

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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) LAWRENCE SCOTT COMMISSIONER	(i) 3,000,050.	875,000.	403,198.	290,228.	52,520.	4,620,996.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(2) MARC TESSIER-LAVIGNE DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 1,238,813.	8,254.	0.	279,108.	186,658.	1,712,833.	0.
(3) MICHAEL CROW DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 696,966.	0.	448,163.	108,000.	5,232.	1,258,361.	0.
(4) MARK SHUKEN PRESIDENT	(i) 721,224.	322,875.	176,457.	11,200.	20,981.	1,252,737.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(5) ROBERT ROBBINS DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 877,840.	60,000.	10,000.	142,327.	17,466.	1,107,633.	0.
(6) RUTH V. WATKINS DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 682,729.	0.	45,881.	295,760.	14,503.	1,038,873.	0.
(7) ANA MARI CAUCE DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 750,702.	0.	35,480.	54,078.	93,176.	933,436.	0.
(8) MICHAEL H SCHILL DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 720,000.	76,000.	14,535.	33,600.	10,294.	854,429.	0.
(9) KIRK SCHULZ DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 697,353.	77,273.	0.	29,000.	11,130.	814,756.	0.
(10) ED RAY DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 648,648.	0.	44,428.	66,752.	10,283.	770,111.	0.
(11) JAMIE ZANINOVICH COO	(i) 495,716.	73,439.	-522.	58,448.	37,112.	664,193.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(12) BRENT WILLMAN CFO/TREASURER	(i) 418,892.	124,116.	3,274.	58,069.	44,139.	648,490.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(13) WOODIE DIXON GEN. COUNSEL/VP BUS AFF; SECRETARY	(i) 470,214.	58,051.	10,305.	58,322.	35,873.	632,765.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(14) CAROL T. CHRIST DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 554,747.	0.	21,424.	43,906.	9,693.	629,770.	0.
(15) GENE BLOCK DIRECTOR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 477,285.	0.	27,949.	45,594.	19,472.	570,300.	0.
(16) PHILIP DISTEFANO CHAIR	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 497,226.	0.	12,572.	37,333.	13,148.	560,279.	0.

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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.

Part III Supplemental Information

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

PART I, LINE 1A:

FIRST CLASS TRAVEL OR CHARTER TRAVEL-

THE COMMISSIONER MAY TRAVEL FIRST CLASS WHEN WARRANTED, AT HIS DISCRETION.

HE MAY ALSO CHARTER AIRCRAFT WITH A PREDETERMINED ANNUAL BUDGET TOTAL. PER

THE CONFERENCE TRAVEL POLICY, ON RARE OCCASIONS, THE COMMISSIONER MAY

APPROVE BUSINESS OR FIRST CLASS TRAVEL FOR SENIOR MANAGEMENT WHEN FLIGHTS

ARE LENGTHY, THE HIGHER COST IS REASONABLE, AND WORK DUTIES ARE EXPECTED TO

BE PERFORMED DURING THE FLIGHT.

TRAVEL FOR COMPANIONS-

THE COMMISSIONER MAY ATTEND EVENTS WHERE IT IS BENEFICIAL FOR HIS SPOUSE TO

ATTEND. IN THESE INSTANCES, THE CONFERENCE WILL PAY FOR THE COST OF

SPOUSAL TRAVEL. HOWEVER, IF THERE IS NO BUSINESS PURPOSE FOR HIS SPOUSE TO

TRAVEL, AS DEFINED BY THE IRS, THE VALUE OF THE TRAVEL IS TREATED AS

COMPENSATION TO THE COMMISSIONER FOR TAX PURPOSES.

TAX INDEMNIFICATION AND GROSS-UP PAYMENTS-

THE COMMISSIONER MAY RECEIVE CERTAIN TAXABLE BENEFITS THAT INCLUDE A GROSS

UP TO COVER THE TAX. BOTH THE BENEFIT VALUE AND THE TAX GROSS UP ARE

Part III Supplemental Information

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

INCLUDED AS COMPENSATION TO THE COMMISSIONER FOR TAX PURPOSES.

HOUSING ALLOWANCE-

THE PRESIDENT OF PAC-12 ENTERPRISES RECEIVES AN ALLOWANCE INTENDED FOR

HOUSING AS PART OF HIS OVERALL COMPENSATION PACKAGE. ADDITIONALLY, WHEN

NEW EMPLOYEES RELOCATE TO THE SAN FRANCISCO AREA, A SHORT TERM, TEMPORARY

HOUSING ALLOWANCE MAY BE PROVIDED. ALL HOUSING ALLOWANCES ARE CONSIDERED

COMPENSATION FOR TAX PURPOSES.

PART I, LINE 6:

SALES MANAGEMENT RECEIVE BONUSES BASED ON ADVERTISING AND SPONSORSHIP

REVENUE GENERATED.