

Form **990**

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

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending JUN 30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization AZTEC SHOPS, LTD. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 5500 CAMPANILE DRIVE City or town, state or province, country, and ZIP or foreign postal code SAN DIEGO, CA 92182-1701 F Name and address of principal officer: DONNA TUSACK SAME AS C ABOVE	D Employer identification number 95-0516240 E Telephone number (619) 594-6954 G Gross receipts \$ 61,127,433. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.AZTECSHOPS.COM		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1932 M State of legal domicile: CA

Part I Summary

	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>																									
Activities & Governance	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 12 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 7 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 1480 6 Total number of volunteers (estimate if necessary) 6 0 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 996,377. b Net unrelated business taxable income from Form 990-T, line 34 7b 0.																									
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td>396,978.</td> <td>387,275.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td>10,744,661.</td> <td>15,339,159.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td>37,742.</td> <td>-62,430.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td>23,572,203.</td> <td>24,286,715.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td>34,751,584.</td> <td>39,950,719.</td> </tr> </tbody> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	396,978.	387,275.	9 Program service revenue (Part VIII, line 2g)	10,744,661.	15,339,159.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	37,742.	-62,430.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	23,572,203.	24,286,715.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	34,751,584.	39,950,719.						
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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 LISA ALBERS, CONTROLLER Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER M. PEKULA	Preparer's signature Date
	Firm's name ▶ MCGLADREY LLP Firm's address ▶ 515 S. FLOWER ST., 41ST FL. LOS ANGELES, CA 90071	Check if self-employed <input type="checkbox"/> PTIN P00734965 Firm's EIN ▶ 42-0714325 Phone no. 213-330-4800

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: SEE SCHEDULE O

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 [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 14,304,364. including grants of \$) (Revenue \$ 16,479,442.) AZTEC SHOPS IS RESPONSIBLE FOR ALL RESTAURANTS AND FOOD SERVICE OUTLETS SERVING ALMOST 40,000 STUDENTS, FACULTY AND STAFF OF SAN DIEGO STATE UNIVERSITY. THE ORGANIZATION OPERATES SDSU'S MEAL PLAN PROGRAM, RESIDENCE HALL DINING PROGRAMS, CAMPUS CATERING AND CONCESSIONS, AND OUR OWN BRANDED RESTAURANTS AND CONVENIENCE STORES.

4b (Code:) (Expenses \$ 5,451,914. including grants of \$) (Revenue \$ 8,409,879.) CAMPUS STORES - THE SDSU BOOKSTORE IS ONE OF THE LARGEST VOLUME CAMPUS BOOKSTORES IN THE COUNTRY. THE 25,000 SQUARE FOOT FACILITY CARRIES COURSE MATERIALS AND SUPPLIES FOR EVERY CLASS TAUGHT AT SAN DIEGO STATE UNIVERSITY. THE SDSU BOOKSTORE IS THE LARGEST CAMPUS BOOKSTORE PROVIDER OF E-TEXTBOOKS IN THE COUNTRY.

AZTEC SHOPS ALSO OPERATES THE SDSU BOOKSTORE SATELLITE LOCATION AT THE SDSU BRANCH CAMPUS IN CALEXICO, CALIFORNIA. THROUGH THE BOOKSTORE, SATELLITE STORES AND ITS WEBSITE, AZTEC SHOPS IS THE PREFERRED PROVIDER OF SDSU-IMPRINTED CLOTHING AND MERCHANDISE TO CURRENT STUDENTS AS WELL AS MORE THAN 200,000 LIVING ALUMNI OF SAN DIEGO STATE UNIVERSITY.

4c (Code:) (Expenses \$ 6,392,690. including grants of \$) (Revenue \$ 7,185,703.) STUDENT APARTMENTS - AZTEC SHOPS OWNS SEVERAL APARTMENT COMPLEXES ADJACENT TO SAN DIEGO STATE UNIVERSITY. THE VAST MAJORITY OF TENANTS IN THE APPROXIMATELY 400 APARTMENTS DURING THE 2013-14 ACADEMIC YEAR WERE SDSU STUDENTS WITH MORE THAN 50% OF THE UNITS RENTED DIRECTLY BY THE UNIVERSITY FOR USE BY ITS OFFICE OF HOUSING ADMINISTRATION.

4d Other program services (Describe in Schedule O.) (Expenses \$ 5,571,277. including grants of \$ 765,000.) (Revenue \$ 6,186,712.)

4e Total program service expenses 31,720,245.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	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? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>	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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>	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? <i>If "Yes," complete Schedule D, Part VIII</i>	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	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 or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		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? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form body containing questions 1a through 14b with input fields and Yes/No columns.

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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 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.	12	
b	Enter the number of voting members included in line 1a, above, who are independent	7	
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?		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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		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?	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?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	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		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?		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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	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	X	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	X	
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?		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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **CA**
- 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 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: **LISA ALBERS, CONTROLLER - (619) 594-6954**
5500 CAMPANILE DRIVE, SAN DIEGO, CA 92182-1701

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

Check if Schedule O contains a response or note to any line 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) JONATHAN COLE STUDENT BOARD MEMBER	2.00	X						0.	0.	0.
(2) DR. ANDREA ROLLINS UNIVERSITY BOARD MEMBER	2.00 40.00	X						0.	126,744.	35,455.
(3) WILLIAM EARLEY COMMUNITY BOARD MEMBER	2.00	X						0.	0.	0.
(4) JORDAN HARRISON STUDENT BOARD MEMBER	2.00	X						0.	0.	0.
(5) MATT KEIPPER COMMUNITY BOARD MEMBER	2.00	X						0.	0.	0.
(6) MARIAH KELLY STUDENT BOARD MEMBER	2.00	X						0.	0.	0.
(7) DR. SETH MALLIOS UNIVERSITY BOARD MEMBER	2.00 40.00	X						0.	90,703.	42,335.
(8) TOM MCCARRON UNIVERSITY BOARD MEMBER	2.00 40.00	X						0.	149,278.	27,376.
(9) JOSH MORSE STUDENT BOARD MEMBER	2.00	X						0.	0.	0.
(10) KYLE MURPHY STUDENT BOARD MEMBER	2.00	X						0.	0.	0.
(11) ERIC RIVERA UNIVERSITY BOARD MEMBER	2.00 40.00	X						0.	169,658.	56,950.
(12) ERIKA TISCHOFER STUDENT BOARD MEMBER	2.00	X						0.	0.	0.
(13) CARL WINSTON UNIVERSITY BOARD MEMBER	2.00 40.00	X						0.	137,500.	54,493.
(14) DONNA TUSACK CHIEF EXECUTIVE OFFICER	40.00			X				223,088.	0.	65,667.
(15) LISA ALBERS CONTROLLER	40.00			X				129,056.	0.	43,796.
(16) JAHAN JAMSHIDI DIRECTOR IT	40.00				X			165,032.	0.	57,410.
(17) TODD SUMMER DIRECTOR CAMPUS STORES	40.00				X			151,593.	0.	41,411.

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			
(18) PAUL MELCHIOR DIRECTOR DINING SERVICES	40.00					X		129,274.	0.	50,319.
(19) MARTHA SPECK DIR MANAGEMENT SERVICES	40.00					X		120,002.	0.	34,173.
(20) ROBERT WILLIAMS DIR BUSINESS DEVELOPMENT	40.00					X		118,424.	0.	40,910.
1b Sub-total								1,036,469.	673,883.	550,295.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,036,469.	673,883.	550,295.

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
AMERICAN CAMPUS COMMUNITIES, 12700 HILL COUNTRY BLVD, STE T-200, AUSTIN, TX 78738	APARTMENT MANAGEMENT	518,212.
GMI BUILDING SERVICES 8001 VICKERS STREET, SAN DIEGO, CA 92111	CUSTODIAL	489,467.
MG PROPERTIES GROUP, 10505 SORRENTO VALLEY RD, STE 300, SAN DIEGO, CA 92121	APARTMENT MANAGEMENT	370,422.
MCGLADREY LLP, 1455 FRAZEE ROAD, STE 600, SAN DIEGO, CA 92108	AUDIT SERVICES	108,285.
KRONOS 18400 VON KARMAN, STE 600, IRVINE, CA 92612	SOFTWARE SUPPORT SERVICES	101,001.

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 **5**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	387,275.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		387,275.				
	Program Service Revenue	Business Code					
2 a STUDENT APARTMENTS		531110	7,185,703.	7,185,703.			
b UNIVERSITY TOWERS RESIDENCE HALL		721310	3,579,408.	3,579,408.			
c SPACE RENTALS AND BRAWLEY CLASSRO		531120	1,610,877.	1,610,877.			
d CONFERENCE SERVICES		531120	1,239,535.	1,225,084.	14,451.		
e ROAD SCHOLAR		611600	467,801.	467,801.			
f All other program service revenue		561499	1,255,835.	1,118,554.	137,281.		
g Total. Add lines 2a-2f			15,339,159.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		22,610.			22,610.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	463,942.				
		(ii) Personal					
		b Less: rental expenses	181,221.				
		c Rental income or (loss)	282,721.				
	d Net rental income or (loss)		282,721.			282,721.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses		85,040.			
		c Gain or (loss)		-85,040.			
	d Net gain or (loss)		-85,040.	-85,040.			
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	44,700,985.					
	b Less: cost of goods sold	20,910,453.					
	c Net income or (loss) from sales of inventory		23,790,532.	22,945,887.	844,645.		
Miscellaneous Revenue		Business Code					
11 a CUSTOMIZED PRODUCTION REVENUE	511130	213,462.	213,462.				
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		213,462.					
12 Total revenue. See instructions.		39,950,719.	38,261,736.	996,377.	305,331.		

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 or note to any line 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	765,000.	765,000.		
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	715,919.	608,531.	107,388.	
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	12,739,171.	8,975,531.	3,763,640.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,140,724.	688,574.	452,150.	
9 Other employee benefits	873,102.	793,207.	79,895.	
10 Payroll taxes	1,141,190.	822,827.	318,363.	
11 Fees for services (non-employees):				
a Management	297,856.	297,856.		
b Legal	72,217.	20,784.	51,433.	
c Accounting	162,259.		162,259.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,651,470.	1,386,882.	264,588.	
12 Advertising and promotion	593,387.	439,390.	153,997.	
13 Office expenses	2,256,209.	2,087,936.	168,273.	
14 Information technology	418,128.	23,529.	394,599.	
15 Royalties	830,888.	830,888.		
16 Occupancy	7,254,608.	6,940,367.	314,241.	
17 Travel	190,076.	131,476.	58,600.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	35,487.	14,319.	21,168.	
20 Interest	2,780,004.	2,777,265.	2,739.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,267,068.	3,079,404.	187,664.	
23 Insurance	234,238.	200,519.	33,719.	
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 CONTRIBUTION EXPENSE	445,000.	445,000.		
b MEMBERSHIP DUES	161,955.	152,921.	9,034.	
c EQUIPMENT, RENTAL, & MA	123,241.	121,893.	1,348.	
d TEMPORARY LABOR	82,766.	82,766.	0.	
e All other expenses	63,776.	33,380.	30,396.	
25 Total functional expenses. Add lines 1 through 24e	38,295,739.	31,720,245.	6,575,494.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	2,931,457.	1	4,777,486.	
	2 Savings and temporary cash investments	1,056,436.	2	1,404,810.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	748,690.	4	998,323.	
	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	5,513,077.	7	1,292,559.	
	8 Inventories for sale or use	6,196,169.	8	4,539,052.	
	9 Prepaid expenses and deferred charges	342,653.	9	504,623.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 113,014,702.			
	b Less: accumulated depreciation	10b 28,624,935.			
		75,001,250.	10c	84,389,767.	
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11	547,000.	12	248,000.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
15 Other assets. See Part IV, line 11	836,125.	15	1,761,191.		
16 Total assets. Add lines 1 through 15 (must equal line 34)	93,172,857.	16	99,915,811.		
Liabilities	17 Accounts payable and accrued expenses	4,784,361.	17	3,819,735.	
	18 Grants payable		18		
	19 Deferred revenue	981,472.	19	1,056,503.	
	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	662,164.	23	565,725.	
	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	85,584,410.	25	91,688,329.	
	26 Total liabilities. Add lines 17 through 25	92,012,407.	26	97,130,292.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	1,160,450.	27	2,785,519.	
	28 Temporarily restricted net assets		28		
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	1,160,450.	33	2,785,519.		
34 Total liabilities and net assets/fund balances	93,172,857.	34	99,915,811.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	39,950,719.
2	Total expenses (must equal Part IX, column (A), line 25)	2	38,295,739.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,654,980.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,160,450.
5	Net unrealized gains (losses) on investments	5	
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	-29,911.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,785,519.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)

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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **AZTEC SHOPS, LTD.** Employer identification number **95-0516240**

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?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
SAN DIEGO STATE UNIVER	33-0373293	115	X		X		X		710,000.
Total	1								710,000.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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. 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).

Lined area for supplemental information.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number

95-0516240

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ <u>387,275</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 5px;"></div>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

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.**

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990**

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number

95-0516240

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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the 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:

- (i) unrelated organizations
- (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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	24,755,124.			24,755,124.
b Buildings	63,272,486.		12,615,272.	50,657,214.
c Leasehold improvements	8,036,668.		5,852,476.	2,184,192.
d Equipment	14,575,092.		8,700,689.	5,874,403.
e Other	2,375,332.		1,456,498.	918,834.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 84,389,767.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED BENEFIT COSTS	14,656,408.
(3) INTEREST PAYABLE	753.
(4) DEFERRED RENT PAYABLE TO	
(5) ASSOCIATED STUDENTS	243,750.
(6) PAYABLE UNIVERSITY TOWERS LOAN	18,023,570.
(7) PAYABLE 55TH STREET APARTMENTS	
(8) LOAN	23,916,059.
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	91,688,329.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	60,987,066.
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	0.
3	Subtract line 2e from line 1	3	60,987,066.
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	-21,036,347.
c	Add lines 4a and 4b	4c	-21,036,347.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	39,950,719.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	59,332,086.
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	21,036,347.
e	Add lines 2a through 2d	2e	21,036,347.
3	Subtract line 2e from line 1	3	38,295,739.
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	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	38,295,739.

Part XIII Supplemental Information.

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:

EXPLANATION: THE ORGANIZATION FOLLOWS THE PROVISIONS OF ASC 740, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE ORGANIZATION FILES A FORM 990 (RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX) ANNUALLY. WHEN THESE RETURNS ARE FILED, IT IS HIGHLY CERTAIN THAT SOME POSITIONS TAKEN WOULD BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, WHILE OTHERS ARE SUBJECT TO UNCERTAINTY ABOUT THE MERITS OF THE TAX POSITION TAKEN OR THE AMOUNT OF THE POSITION THAT WOULD ULTIMATELY BE SUSTAINED. EXAMPLES OF TAX POSITIONS COMMON TO THE ORGANIZATION INCLUDE SUCH MATTERS AS THE TAX-EXEMPT STATUS OF EACH ENTITY AND VARIOUS POSITIONS RELATIVE TO POTENTIAL SOURCES OF UNRELATED BUSINESS TAXABLE INCOME (UBIT). UBIT IS REPORTED ON FORM 990-T, AS APPROPRIATE. THE BENEFIT OF A TAX POSITION IS

Part XIII Supplemental Information (continued)

RECOGNIZED IN THE FINANCIAL STATEMENTS IN THE PERIOD DURING WHICH, BASED ON ALL AVAILABLE EVIDENCE, MANAGEMENT BELIEVES IT IS MORE LIKELY THAN NOT THAT THE POSITION WILL BE SUSTAINED UPON EXAMINATION, INCLUDING THE RESOLUTION OF APPEALS OR LITIGATION PROCESSES, IF ANY.

TAX POSITIONS ARE NOT OFFSET OR AGGREGATED WITH OTHER POSITIONS. TAX POSITIONS THAT MEET THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD ARE MEASURED AS THE LARGEST AMOUNT OF TAX BENEFIT THAT IS MORE THAN 50 PERCENT LIKELY TO BE REALIZED ON SETTLEMENT WITH THE APPLICABLE TAXING AUTHORITY. THE PORTION OF THE BENEFITS ASSOCIATED WITH TAX POSITIONS TAKEN THAT EXCEEDS THE AMOUNT MEASURED AS DESCRIBED ABOVE IS REFLECTED AS A LIABILITY FOR UNRECOGNIZED TAX BENEFITS IN THE ACCOMPANYING STATEMENTS OF FINANCIAL POSITION ALONG WITH ANY ASSOCIATED INTEREST AND PENALTIES THAT WOULD BE PAYABLE TO THE TAXING AUTHORITIES UPON EXAMINATION. UPON ADOPTION AND THROUGH JUNE 30, 2014, THE ORGANIZATION HAS ADDRESSED UNCERTAINTY IN ITS INCOME TAX POSITION, AND THERE ARE NO UNRECOGNIZED/DERECOGNIZED TAX BENEFITS REQUIRING AN ACCRUAL.

FORMS 990 AND 990-T FILED BY THE ORGANIZATION ARE SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE UP TO THREE YEARS FROM THE EXTENDED DUE DATE OF EACH RETURN. MANAGEMENT BELIEVES FORMS 990 AND 990-T HAVE BEEN FILED APPROPRIATELY. FORMS 990 AND 990-T FILED BY THE ORGANIZATION ARE NO LONGER SUBJECT TO EXAMINATION FOR THE FISCAL YEARS ENDED JUNE 30, 2009 AND PRIOR.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

CUSTOMIZED PRODUCTION REVENUE	213,462.
LOSS ON DISPOSITION OF ASSETS	-84,440.

Part XIII Supplemental Information (continued)

COST OF GOODS SOLD	-20,910,453.
RENTAL EXPENSES	-181,221.
PROPERTY MANAGEMENT EXPENSES	-73,695.
INSURANCE REIMBURSEMENT AND OTHER	
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-21,036,347.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON DISPOSITION OF ASSETS	84,440.
CUSTOMIZED PRODUCTION REVENUE	-213,462.
COST OF GOODS SOLD	20,910,453.
PROPERTY MANAGEMENT EXPENSES	73,695.
RENTAL EXPENSES	181,221.
INSURANCE REIMBURSEMENT AND OTHER	
TOTAL TO SCHEDULE D, PART XII, LINE 2D	21,036,347.

SCHEDULE D, PART VI, LINE 1E DETAIL:

EXPLANATION:

SOFTWARE	1,861,582
CONSTRUCTION IN PROGRESS	513,750
TOTAL	2,375,332

**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.**

▶ **Information about Schedule I (Form 990) and its instructions is at** www.irs.gov/form990

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number

95-0516240

Part I **General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

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
SAN DIEGO STATE UNIVERSITY 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182	33-0373293	115	710,000.	0.	FAIR MARKET VALUE		TO PROVIDE GENERAL SUPPORT FOR SAN DIEGO STATE UNIV.
ASSOCIATED STUDENTS OF SAN DIEGO STATE UNIVERSITY - 5500 CAMPANILE DRIVE - SAN DIEGO, CA 92182	95-6042622	501(C)(3)	55,000.	0.	FAIR MARKET VALUE		TO PROVIDE GENERAL SUPPORT FOR THE ASSOCIATED STUDENTS OF SAN DIEGO STATE UNIV.

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 2.
- 3** Enter total number of other organizations listed in the line 1 table ▶ 0.

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

Schedule I (Form 990) (2013)

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. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: AT THE DISCRETION OF THE BOARD OF DIRECTORS, THE ORGANIZATION PROVIDES FOR ANNUAL ALLOCATIONS TO THE UNIVERSITY AND AFFILIATED ORGANIZATIONS.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number

95-0516240

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including 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. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	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	

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

Schedule J (Form 990) 2013

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) DR. ANDREA ROLLINS UNIVERISTY BOARD MEMBER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	126,744.	0.	0.	26,694.	9,010.	162,448.	0.
(2) TOM MCCARRON UNIVERSITY BOARD MEMBER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	95,036.	0.	54,242.	20,320.	7,166.	176,764.	0.
(3) ERIC RIVERA UNIVERSITY BOARD MEMBER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	169,658.	0.	0.	35,859.	21,341.	226,858.	0.
(4) CARL WINSTON UNIVERSITY BOARD MEMBER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	137,500.	0.	0.	29,628.	25,114.	192,242.	0.
(5) DONNA TUSACK CHIEF EXECUTIVE OFFICER	(i)	223,088.	0.	0.	42,317.	29,938.	295,343.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) LISA ALBERS CONTROLLER	(i)	129,056.	0.	0.	29,270.	15,901.	174,227.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) JAHAN JAMSHIDI DIRECTOR IT	(i)	165,032.	0.	0.	35,722.	24,377.	225,131.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) TODD SUMMER DIRECTOR CAMPUS STORES	(i)	151,593.	0.	0.	30,984.	12,492.	195,069.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) PAUL MELCHIOR DIRECTOR DINING SERVICES	(i)	129,274.	0.	0.	28,601.	23,046.	180,921.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) MARTHA SPECK DIR MANAGEMENT SERVICES	(i)	120,002.	0.	0.	26,224.	10,737.	156,963.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) ROBERT WILLIAMS DIR BUSINESS DEVELOPMENT	(i)	118,424.	0.	0.	25,717.	17,129.	161,270.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number
95-0516240

Part I Bond Issues SEE PART VI FOR COLUMN (A) CONTINUATIONS

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A TRUSTEES OF THE CALIFORNIA STATE UNIVERS	94-6001347	13077CUP7	04/06/10	160852254.	REFUND 2000 BONDS		X		X	X	
B SAME AS A ABOVE		13077CUP7			HOUSING ACQUISITION		X		X	X	
C SAME AS A ABOVE		13077CUP7			REFUND 2010 BONDS		X		X	X	
D TRUSTEES OF THE CALIFORNIA STATE UNIVERS	91-2155587	13077CYL2	08/22/12	436220000.	REFUND 2012 BONDS		X		X	X	

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue	20,572,023.		7,125,857.		5,185,000.		7,380,000.	
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows	20,422,460.				5,142,619.		7,328,941.	
7 Issuance costs from proceeds	149,563.		111,112.		42,381.		51,059.	
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds			7,014,745.					
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion								
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15 Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16 Has the final allocation of proceeds been made?	X		X		X		X	
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X	X			X		X

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X		X		X		X	
b Exception to rebate?		X		X		X		X
c No rebate due?	X		X		X		X	
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X		X		X		X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: TRUSTEES OF THE CALIFORNIA STATE UNIVERSITY

(A) ISSUER NAME: TRUSTEES OF THE CALIFORNIA STATE UNIVERSITY

SCHEDULE K, SUPPLEMENTAL INFORMATION: THE TRUSTEES OF THE CALIFORNIA STATE UNIVERSITY SYSTEM ISSUED CALIFORNIA STATE UNIVERSITY SYSTEMWIDE REVENUE BONDS SERIES 2010A FOR THE REFUNDING OF AZTEC SHOPS, LTD. AUXILIARY ORGANIZATION STUDENT HOUSING REVENUE BONDS SERIES 2000 (\$20,572,023). PROCEEDS FROM THE REVENUE BONDS SERIES 2010A WERE ALSO USED FOR THE ACQUISITION OF 55TH STREET APARTMENTS FOR STUDENT HOUSING (\$7,125,132).

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number

95-0516240

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

PROVIDE SUPPORTIVE COMMERCIAL SERVICES FOR SAN DIEGO STATE UNIVERSITY,
INCLUDING BOOKSTORE, DINING SERVICES AND STUDENT HOUSING OPERATIONS.

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

TO PROVIDE COMMERCIAL ACTIVITIES, INCLUDING THE VENDING AND SALE OF
FOOD, SUPPLIES, AND RESALE MERCHANDISE ANYWHERE ON BEHALF OF THE
UNIVERSITY - HOUSING, PROPERTY ACQUISITION AND DEVELOPMENT, AND
ADMINISTRATION OF OTHER BUSINESS ACTIVITIES AS DETERMINED BY THE VICE
PRESIDENT FOR BUSINESS AND FINANCIAL AFFAIRS OF SAN DIEGO STATE
UNIVERSITY, WHEN IT IS DEEMED TO BE MORE EFFECTIVE TO ACCOMPLISH SUCH
FUNCTIONS AND ACTIVITIES THROUGH AZTEC SHOPS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

UNIVERSITY TOWERS RESIDENCE HALL - AZTEC SHOPS OWNS AND OPERATES, IN
CONJUNCTION WITH SAN DIEGO STATE UNIVERSITY'S OFFICE OF HOUSING
ADMINISTRATION, THE UNIVERSITY TOWERS RESIDENCE HALL ON THE CAMPUS OF
SAN DIEGO STATE UNIVERSITY. UNIVERSITY TOWERS WAS THE "HOME AWAY FROM
HOME" FOR MORE THAN 500 MAINLY FRESHMAN STUDENTS OF SAN DIEGO STATE
UNIVERSITY DURING THE 2013-14 ACADEMIC YEAR, PROVIDING A LIVING
ENVIRONMENT FOSTERING ACADEMIC EXCELLENCE AND PERSONAL GROWTH.

EXPENSES \$ 2,576,052. INCLUDING GRANTS OF \$ 0. REVENUE \$ 3,579,344.

CONFERENCE SERVICES - DURING THE SUMMER SDSU CONFERENCE SERVICES SERVES
GROUPS RANGING IN SIZE FROM 10 TO 3,000 PEOPLE IN 75 CONFERENCES AND
WORKSHOPS. TO HELP MAKE EACH GATHERING A SUCCESS, SDSU CONFERENCE

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

Name of the organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
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SERVICES FOCUSES ON ADVANCE PREPARATION AND PLANNING ASSISTANCE,
INCLUDING ON-CAMPUS FACILITIES SCHEDULING, ON-CAMPUS FOOD SERVICE,
INSTRUCTIONAL MEDIA ASSISTANCE, HOUSING AND ADMINISTRATION.

EXPENSES \$ 1,284,261. INCLUDING GRANTS OF \$ 0. REVENUE \$ 1,225,084.

ROAD SCHOLAR PROGRAM - ROAD SCHOLAR IS THE NATION'S FIRST AND THE
WORLD'S LARGEST EDUCATIONAL AND TRAVEL ORGANIZATION FOR ADULTS 55 AND
OVER. AZTEC SHOPS HAS OFFERED ROAD SCHOLAR PROGRAMS FOR SAN DIEGO STATE
UNIVERSITY FOR OVER 20 YEARS. AZTEC SHOPS HAS SUCCESSFULLY HOSTED
THOUSANDS OF ROAD SCHOLARS SINCE 1992.

EXPENSES \$ 395,929. INCLUDING GRANTS OF \$ 0. REVENUE \$ 467,801.

CONTRIBUTION FROM OUTSIDE VENDOR - AZTEC SHOPS IS ENGAGED IN A
MULTI-YEAR AGREEMENT WITH A VENDOR AND SAN DIEGO STATE UNIVERSITY IN
WHICH ALL MONIES RECEIVED BY AZTEC SHOPS ARE SUBSEQUENTLY CONTRIBUTED
TO THE UNIVERSITY.

EXPENSES \$ 445,000. INCLUDING GRANTS OF \$ 0. REVENUE \$ 445,000.

MISCELLANEOUS INCOME - RECEIPTS AND REIMBURSEMENTS FOR VARIOUS
COMMERCIAL SERVICES PROVIDED BY AZTEC SHOPS TO THE SAN DIEGO STATE
UNIVERSITY CAMPUS COMMUNITY.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 318,465.

RENTAL OF FACILITIES - THE IMPERIAL VALLEY CAMPUS AT BRAWLEY IS A
BRANCH CAMPUS OF SAN DIEGO STATE UNIVERSITY SERVING THE DESERT AREA OF
SOUTHEASTERN CALIFORNIA. THE CAMPUS OFFERS THE LAST TWO YEARS OF
UNDERGRADUATE EDUCATION, GRADUATE PROGRAMS, AND FIFTH YEAR CREDENTIAL
PROGRAMS FOR TEACHER PREPARATION. TO FURTHER THE EDUCATIONAL MISSION

Name of the organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
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OF SAN DIEGO STATE UNIVERSITY IN THE COMMUNITY OF IMPERIAL VALLEY,
AZTEC SHOPS PROVIDES CLASSROOM AND ADMINISTRATIVE OFFICE FACILITIES FOR
RENTAL TO SAN DIEGO STATE UNIVERSITY FOR THEIR BRAWLEY CAMPUS.

EXPENSES \$ 105,035. INCLUDING GRANTS OF \$ 0. REVENUE \$ 150,000.

RENTAL OF FACILITIES - THE DOWNTOWN ART GALLERY FUNCTIONS AS A WORKSHOP
FOR INTERN AND VOLUNTEER STUDENTS FROM THE SAN DIEGO STATE UNIVERSITY
SCHOOL OF ART WHO ASSIST WITH THE ORGANIZATION OF EXHIBITIONS AND
RELATED PROGRAMMING. AZTEC SHOPS LEASES THE GALLERY SPACE AND
MAINTAINS OCCUPANCY SERVICES FOR SAN DIEGO STATE UNIVERSITY'S ART
GALLERY.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 1,018.

ALLOCATIONS - AZTEC SHOPS, AT THE DISCRETION OF ITS BOARD OF DIRECTORS,
PROVIDES FOR ANNUAL ALLOCATIONS TO SAN DIEGO STATE UNIVERSITY AND ITS
AFFILIATED ORGANIZATIONS. DURING THE CURRENT YEAR, ALLOCATIONS WERE
MADE TO THE ASSOCIATED STUDENTS OF SAN DIEGO STATE UNIVERSITY AND SAN
DIEGO STATE UNIVERSITY.

EXPENSES \$ 765,000. INCLUDING GRANTS OF \$ 765,000. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: APPOINTMENT, NOMINATION AND ELECTION PROCESS FOR BOARD
MEMBERS:

THE PRESIDENT OF SAN DIEGO STATE UNIVERSITY AND THE PRESIDENT OF ASSOCIATED
STUDENTS OF SAN DIEGO STATE UNIVERSITY (OR THEIR DESIGNEES), AS WELL AS THE
SDSU VICE PRESIDENT OF STUDENT AFFAIRS, AND THE SDSU VICE PRESIDENT OF
BUSINESS AND FINANCIAL AFFAIRS AND CFO, ARE APPOINTED EX OFFICIO BY VIRTUE
OF THEIR POSITIONS IN THE UNIVERSITY. ALL OTHER DIRECTORS ARE NOMINATED BY

Name of the organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
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THE PRESIDENT AND ELECTED UPON A MAJORITY VOTE OF THE EXISTING BOARD MEMBERS.

FORM 990, PART VI, SECTION A, LINE 7B:

EXPLANATION: UNDER TITLE 5 CALIFORNIA CODE OF REGS. SECTION 42402, THE CAMPUS PRESIDENT IS REQUIRED TO ASSURE THAT AZTEC SHOPS OPERATES IN CONFORMITY WITH THE POLICIES OF THE CALIFORNIA STATE UNIVERSITY SYSTEM AND OF SAN DIEGO STATE UNIVERSITY. THE PRESIDENT MAY DISCONTINUE ANY PROGRAM OR EXPENDITURE THAT HE OR SHE DETERMINES IS INCONSISTENT WITH THESE POLICIES.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: A DRAFT OF THE FORM 990 WAS DELIVERED TO THE AUDIT COMMITTEE OF AZTEC SHOPS IN ACCORDANCE WITH ITS CHARTER. THE CONTROLLER OF AZTEC SHOPS EXPLAINED THE SIGNIFICANT CHANGES IN THE FORM AND SOLICITED QUESTIONS FROM THE COMMITTEE. THE FINAL FORM 990 WAS ALSO DELIVERED TO EACH MEMBER OF THE BOARD OF DIRECTORS BEFORE FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: AZTEC SHOPS REQUIRES EACH INTERESTED PARTY TO DISCLOSE ANNUALLY INTERESTS THAT COULD GIVE RISE TO CONFLICTS. AZTEC SHOPS ALSO MONITORS COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY THROUGH ITS PURCHASING AND OPERATING DEPARTMENTS. AZTEC SHOPS STAFF REVIEWS CONTRACTS AND REQUISITIONS FOR POTENTIAL CONFLICTS. THE BOARD OF DIRECTORS IS AUTHORIZED TO TAKE WHATEVER ACTION IS DEEMED NECESSARY TO RESOLVE POTENTIAL OR ACTUAL CONFLICTS, INCLUDING: PROHIBITING THE INTERESTED PARTY FROM DISCUSSIONS OR DECISIONS REGARDING THE CONFLICT OF INTEREST; MODIFYING OR REDEFINING THE DUTIES AND RESPONSIBILITIES OF THE INTERESTED PARTY; OR REQUIRING THE RESIGNATION OF THE INTERESTED PARTY.

Name of the organization AZTEC SHOPS, LTD.	Employer identification number 95-0516240
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FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: PURSUANT TO TITLE 5, CALIFORNIA CODE OF REGS., SECTION 42405, AZTEC SHOPS MAINTAINS SALARY SCHEDULES COMPARABLE TO SAN DIEGO STATE UNIVERSITY (A CALIFORNIA PUBLIC INSTITUTION). THE SALARY OF THE CHIEF EXECUTIVE OFFICER IS ALSO SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS OF AZTEC SHOPS.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

TRANSFER OF PROPERTY TO RELATED ORGANIZATION	-29,911.
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**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

AZTEC SHOPS, LTD.

Employer identification number

95-0516240

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
SAN DIEGO STATE UNIVERSITY - 33-0373293 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182	PUBLIC HIGHER EDUCATION	CALIFORNIA	115		N/A		X
ASSOCIATED STUDENTS OF SAN DIEGO STATE UNIVERSITY - 95-6042622, 5500 CAMPANILE DRIVE, SAN DIEGO, CA 92182	ADMINISTER FUNDS IN SUPPORT OF STUDENT ACTIVITIES	CALIFORNIA	501(C)(3)	LINE 5	N/A		X
SAN DIEGO STATE UNIVERSITY FOUNDATION - 95-6042721, 5250 CAMPANILE DRIVE, SAN DIEGO, CA 92182	ADMINISTER FUNDS IN SUPPORT OF RESEARCH PROGRAMS AT SDSU	CALIFORNIA	501(C)(3)	LINE 5	N/A		X

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

Schedule R (Form 990) 2013

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)	X	
j Lease of facilities, equipment, or other assets to related organization(s)	X	
k Lease of facilities, equipment, or other assets from related organization(s)	X	
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)	X	
s Other transfer of cash or property from related organization(s)	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 related 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" on Form 990, Part IV, line 37.

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

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

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2013 or other tax year beginning JUL 1, 2013, and ending JUN 30, 2014

2013

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

▶ **Information about Form 990-T and its instructions is available at** www.irs.gov/form990t.
▶ **Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).**

A <input type="checkbox"/> Check box if address changed	B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) AZTEC SHOPS, LTD. Number, street, and room or suite no. If a P.O. box, see instructions. 5500 CAMPANILE DRIVE City or town, state or province, country, and ZIP or foreign postal code SAN DIEGO, CA 92182-1701	D Employer identification number (Employees' trust, see instructions.) 95-0516240 E Unrelated business activity codes (See instructions.) 451211
C Book value of all assets at end of year 99,915,811.		F Group exemption number (See instructions.) ▶		
G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust				

H Describe the organization's primary unrelated business activity. ▶ **SEE STATEMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsiary controlled group? ▶ Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ **LISA ALBERS, CONTROLLER** Telephone number ▶ **(619) 594-6954**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales <u>1,121,959.</u>			
b Less returns and allowances c Balance ▶	1c <u>1,121,959.</u>		
2 Cost of goods sold (Schedule A, line 7)	2 <u>262,863.</u>		
3 Gross profit. Subtract line 2 from line 1c	3 <u>859,096.</u>		<u>859,096.</u>
4 a Capital gain net income (attach Form 8949 and Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.) STATEMENT 2	12 <u>137,282.</u>		<u>137,282.</u>
13 Total. Combine lines 3 through 12	13 <u>996,378.</u>		<u>996,378.</u>

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)			
14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15	<u>217,059.</u>	
16 Repairs and maintenance	16	<u>14,591.</u>	
17 Bad debts	17	<u>911.</u>	
18 Interest (attach schedule)	18		
19 Taxes and licenses	19	<u>17,814.</u>	
20 Charitable contributions (See instructions for limitation rules.)	20		
21 Depreciation (attach Form 4562)	21	<u>11,044.</u>	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b <u>11,044.</u>
23 Depletion	23		
24 Contributions to deferred compensation plans	24	<u>5,125.</u>	
25 Employee benefit programs	25	<u>10,529.</u>	
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		
28 Other deductions (attach schedule)	28	SEE STATEMENT 3	<u>670,649.</u>
29 Total deductions. Add lines 14 through 28	29		<u>947,722.</u>
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		<u>48,656.</u>
31 Net operating loss deduction (limited to the amount on line 30)	31	SEE STATEMENT 4	<u>48,656.</u>
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		<u>0.</u>
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33		<u>1,000.</u>
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		<u>0.</u>

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c	0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax. See instructions	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39	0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42	
43 Total tax. Add lines 41 and 42	43	0.
44a Payments: A 2012 overpayment credited to 2013	44a	
b 2013 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44g	
45 Total payments. Add lines 44a through 44g	45	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	0.
49 Enter the amount of line 48 you want: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	49	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2013 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

Schedule A - Cost of Goods Sold. Enter method of inventory valuation LOWER OF COST OR MARKET

1 Inventory at beginning of year	1	121,290.	6 Inventory at end of year	6	172,680.
2 Purchases	2	314,253.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	262,863.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. schedule)	4a				X
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5	435,543.			

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date	CONTROLLER	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Print/Type preparer's name CHRISTOPHER M. PEKULA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00734965
Paid Preparer Use Only	Firm's name MCGLADREY LLP	Firm's EIN 42-0714325			
	Firm's address 515 S. FLOWER ST., 41ST FL. LOS ANGELES, CA 90071	Phone no. 213-330-4800			

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)			
(2)			
(3)			
(4)			
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)
		%	
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Totals		0.	0.
Total dividends-received deductions included in column 8		0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED STATEMENT 1
BUSINESS ACTIVITY

UNRELATED DINING SERVICE AND CONFERENCE SERVICE OPERATIONS

TO FORM 990-T, PAGE 1

FORM 990-T OTHER INCOME STATEMENT 2

DESCRIPTION	AMOUNT
RENTALS FROM OUTSIDE VENDORS	125,150.
MISCELLANEOUS INCOME	12,132.
TOTAL TO FORM 990-T, PAGE 1, LINE 12	137,282.

FORM 990-T OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	AMOUNT
OFFICE EXPENSES	40,855.
OCCUPANCY	336,106.
TEMPORARY LABOR	10,484.
EQUIPMENT RENTAL	3,049.
TRAVEL	66.
SALES DISCOUNTS	14,908.
INSURANCE	54.
G&A CORPORATE	137,651.
G&A DIVISIONAL	123,916.
ADVERTISING AND PROMOTION	3,464.
AMORTIZATION	96.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	670,649.

FORM 990-T NET OPERATING LOSS DEDUCTION STATEMENT 4

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
06/30/01	488,957.	0.	488,957.	488,957.
06/30/02	702,716.	0.	702,716.	702,716.
06/30/03	977,925.	0.	977,925.	977,925.
06/30/04	787,600.	0.	787,600.	787,600.
06/30/05	846,957.	0.	846,957.	846,957.

AZTEC SHOPS, LTD.

95-0516240

06/30/06	443,037.	0.	443,037.	443,037.
06/30/07	441,703.	0.	441,703.	441,703.
06/30/08	490,412.	0.	490,412.	490,412.
06/30/09	279,716.	0.	279,716.	279,716.
06/30/10	358,538.	0.	358,538.	358,538.
06/30/11	55,370.	0.	55,370.	55,370.
06/30/12	243,436.	0.	243,436.	243,436.
06/30/13	52,318.	0.	52,318.	52,318.
NOL CARRYOVER AVAILABLE THIS YEAR			6,168,685.	6,168,685.

California Exempt Organization
Annual Information Return

Calendar Year 2013 or fiscal year beginning (mm/dd/yyyy) 07/01/2013, and ending (mm/dd/yyyy) 06/30/2014

Corporation/Organization Name AZTEC SHOPS, LTD.			California corporation number 0145420
Address (suite, room, or PMB no.) 5500 CAMPANILE DRIVE			FEIN 95-0516240
City SAN DIEGO	State CA	ZIP Code 92182-1701	

A First Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," complete and attach form FTB 3509.
B Amended Information Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C IRC Section 4947(a)(1) trust <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
D Final Information Return? <input type="checkbox"/> Dissolved <input type="checkbox"/> Surrendered (Withdrawn) <input type="checkbox"/> Merged/Reorganized Enter date: (mm/dd/yyyy) _____	
E Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other	
F Federal return filed? (1) <input checked="" type="checkbox"/> 990T (2) <input type="checkbox"/> 990 PF (3) <input type="checkbox"/> Sch H (990)	
G Is this a group filing for the subordinates/affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach a roster. See instructions	
H Is this organization in a group exemption? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," what is the parent's name?	
I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," explain, and attach copies of revised documents.	
K Is the organization exempt under R&TC Section 23701g? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the gross receipts from nonmember sources \$ _____	
L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required. <input type="checkbox"/>	
M Is the organization a Limited Liability Company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
N Did the organization file Form 100 or Form 109 to report taxable income? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
O Is the organization under audit by the IRS or has the IRS audited in a prior year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	60,740,158.00
	2	Gross dues and assessments from members and affiliates	2	00
	3	Gross contributions, gifts, grants, and similar amounts received STMT 1	3	387,275.00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B	4	61,127,433.00
	5	Cost of goods sold STMT 3 STMT 2	5	20,910,453.00
	6	Cost or other basis, and sales expenses of assets sold	6	85,040.00
	7	Total costs. Add line 5 and line 6	7	20,995,493.00
	8	Total gross income. Subtract line 7 from line 4	8	40,131,940.00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	38,476,960.00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	1,654,980.00
Filing Fee	11	Filing fee \$10 or \$25. See General Instruction F	11	10.00
	12	Total payments	12	00
	13	Penalties and Interest. See General Instruction J	13	00
	14	Use tax. See General Instruction K	14	00
	15	Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result	15	10.00

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Title CONTROLLER	Date	Telephone 619-594-7590
	Preparer's signature			PTIN P00734965
Paid Preparer's Use Only	Firm's name (or yours, if self-employed) and address MCGLADREY LLP 515 S. FLOWER ST., 41ST FL. LOS ANGELES, CA 90071		Check if self-employed <input type="checkbox"/>	FEIN 42-0714325
	May the FTB discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			Telephone 213-330-4800

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1	44,700,985.00
	2	Interest	•	2	22,610.00
	3	Dividends	•	3	00
	4	Gross rents	•	4	463,942.00
	5	Gross royalties	•	5	00
	6	Gross amount received from sale of assets (See Instructions)	•	6	0.00
	7	Other income	•	7	15,552,621.00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	60,740,158.00
	9	Contributions, gifts, grants, and similar amounts paid	•	9	765,000.00
	10	Disbursements to or for members	•	10	00
	11	Compensation of officers, directors, and trustees	•	11	481,508.00
	12	Other salaries and wages	•	12	12,973,582.00
	13	Interest	•	13	2,780,004.00
	14	Taxes	•	14	1,141,190.00
	15	Rents	•	15	7,254,608.00
	16	Depreciation and depletion (See instructions)	•	16	3,267,068.00
	17	Other Expenses and Disbursements	•	17	9,814,000.00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	38,476,960.00

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		3,987,893.		• 6,182,296.
2	Net accounts receivable		748,690.		• 998,323.
3	Net notes receivable	STMT 9	5,513,077.		• 1,292,559.
4	Inventories		6,196,169.		• 4,539,052.
5	Federal and state government obligations				•
6	Investments in other bonds				•
7	Investments in stock				•
8	Mortgage loans				•
9	Other investments	STMT 10	547,000.		• 248,000.
10 a	Depreciable assets		78,898,484.	88,259,578.	
b	Less accumulated depreciation		(27,148,434.)	(28,624,935.)	59,634,643.
11	Land		23,251,200.		• 24,755,124.
12	Other assets	STMT 11	1,178,778.		• 2,265,814.
13	Total assets		93,172,857.		99,915,811.
Liabilities and net worth					
14	Accounts payable		4,784,361.		• 3,819,735.
15	Contributions, gifts, or grants payable				•
16	Bonds and notes payable				•
17	Mortgages payable		662,164.		• 565,725.
18	Other liabilities	STMT 12	86,565,882.		92,744,832.
19	Capital stock or principle fund				•
20	Paid-in or capital surplus. Attach reconciliation				•
21	Retained earnings or income fund		1,160,450.		• 2,785,519.
22	Total liabilities and net worth		93,172,857.		99,915,811.

Schedule M-1 Reconciliation of income per books with income per return					
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.					
1	Net income per books	• 1,654,980.	7	Income recorded on books this year not included in this return.	•
2	Federal income tax	•	8	Deductions in this return not charged against book income this year	•
3	Excess of capital losses over capital gains	•	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year	•	10	Net income per return.	
5	Expenses recorded on books this year not deducted in this return	•		Subtract line 9 from line 6	1,654,980.
6	Total. Add line 1 through line 5	1,654,980.			

FORM 199

COST OF GOODS SOLD
INCLUDED ON PART I, LINE 5

STATEMENT 2

COST OF GOODS SOLD

1.	INVENTORY AT BEGINNING OF YEAR		
2.	MERCHANDISE PURCHASED.		
3.	COST OF LABOR.		
4.	MATERIALS AND SUPPLIES		
5.	OTHER COSTS.	20,910,453	
6.	ADD LINES 1 THROUGH 5		20,910,453
7.	INVENTORY AT END OF YEAR		
8.	COST OF GOODS SOLD (LINE 6 LESS LINE 7) . .		20,910,453

FORM 199	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	3
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<u>DESCRIPTION</u>	<u>AMOUNT</u>
COST OF GOODS SOLD	<u>20,910,453.</u>
TOTAL INCLUDED ON FORM 199, PART I, LINE 5	<u><u>20,910,453.</u></u>

FORM 199 GROSS AMOUNT FROM SALE OF ASSETS STATEMENT 4

DESCRIPTION	DATE	DATE	METHOD	
	ACQUIRED	SOLD	ACQUIRED	
FIXED ASSETS			PURCHASED	
	COST OR		EXPENSE	GROSS
	OTHER BASIS	DEPREC.	OF SALE	SALES PRICE
	85,040.	0.	0.	0.
TOTAL TO FORM 199, PAGE 2, LN 6	85,040.	0.	0.	0.

FORM 199 OTHER INCOME STATEMENT 5

DESCRIPTION	AMOUNT
CUSTOMIZED PRODUCTION REVENUE	213,462.
UNIVERSITY TOWERS RESIDENCE HALL	3,579,408.
SPACE RENTALS AND BRAWLEY CLASSROOM FACILITY RENTAL	1,610,877.
CAMPUS STORE COMMISSIONS AND TEXTBOOK RENTALS	346,761.
RENTALS FROM OUTSIDE VENDORS	391,746.
ROAD SCHOLAR	467,801.
CONTRIBUTION REVENUE	445,000.
FOOD SERVICE CONTRACTORS	44,805.
OTHER BUSINESS SUPPORT SERVICES	27,523.
STUDENT APARTMENTS	7,185,703.
CONFERENCE SERVICES	1,239,535.
TOTAL TO FORM 199, PART II, LINE 7	15,552,621.

FORM 199

NONCASH CONTRIBUTIONS, GIFTS, GRANTS
AND SIMILAR AMOUNTS PAID

STATEMENT 6

ACTIVITY CLASSIFICATION: TO PROVIDE GENERAL SUPPORT

NAME OF DONEE		ADDRESS OF DONEE	RELATIONSHIP	AMOUNT
SAN DIEGO STATE UNIVERSITY		5500 CAMPANILE DRIVE - SAN DIEGO, CA 92182	RELATED ORGANIZATION	710,000.

DATE OF GIFT	BOOK VALUE OF GIFT	PROPERTY DESCRIPTION	METHOD USED TO DETERMINE BOOK VALUE
06/30/14	0.	CASH	FMV

NAME OF DONEE		ADDRESS OF DONEE	RELATIONSHIP	AMOUNT
ASSOCIATED STUDENTS OF SAN DIEGO STATE U		5500 CAMPANILE DRIVE - SAN DIEGO, CA 92182	RELATED ORGANIZATION	55,000.

DATE OF GIFT	BOOK VALUE OF GIFT	PROPERTY DESCRIPTION	METHOD USED TO DETERMINE BOOK VALUE
06/30/14	0.	CASH	FMV

TOTAL FOR THIS ACTIVITY 765,000.

TOTAL INCLUDED ON FORM 199, PART II, LINE 9 765,000.

FORM 199 COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES STATEMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
JONATHAN COLE 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	STUDENT BOARD MEMBER 2.00	0.
DR. ANDREA ROLLINS 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	UNIVERISTY BOARD MEMBER 2.00	0.
WILLIAM EARLEY 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	COMMUNITY BOARD MEMBER 2.00	0.
JORDAN HARRISON 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	STUDENT BOARD MEMBER 2.00	0.
MATT KEIPPER 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	COMMUNITY BOARD MEMBER 2.00	0.
MARIAH KELLY 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	STUDENT BOARD MEMBER 2.00	0.
DR. SETH MALLIOS 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	UNIVERSITY BOARD MEMBER 2.00	0.
TOM MCCARRON 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	UNIVERSITY BOARD MEMBER 2.00	0.
JOSH MORSE 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	STUDENT BOARD MEMBER 2.00	0.
KYLE MURPHY 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	STUDENT BOARD MEMBER 2.00	0.
ERIC RIVERA 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	UNIVERSITY BOARD MEMBER 2.00	0.

ERIKA TISCHOFER 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	STUDENT BOARD MEMBER 2.00	0.
CARL WINSTON 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	UNIVERSITY BOARD MEMBER 2.00	0.
DONNA TUSACK 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	CHIEF EXECUTIVE OFFICER 40.00	303,570.
LISA ALBERS 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1701	CONTROLLER 40.00	177,938.
TOTAL TO FORM 199, PART II, LINE 11		<u>481,508.</u>

FORM 199	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	AMOUNT
CONTRIBUTION EXPENSE	445,000.
MEMBERSHIP DUES	161,955.
EQUIPMENT, RENTAL, & MA	123,241.
TEMPORARY LABOR	82,766.
GENERAL & ADMINISTRATIVE EXPENSES	0.
RENTAL EXPENSES	181,221.
PENSION PLAN CONTRIBUTIONS	1,140,724.
OTHER EMPLOYEE BENEFITS	873,102.
MANAGEMENT FEES	297,856.
LEGAL FEES	72,217.
ACCOUNTING FEES	162,259.
OTHER PROFESSIONAL FEES	1,651,470.
ADVERTISING AND PROMOTION	593,387.
OFFICE EXPENSES	2,256,209.
INFORMATION TECHNOLOGY	418,128.
ROYALTIES	830,888.
TRAVEL	190,076.
CONFERENCES AND CONVENTIONS	35,487.
INSURANCE	234,238.
ALL OTHER EXPENSES	63,776.
TOTAL TO FORM 199, PART II, LINE 17	<u>9,814,000.</u>

FORM 199	NET NOTES RECEIVABLE	STATEMENT	9
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
NOTES AND LOANS RECEIVABLE, NET	5,513,077.	1,292,559.
TOTAL TO FORM 199, SCHEDULE L, LINE 3	5,513,077.	1,292,559.

FORM 199	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
OTHER SECURITIES	547,000.	248,000.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	547,000.	248,000.

FORM 199	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES AND DEFERRED CHARGES	342,653.	504,623.
INTANGIBLE ASSETS - NET	50,515.	40,572.
UNIVERSITY TOWERS BOND ACQUISITION COSTS, NET	117,020.	107,982.
BRAWLEY LOAN FEES	15,569.	13,266.
NASATIR PROJECT DEPOSIT	475,000.	475,000.
55TH ST APT LOAN	177,521.	164,673.
DEPOSITS	500.	624,222.
UT RENOVATION ACQUISITION COSTS	0.	304,150.
COLL WEST ACQUISITION COSTS	0.	31,326.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	1,178,778.	2,265,814.

FORM 199	OTHER LIABILITIES	STATEMENT	12
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
ACCRUED BENEFIT COSTS	15,474,151.	14,656,408.
INTEREST PAYABLE	0.	753.
DEFERRED RENT PAYABLE TO ASSOCIATED STUDENTS	0.	243,750.
PAYABLE UNIVERSITY TOWERS LOAN	18,689,883.	18,023,570.
PAYABLE 55TH STREET APARTMENTS LOAN	24,429,168.	23,916,059.
NOTE PAYABLE TO SAN DIEGO STATE UNIV	94,280.	94,280.
HARDY AVE APTS NOTE	2,184,000.	6,901,990.

AZTEC SHOPS, LTD.

95-0516240

PIEDRA DEL SOL APTS LOAN	5,548,099.	5,306,372.
UNIVERSITY TOWERS RENOVATION COMMERCIAL PAPER NOTES	10,316,000.	10,449,000.
COLLEGE WEST APARTMENTS COMMERCIAL PAPER NOTES	0.	3,574,000.
FRATERNITY ROW APTS LOAN	8,419,681.	8,028,530.
UNIVERSITY LOGO COMMISSIONS	429,148.	493,617.
DEFERRED REVENUE	981,472.	1,056,503.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	<u>86,565,882.</u>	<u>92,744,832.</u>

<u>FORM 199</u>	<u>FUND BALANCES</u>	<u>STATEMENT 13</u>
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<u>DESCRIPTION</u>	<u>BEG. OF YEAR</u>	<u>END OF YEAR</u>
UNRESTRICTED ASSETS	1,160,450.	2,785,519.
TOTAL TO FORM 199, SCHEDULE L, LINE 21	<u>1,160,450.</u>	<u>2,785,519.</u>

California Exempt Organization Business Income Tax Return

Calendar Year 2013 or fiscal year beginning (mm/dd/yyyy) 07/01/2013, and ending (mm/dd/yyyy) 06/30/2014

Corporation/Organization Name AZTEC SHOPS, LTD. California corporation number 0145420

Address (suite, room, or PMB no.) 5500 CAMPANILE DRIVE FEIN 95-0516240

City SAN DIEGO State CA ZIP Code 92182-1701

- A First Return Filed? No
B Is this an education IRA within the meaning of R&TC Section 23712? No
C Is the organization under audit by the IRS or has the IRS audited in a prior year? No
D Final Return? Dissolved Surrendered (Withdrawn) Merged/Reorganized (attach explanation)
E Amended Return No
F Accounting Method Used: (1) Cash (2) Accrual (3) Other
G Nature of trade or business BOOKSTORE

- H Is the organization a non-exempt charitable trust as described in IRC Section 4947(a)(1)? No
I Is this organization claiming any Enterprise Zone (EZ), Los Angeles Revitalization Zone (LARZ), Local Agency Military Base Recovery Area (LAMBRA), Targeted Tax Area (TTA), or Manufacturing Enhancement Area (MEA) tax benefits? No
J Is this organization a qualified pension, profit-sharing, or stock bonus plan as described in IRC Section 401(a)? No
K Unrelated Business Activity (UBA) Code 451211
L Is this a Hospital? No

Table with 15 columns: Description, Line Number, Amount. Rows include Taxable Corporation (lines 1-3), Taxable Trust (lines 4-11), Total Tax (lines 12-14), Payments (lines 15-19), Refund (Direct Deposit of Refund) or Amount Due (lines 20-27).

Unrelated Business Taxable Income

Part I Unrelated Trade or Business Income

1	a	Gross receipts or gross sales	1,121,959.	b	Less returns and allowances		c	Balance	1c	1,121,959.00
2		Cost of goods sold and/or operations (Schedule A, line 7)							2	262,863.00
3		Gross profit. Subtract line 2 from line 1c							3	859,096.00
4	a	Capital gain net income. See Specific Line Instructions - Trusts attach Schedule D (541)							4a	00
	b	Net gain (loss) from Part II, Schedule D-1							4b	00
	c	Capital loss deduction for trusts							4c	00
5		Income (or loss) from partnerships, limited liability companies, or S corporations. See specific line instructions. Attach Schedule K-1 (565, 568, or 100S) or similar schedule							5	00
6		Rental income (Schedule C)							6	00
7		Unrelated debt-financed income (Schedule D)							7	00
8		Investment income of an R&TC Section 23701g, 23701i, or 23701n organization (Schedule E)							8	00
9		Interest, Annuities, Royalties and Rents from controlled organizations (Schedule F)							9	00
10		Exploited exempt activity income (Schedule G)							10	00
11		Advertising income (Schedule H, Part III, Column A)							11	00
12		Other income. Attach schedule	SEE STATEMENT 14						12	137,282.00
13		Total unrelated trade or business income. Add line 3 through line 12							13	996,378.00

Part II Deductions Not Taken Elsewhere (Except for contributions, deductions must be directly connected with the unrelated business income.)

14		Compensation of officers, directors, and trustees from Schedule I							14	00
15		Salaries and wages							15	217,059.00
16		Repairs							16	14,591.00
17		Bad debts							17	911.00
18		Interest							18	00
19		Taxes	SEE STATEMENT 15						19	17,814.00
20		Contributions							20	00
21	a	Depreciation (Corporations and Associations - Schedule J) (Trusts - form FTB 3885F)	21a	11,044.00						
	b	Less: depreciation claimed on Schedule A	21b	00					21	11,044.00
22		Depletion							22	00
23	a	Contributions to deferred compensation plans							23a	5,125.00
	b	Employee benefit programs							23b	10,529.00
24		Other deductions	SEE STATEMENT 16						24	670,649.00
25		Total deductions. Add line 14 through line 24							25	947,722.00
26		Unrelated business taxable income before allowable excess advertising costs. Subtract line 25 from line 13							26	48,656.00
27		Excess advertising costs (Schedule H, Part III, Column B)							27	00
28		Unrelated business taxable income before specific deduction. Subtract line 27 from line 26							28	48,656.00
29		Specific deduction							29	1,000.00
30		Unrelated business taxable income. Subtract line 29 from line 28. If line 28 is a loss, enter line 28							30	47,656.00

Sign Here	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 taxpayer) is based on all information of which preparer has any knowledge.			
	Signature of officer	Title CONTROLLER	Date	Telephone 619-594-7590
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00734965
	Firm's name (or yours, if self-employed) and address			FEIN 42-0714325 Telephone 213-330-4800
May the FTB discuss this return with the preparer shown above? See instructions				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Schedule A Cost of Goods Sold and/or Operations.

Method of inventory valuation (specify)

LOWER OF COST OR MARKET

1	Inventory at beginning of year	1	121,290.00
2	Purchases	2	314,253.00
3	Cost of labor	3	00
4	a Additional IRC Section 263A costs. Attach schedule	4a	00
	b Other costs. Attach schedule	4b	00
5	Total. Add line 1 through line 4b	5	435,543.00
6	Inventory at end of year	6	172,680.00
7	Cost of goods sold and/or operations. Subtract line 6 from line 5. Enter here and on Side 2, Part I, line 2	7	262,863.00

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to this organization? Yes No

Schedule B Tax Credits. Do not claim the New Jobs Credit on Schedule B.

1	Enter credit name	code	1	00
2	Enter credit name	code	2	00
3	Enter credit name	code	3	00
4	Total. Add line 1 through line 3. If claiming more than 3 credits, enter the total of all claimed credits, except New Jobs Credit, on line 4. Enter here and on Side 1, line 11c		4	00

Schedule K Add-On Taxes or Recapture of Tax.

1	Interest computation under the look-back method for completed long-term contracts. Attach form FTB 3834	1	00
2	Interest on tax attributable to installment: a Sales of certain timeshares or residential lots	2a	00
	b Method for non-dealer installment obligations	2b	00
3	IRC Section 197(f)(9)(B)(ii) election to recognize gain on the disposition of intangibles	3	00
4	Credit recapture. Credit name	4	00
5	Total. Combine the amounts on line 1 through line 4	5	00

Schedule R Apportionment Formula Worksheet. Use only for unrelated trade or business amounts.

Part A. Standard Method - Single-Sales Factor Formula. Complete this part only if the corporation uses the single-sales factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California [(b) ÷ (a)] x 100
1 Total Sales			
2 Apportionment percentage. Divide total sales column (b) by total sales column (a) and multiply the result by 100. Enter the result here and on Form 109, Side 1, line 2.			

Part B. Three Factor Formula. Complete this part only if the corporation uses the three-factor formula.

	(a) Total within and outside California	(b) Total within California	(c) Percent within California [(b) ÷ (a)] x 100
1 Property factor:			
2 Payroll factor: Wages and other compensation of employees			
3 Sales factor: Gross sales and/or receipts less returns and allowances			
4 Total percentage: Add the percentages in column (c)			
5 Average apportionment percentage: Divide the factor on line 4 by 3 and enter the result here and on Form 109, Side 1, line 2. See instructions for exceptions			

Schedule C Rental Income from Real Property and Personal Property Leased with Real Property

For rental income from debt-financed property, use Schedule D, R&TC Section 23701g, Section 23701i, and Section 23701n organizations. See instructions for exceptions.

1 Description of property	2 Rent received or accrued	3 Percentage of rent attributable to personal property		
		%		
		%		
		%		
4 Complete if any item in column 3 is more than 50%, or for any item if the rent is determined on the basis of profit or income	5 Complete if any item in column 3 is more than 10%, but not more than 50%			
(a) Deductions directly connected	(b) Income includible, column 2 less column 4(a)	(a) Gross income reportable, column 2 x column 3	(b) Deductions directly connected with personal property	(c) Net income includible, column 5(a) less column 5(b)
Add columns 4(b) and column 5(c). Enter here and on Side 2, Part I, line 6				

Schedule D Unrelated Debt-Financed Income

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property		3 Deductions directly connected with or allocable to debt-financed property	
				(a) Straight-line depreciation	(b) Other deductions
4 Amount of average acquisition indebtedness on or allocable to debt-financed property	5 Average adjusted basis of or allocable to debt-financed property	6 Debt basis percentage, column 4 ÷ column 5	7 Gross income reportable, column 2 x column 6	8 Allocable deductions, total of columns 3(a) and 3(b) x column 6	9 Net income (or loss) includible, column 7 less column 8
		%			
		%			
		%			
Total. Enter here and on Side 2, Part I, line 7					

Schedule E Investment Income of an R&TC Section 23701g, Section 23701i, or Section 23701n Organization

1 Description	2 Amount	3 Deductions directly connected	4 Net investment income, column 2 less column 3	5 Set-asides	6 Balance of investment income, column 4 less column 5
Total. Enter here and on Side 2, Part I, line 8					
Enter gross income from members (dues, fees, charges, or similar amounts)					

Schedule F Interest, Annuities, Royalties and Rents from Controlled Organizations

Exempt Controlled Organizations					
1 Name of controlled organizations	2 Employer Identification Number	3 Net unrelated income (loss)	4 Total of specified payments made	5 Part of column (4) that is included in the controlling organization's gross income	6 Deductions directly connected with income in column (5)
1					
2					
3					
Nonexempt Controlled Organizations					
7 Taxable Income	8 Net unrelated income (loss)	9 Total of specified payments made	10 Part of column (9) that is included in the controlling organization's gross income	11 Deductions directly connected with income in column (10)	
1					
2					
3					
4 Add columns 5 and 10					
5 Add columns 6 and 11					
6 Subtract line 5 from line 4. Enter here and on Side 2, Part 1, line 9					

Schedule G Exploited Exempt Activity Income, other than Advertising Income

1 Description of exploited activity (attach schedule if more than one unrelated activity is exploiting the same exempt activity)	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income from unrelated trade or business, column 2 less column 3	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expense, column 6 less column 5 but not more than column 4	8 Net income includible, column 4 less column 7 but not less than zero
Total. Enter here and on Side 2, Part I, line 10							

Part I Income from Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising income or excess advertising costs. If column 2 is greater than column 3, complete columns 5, 6, and 7. If column 3 is greater than column 2, enter the excess in Part III, column B(b). Do not complete columns 5, 6, and 7.	5 Circulation income	6 Readership costs	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0-
Totals						

Part II Income from Periodicals Reported on a Separate Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising income or excess advertising costs	5 Circulation income	6 Readership costs	7 If column 5 is greater than column 6, enter the income shown in column 4, in Part III, column A(b). If column 6 is greater than column 5, subtract the sum of column 6 and column 3 from the sum of column 5 and column 2. Enter amount in Part III, column A(b). If the amount is less than zero, enter -0-

Part III Column A - Net Advertising Income

Part III Column B - Excess Advertising Costs

(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals	(b) Enter total amount from Part I, column 4 or 7, and amounts listed in Part II, cols. 4 and 7	(a) Enter "consolidated periodical" and/or names of non-consolidated periodicals	(b) Enter total amount from Part I, column 4, and amounts listed in Part II, column 4
Enter total here and on Side 2, Part I, line 11		Enter total here and on Side 2, Part II, line 27	

Schedule I Compensation of Officers, Directors, and Trustees

1 Name of Officer	2 SSN or ITIN	3 Title	4 Percent of time devoted to business	5 Compensation attributable to unrelated business	6 Expense account allowances
			%		
			%		
			%		
			%		
			%		
Total. Enter here and on Side 2, Part II, line 14					

Schedule J Depreciation (Corporations and Associations only. Trusts use form FTB 3885F.)

1 Group and guideline class or description of property	2 Date acquired (MM/DD/YYYY)	3 Cost or other basis	4 Depreciation allowed or allowable in prior years	5 Method of computing depreciation	6 Life or rate	7 Depreciation for this year
1 Total additional first-year depreciation (do not include in items below)						
2 Other depreciation:						
Buildings						
Furniture and fixtures						
Transportation equipment						
Machinery and other equipment						
Other (specify)						
3 Other depreciation						
4 Total						
5 Amount of depreciation claimed elsewhere on return						
6 Balance. Subtract line 5 from line 4. Enter here and on Side 2, Part II, line 21a						

FORM 109	OTHER INCOME	STATEMENT 14
DESCRIPTION		AMOUNT
RENTALS FROM OUTSIDE VENDORS		125,150.
MISCELLANEOUS INCOME		12,132.
TOTAL TO FORM 109, PAGE 2, LINE 12		137,282.

FORM 109	TAXES PAID	STATEMENT 15
DESCRIPTION		AMOUNT
TAXES & LICENSES		17,814.
TOTAL TO FORM 109, PAGE 2, LINE 19		17,814.

FORM 109	OTHER DEDUCTIONS	STATEMENT 16
DESCRIPTION		AMOUNT
OFFICE EXPENSES		40,855.
OCCUPANCY		336,106.
TEMPORARY LABOR		10,484.
EQUIPMENT RENTAL		3,049.
TRAVEL		66.
SALES DISCOUNTS		14,908.
INSURANCE		54.
G&A CORPORATE		137,651.
G&A DIVISIONAL		123,916.
ADVERTISING AND PROMOTION		3,464.
AMORTIZATION		96.
TOTAL TO FORM 109, PAGE 2, LINE 24		670,649.

2013

Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations - Corporations

3805Q

Attach to Form 100, Form 100W, Form 100S, or Form 109.

Corporation name AZTEC SHOPS, LTD.	California corporation number 0145420
During the taxable year the corporation incurred the NOL, the corporation was a(n): <input checked="" type="radio"/> Exempt Organization <input type="radio"/> Limited Liability Company (electing to be taxed as a corporation) <input type="radio"/> C Corporation <input checked="" type="radio"/> S Corporation	FEIN 95-0516240

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

1 Net loss from Form 100, line 19; Form 100W, line 19; Form 100S, line 16; or Form 109, line 2. Enter as a positive number	1	0.00
2 2013 disaster loss included in line 1. Enter as a positive number	2	00
3 Subtract line 2 from line 1. If zero or less, enter -0- and see instructions	3	00
4 a Enter the amount of the loss incurred by a new business included in line 3	4a	00
b Enter the amount of the loss incurred by an eligible small business included in line 3	4b	00
c Add line 4a and line 4b	4c	00
5 General NOL. Subtract line 4c from line 3	5	00
6 Current Year NOL. Add line 2, line 4c, and line 5. See instructions	6	00

If the corporation is using the current year NOL to carryback to offset net income for taxable years 2011 and/or 2012, complete

Part III, NOL carryback, on Side 2 before completing Part I, lines 7-9 below.

7 2013 NOL carryback used to offset 2011 net income. Enter the amount from Part III, line 3, column (f)	7	00
8 2013 NOL carryback used to offset 2012 net income. Enter the amount from Part III, line 3, column (h)	8	00
9 2013 NOL carryover to 2014. Add line 7 and line 8, then subtract the result from line 6. See instructions.	9	00

Election to waive carryback

Check the box if the corporation elects to relinquish the entire carryback period with respect to 2013 NOL under IRC Section 172(b)(3). By making the election, the corporation is electing to carry an NOL forward instead of carrying it back in the previous two years. Once the election is made, it's **irrevocable**. See instructions. Continue with Part II, NOL carryover and disaster loss carryover limitations. **Do not** complete Part III, NOL carryback.

Part II NOL carryover and disaster loss carryover limitations. See instructions.

1 Net income (loss) - Enter the amount from Form 100, line 19; Form 100W, line 19; Form 100S, line 16 less line 17 (but not less than -0-); or Form 109, line 2.	(g) Available balance	47,656.
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Prior Year NOLs

(a) Year of loss	(b) Code - See instructions	(c) Type of NOL - See below *	(d) Initial loss	(e) Carryover from 2012	(f) Amount used in 2013	(g) Available balance	(h) Carryover to 2014 col. (e) - col. (f)
2				●			●
			SEE STATEMENT 17	●			●
				●			●
				●			●

Current Year NOLs

(a) Year of loss	(b) Code - See instructions	(c) Type of NOL - See below *	(d) Initial loss	(e) Carryover from 2012	(f) Amount used in 2013	(g) Available balance	(h) Carryover to 2014 col. (e) - col. (f)
3 2013		DIS					col. (d) - col. (f)
4 2013							
2013							
2013							
2013							

Type of NOL: General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

Part III NOL carryback

1 2011 Net income - Enter the amount from 2011 Form 100, line 23; Form 100W, line 23; Form 100S line 21 (but not less than -0-); or taxable income from Form 109, line 9

2 2012 Net income - Enter the amount from 2012 Form 100, line 23; Form 100W, line 23; Form 100S, line 21 (but not less than -0-); or taxable income from Form 109, line 9

(a) Year of Loss	(b) Code - See Instructions	(c) Type of NOL - See below*	(d) Initial loss	(e) Carryback limitations 50% of col. (d)	2011		2012		(j) Carryover to 2014 col. (d) - (col. (f) + col. (h))
					(f) Carryback used - See instructions	(g) After carryback col. (e) minus col. (f)	(h) Carryback used - See instructions	(i) After carryback col. (g) minus col. (h)	
3 2013									
2013									
2013									
2013									
2013									

* Type of NOL: General (GEN), New Business (NB), or Eligible Small Business (ESB), or NOL attributable to a qualified disaster loss (DIS).

Part IV 2013 NOL deduction

1 Total the amounts in Part II, line 2, column (f) 1 47,656.00

2 Enter the total amount from line 1 that represents disaster loss carryover deduction here and on Form 100, line 22; Form 100W, line 22; or Form 100S, line 20. Form 109 filers enter -0- 2 0.00

3 Subtract line 2 from line 1. Enter the result here and on Form 100, line 20; Form 100W, line 20; Form 100S, line 18; or Form 109, line 7 3 47,656.00

FORM 3805Q		PRIOR YEAR NOLS		STATEMENT 17	
(A) YEAR	(B) CODE (D) LOSS	(C) TYPE OF NOL (E) C/O AMOUNT	(F) AMOUNT USED IN CURRENT YEAR	(G) AVAILABLE BALANCE	(H) CARRYOVER TO NEXT YEAR
2003		GEN			
	787,600.	787,600.	47,656.	0.	0.
2004		GEN			
	846,957.	846,957.	0.	0.	846,957.
2005		GEN			
	443,037.	443,037.	0.	0.	443,037.
2006		GEN			
	441,703.	441,703.	0.	0.	441,703.
2007		GEN			
	490,412.	490,412.	0.	0.	490,412.
2008		GEN			
	279,716.	279,716.	0.	0.	279,716.
2009		GEN			
	358,538.	358,538.	0.	0.	358,538.
2010		GEN			
	55,370.	55,370.	0.	0.	55,370.
2011		GEN			
	243,436.	243,436.	0.	0.	243,436.
2012		GEN			
	52,319.	52,319.	0.	0.	52,319.
TOTALS		3,999,088.	47,656.		3,211,488.

MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

**ANNUAL
 REGISTRATION RENEWAL FEE REPORT
 TO ATTORNEY GENERAL OF CALIFORNIA**

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: CT <u>10931</u> AZTEC SHOPS, LTD. <small>Name of Organization</small> <u>5500 CAMPANILE DRIVE</u> <small>Address (Number and Street)</small> <u>SAN DIEGO, CA 92182-1701</u> <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>0145420</u> Federal Employer I.D. No. <u>95-0516240</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 07/01/2013 ending 06/30/2014) list:
 Gross annual revenue \$ 39,950,719. Total assets \$ 99,915,811.

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number. SEE STATEMENT 18	X	
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?	X	

Organization's area code and telephone number (619) 594-6954

Organization's e-mail address _____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

LISA ALBERS	CONTROLLER
<small>Signature of authorized officer</small>	<small>Printed Name</small>
	<small>Title</small>
	<small>Date</small>

U.S. DEPARTMENT OF TREASURY - BUILD AMERICA BONDS REBATE
1500 PENNSYLVANIA AVE. NW
WASHINGTON, DC 20220
(202) 622-2000