE COMMITTEE TO DISCUSS THE MATTER. SHOULD THE

Name of the organization: RODEL CHARITABLE FOUNDATION - AZ

Employer identification number: 86-0941890

INVESTIGATION FIND THAT A CONFLICT OF INTEREST EXISTS AND IT WAS NOT DISCLOSED, APPROPRIATE DISCIPLINARY MEASURES WILL BE TAKEN. THE AUDIT AND COMPLIANCE COMMITTEE WILL REPORT THEIR RESULTS TO THIS BOARD AND THE ACF BOARD.

FORM 990, PART VI, SECTION B, LINE 15: THE OBJECTIVE OF THE FOUNDATION'S EXECUTIVE COMPENSATION POLICY IS TO ATTRACT, RETAIN, MOTIVATE AND REWARD EXECUTIVE OFFICERS WHO CONTRIBUTE TO THE FOUNDATION'S SUCCESS IN FULFILLING ITS MISSION. ACCORDINGLY, THE FOUNDATION CONSIDERS THE FOLLOWING IN SETTING EXECUTIVE COMPENSATION:

1) THE FOUNDATION COMPENSATES EXECUTIVES AND STAFF FOR PERFORMANCE, SKILLS AND COMPETENCIES, DEVELOPMENT AND GROWTH, AND EFFECTIVE VISIBLE COMMITMENT TO THE FOUNDATION.

2) THE FOUNDATION'S COMPENSATION SYSTEM MAY INCLUDE A MIXTURE OF BASE SALARY AND RETIREMENT BENEFITS AS WELL AS MEDICAL, DENTAL AND OTHER INSURANCE BENEFITS.

3) THE FOUNDATION'S COMPENSATION SYSTEM INCLUDES PERFORMANCE REVIEWS AND ADJUSTMENTS TO BASE SALARY AND BENEFITS BASED ON CHANGES IN THE MARKETPLACE (SUBJECT TO THE FOUNDATION'S FINANCIAL CONSTRAINTS). ADJUSTMENTS TO INDIVIDUAL BASE PAY WILL BE BASED ON JOB PERFORMANCE INCLUDING GROWTH IN MASTERING JOB COMPETENCIES. ALL ADJUSTMENTS TO PAY WILL BE CONSISTENT WITH PRACTICE IN A COMPARABLE MARKETPLACE.

4) THE FOUNDATION'S COMPENSATION SYSTEM IS LINKED TO A STRUCTURED PERFORMANCE MANAGEMENT SYSTEM, WITH IDENTIFIABLE GROWTH AND DEVELOPMENT AS WELL AS PROFESSIONAL ACHIEVEMENT GOALS. THE GOALS WILL BE ACCOMPANIED BY IDENTIFICATION OF EFFECTIVE BENCHMARKS FOR MEASURING SUCCESS.

5) THE FOUNDATION'S COMPENSATION SYSTEM SHOULD BE MARKET COMPETITIVE. GENERALLY, THE FOUNDATION BASES COMPENSATION AS CLOSE AS POSSIBLE TO THE

Name of the organization: RODEL CHARITABLE FOUNDATION - AZ

Employer identification number: 86-0941890

APPRORIATE EXTERNAL MARKETPLACE.

6) IN SETTING COMPENSATION, THE FOUNDATION MAY PERIODICALLY RETAIN THE SERVICES OF A PROFESSIONAL COMPENSATION CONSULTANT TO ASSESS THE REASONABLENESS OF THE COMPENSATION THAT WILL BE PAID TO THE FOUNDATION'S EXECUTIVES IN LIGHT OF THEIR DUTIES, QUALIFICATIONS, PERFORMANCE AND TIME COMMITMENT AND THE REASONABLENESS OF THE RANGES OF COMPENSATION THAT WILL BE PAID TO ALL EMPLOYEES.

IN SETTING DIRECTOR AND EXECUTIVE COMPENSATION, THE FOUNDATION FOLLOWS THE FOLLOWING PROCEDURES:

1) OBTAIN ADVANCE APPROVAL - THE BOARD OF DIRECTORS, THE HUMAN RESOURCES COMMITTEE, OR A SIMILAR COMMITTEE COMPRISED OF MEMBERS OF THE BOARD OF DIRECTORS (EACH, AN "AUTHORIZED BODY") WILL REVIEW AND APPROVE IN ADVANCE THE COMPENSATION ARRANGEMENTS OF ANY DIRECTOR OR EXECUTIVE OF THE FOUNDATION. NO MEMBER OF THE AUTHORIZED BODY MAY PARTICIPATE IN APPROVING THE COMPENSATION ARRANGEMENT IF SUCH PERSON HAS A CONFLICT OF INTEREST, AS DETERMINED IN ACCORDANCE WITH THE FOUNDATION'S CONFLICT OF INTEREST POLICY.

2) USE APPROPRIATE COMPARABILITY DATA - THE AUTHORIZED BODY WILL RELY UPON APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DETERMINATION. RELEVANT COMPARABILITY DATA INCLUDES, BUT IS NOT LIMITED TO, COMPENSATION LEVELS PAID BY SIMILARLY SITUATED ORGANIZATIONS, BOTH TAXABLE AND TAX-EXEMPT, FOR FUNCTIONALLY COMPARABLE POSITIONS; THE AVAILABILITY OF SIMILAR SERVICES IN THE GEOGRAPHIC AREA OF THE FOUNDATION; CURRENT COMPENSATION SURVEYS COMPILED BY INDEPENDENT FIRMS; AND ACTUAL WRITTEN OFFERS FROM SIMILAR INSTITUTIONS COMPETING FOR THE SERVICES OF THE DIRECTOR OR EXECUTIVE WHOSE COMPENSATION THE AUTHORIZED BODY IS DISCUSSING.

3) DOCUMENT THE DECISION - THE AUTHORIZED BODY WILL DOCUMENT THE BASIS FOR ITS DETERMINATION CONCURRENTLY WITH MAKING THE DETERMINATION. AT A MINIMUM,

Name of the organization: RODEL CHARITABLE FOUNDATION - AZ

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THE RECORD OF THE COMPENSATION DECISION WILL INCLUDE:

A) THE TERMS OF THE COMPENSATION ARRANGEMENT;

B) THE DATE THE COMPENSATION ARRANGEMENT WAS APPROVED;

C) THE MEMBERS OF THE AUTHORIZED BODY WHO PARTICIPATED IN DISCUSSING THE COMPENSATION ARRANGEMENT AND THE MEMBERS WHO ULTIMATELY VOTED ON THE ARRANGEMENT;

D) THE COMPARABILITY DATA RELIED UPON BY THE AUTHORIZED BODY AND HOW SUCH DATA WAS OBTAINED; AND

E) ANY ACTIONS TAKEN WITH RESPECT TO DETERMINATION OF THE COMPENSATION ARRANGEMENT BY ANY MEMBER OF THE AUTHORIZED BODY WHO HAD A CONFLICT OF INTEREST WITH RESPECT TO THE DECISION. IF THE AUTHORIZED BODY DETERMINES THAT REASONABLE COMPENSATION FOR A DIRECTOR OR EXECUTIVE IS HIGHER OR LOWER THAN THE RANGE OF COMPARABILITY DATA REVIEWED, THE AUTHORIZED BODY WILL DOCUMENT THE BASIS FOR ITS DECISION. THE AUTHORIZED BODY WILL DOCUMENT ITS DECISION BY THE LATER OF ITS NEXT MEETING OR 60 DAYS AFTER THE FINAL ACTION BY THE AUTHORIZED BODY ON THE MATTER. WITHIN A REASONABLE TIME THEREAFTER, THE AUTHORIZED BODY WILL REVIEW AND APPROVE THE RECORD AS REASONABLE, ACCURATE AND COMPLETE.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION PROVIDES A PAPER COPY OF THE FINANCIAL STATEMENTS UPON REQUEST. THE ORGANIZATION DOES NOT PROACTIVELY PROVIDE COPIES OF ITS GOVERNING DOCUMENTS OR CONFLICT OF INTEREST POLICY TO THE PUBLIC. HOWEVER, IF THE ORGANIZATION RECEIVES A REQUEST FROM A DONOR OR POTENTIAL DONOR, THE ORGANIZATION WILL CONSIDER THE REQUEST AND THE CIRCUMSTANCES SURROUNDING THE REQUEST IN DETERMINING WHETHER TO PROVIDE THE DOCUMENTS.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047
2012
Open to Public Inspection

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86-0941890

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)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
ARIZONA COMMUNITY FOUNDATION - 86-0348306 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	7	N/A		X
AFC PUBLIC FOUNDATION - 86-0900277 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE ARMSTRONG FAMILY FOUNDATION - 86-0846677 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
B AND L CHARITABLE FOUNDATION - 86-0950135 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
ELLIS CENTER FOR EDUCATIONAL EXCELLENCE - 20-2822602, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE EVANS CHARITABLE FOUNDATION - 86-0914248 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
SAM & PEGGY GROSSMAN FAMILY FOUNDATION - 86-0939696, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
R.S. HOYT JR. FAMILY FOUNDATION - 86-0958722 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE INGEBRITSON FAMILY FOUNDATION - 86-0800012, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE MOLLY LAWSON FOUNDATION, INC. - 20-0236832, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
LIPPINCOTT FAMILY FOUNDATION, INC. - 20-0967548, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
LODESTAR CHARITABLE FOUNDATION - 86-0965287 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
RICHARD A. ODOM FAMILY FOUNDATION - 86-0898996, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE ODOM FAMILY FOUNDATION - 86-0790314 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE PAKIS FAMILY FOUNDATION - 86-0846617 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
EDWARD J. ROBSON FAMILY FOUNDATION - 86-1012657, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X

Part II *Continuation of Identification of Related Tax-Exempt Organizations*

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization? Yes	(g) No
THE SILVERMAN FAMILY FOUNDATION - 86-0704259 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
JAMES A. UNRUH FAMILY FOUNDATION - 86-0955776, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
WAZE FOUNDATION - 20-1234655 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE WELLIK FOUNDATION - 86-0938555 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE ROBERT J. WICK FAMILY FOUNDATION - 86-0782796, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
THE WALTER M. WICK FAMILY FOUNDATION - 86-0782797, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
YOUTH PARTNERS FOUNDATION - 68-0544541 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X
ALL SAINTS EPISCOPAL CHURCH ENDOWMENT FD - 86-6131579, 2201 EAST CAMELBACK ROAD, PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	PF	AZ COMM FDN		X
JIM TROXELL FOUNDATION - 45-2968884 2201 EAST CAMELBACK ROAD PHOENIX, AZ 85016	COM. SUPPORT	ARIZONA	501(C)(3)	11A	AZ COMM FDN		X

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
CASSIDY CHARITABLE, LP - 86-0899100, 6390 NORTH CATTLE TRACK ROAD, SCOTTSDALE, AZ 85250	INVESTMENT	AZ	N/A	EXCLUDED				X	N/A		X	
LIBERTY INV., LLLP - 86-1001790, 20660 N. 40TH STREET, UNIT 2147, PHOENIX, AZ 85050	INVESTMENT	AZ	N/A	EXCLUDED				X	N/A		X	
FTP HOLDINGS, LLC - 86-0950521, P.O. BOX 50342, MESA, AZ 85028	INVESTMENT	AZ	N/A	EXCLUDED				X	N/A		X	
L.T.I.B., LP - 86-0989776 8402 JUAN TABO SCOTTSDALE, AZ 85255	INVESTMENT		N/A	EXCLUDED				X	N/A		X	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
ANN LIPPINCOTT CRT - 20-6172433 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
AUSMAN UNITRUST - 86-6224420 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
BOYCE UNITRUST - 86-0945292 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
BRAUN UNITRUST - 35-1950543 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
DOUDS UNITRUST - 86-0965286 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
A&C LAKESIDE INV, - 86-1048713, 8433 N. BLACK CANYON HWY, PHOENIX, AZ 85021	INVESTMENT	AZ	N/A	EXCLUDED				X	N/A		X	
K & J WILTON LTD UNKNOWN	INVESTMENT		N/A	EXCLUDED				X	N/A		X	
WWC PROPERTIES, LLC - 27-0507369, 2201 E. CAMELBACK ROAD, SUITE 202, PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	EXCLUDED				X	N/A		X	
B&B INVESTMENTS PROJECTS GROUP TWO, LLC, UNKNOWN	INVESTMENT		N/A	EXCLUDED				X	N/A		X	
B&B INVESTMENTS PROJECTS GROUP, LLC, UNKNOWN	INVESTMENT		N/A	EXCLUDED				X	N/A		X	

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) Section 512(b)(13) controlled entity? No
HARRIS UNITRUST - 86-6224762 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
HOLLOWAY UNITRUST - 86-0970213 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
JOHNSON UNITRUST - 91-1910973 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
DARYL & B.J.LIPPINCOTT CRT - 77-6216346 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
MERKEL CRT - 20-1579269 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
REISS UNITRUST - 42-6626711 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
SHAMBERG UNITRUST - 86-1013999 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
STRINGER FAMILY UNITRUST - 33-6095033 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
MARY ANN STRINGER CRT - 26-6161263 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
WEINBERG UNITRUST - 86-6216400 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	INVESTMENT	AZ	N/A	TRUST					X
ANDERSON UNITRUST - 86-0927449 2211 W. NORTHERN AVE. PHOENIX, AZ 85021	INVESTMENT	AZ	N/A	TRUST					X
CROSSON UNITRUST CRT - 04-6992818 222 DELAWARE AVE, 14TH FLOOR WILLINGTON, DE 19801	INVESTMENT	AZ	N/A	TRUST					X

Part IV Continuation of Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) Section 512(b)(13) controlled entity? No
BELLEMARE DONOR ADVISED FUND - 20-6348909 5255 E. WILLIAMS CIRCLE STE 5000 TUCSON, AZ 85711	INVESTMENT	AZ	N/A	TRUST					X
ELEANOR ROSSER #3A - 20-6471050 222 DELAWARE AVE, 14TH FLOOR WILLINGTON, DE 19801	INVESTMENT	AZ	N/A	TRUST					X

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

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

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b	X	
c	Gift, grant, or capital contribution from related organization(s)	1c	X	
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m	X	
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X	
o	Sharing of paid employees with related organization(s)	1o	X	
p	Reimbursement paid to related organization(s) for expenses	1p	X	
q	Reimbursement paid by related organization(s) for expenses	1q		X
r	Other transfer of cash or property to related organization(s)	1r	X	
s	Other transfer of cash or property from related organization(s)	1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec 501(c)(3) orgs ? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part VII Supplemental Information

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

SCHEDULE R, PART III

RELATED PARTNERSHIPS

THE ARIZONA COMMUNITY FOUNDATION (FOUNDATION) HAS A GREATER-THAN-50% INTEREST IN A NUMBER OF LIMITED PARTNERSHIPS (LP) AND LIMITED LIABILITY COMPANIES (LLC). AS A LIMITED PARTNER OR NON-MANAGER LLC MEMBER, CERTAIN INFORMATION OF THE PARTNERSHIPS IS NOT READILY AVAILABLE TO THE FOUNDATION. IN AN ATTEMPT TO RESPOND TO THE SPIRIT OF THE IRS'S REQUEST FOR INFORMATION REGARDING TAXABLE SUBSIDIARIES THE LP'S AND LLC'S ARE LISTED WITH THE LATEST AVAILABLE INFORMATION.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [x]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	RODEL CHARITABLE FOUNDATION - AZ	86-0941890
	Number, street, and room or suite no. If a P.O. box, see instructions 2201 EAST CAMELBACK ROAD, SUITE 405B	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PHOENIX, AZ 85016	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PAUL VELASKI 2201 E. CAMELBACK RD, STE. 405B - PHOENIX, AZ 85016
  Telephone No ▶ 602-381-1400 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [ ] calendar year _____ or
▶ [x] tax year beginning APR 1, 2012, and ending MAR 31, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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