



COPY

STATE OF ARIZONA CORPORATION COMMISSION CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE

Arizona Corporation Commission



00003339

DUE ON OR BEFORE 04/25/1998 1999

FILING FEE \$10.00

The following information is required by A.R.S. §10-1622 & §10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §10-121.A. & §10-3121.A. YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. REFER TO THE INSTRUCTIONS ON PAGE 4.

RECEIVED

1. THE PINNACLE ASSOCIATION % HOOD ASSOCIATION GROUP INC ROSSMAR MANAGEMENT COMPANY 9390 N 95TH ST STE B PO BOX 11289 SCOTTSDALE, AZ 85258 PHOENIX 85061-1289

MAR 23 1999

ARIZONA CORR COMMISSION CORPORATIONS DIVISION

-0173923-0

Business Phone: State of Domicile: ARIZONA Corporation File Number: (Business phone is optional) Type of Corporation: NON-PROFIT

2. Arizona Statutory Agent: PATRICIA HOOD ROSSMAR MANAGEMENT COMPANY Street Address: % HOOD ASSOCIATION GROUP INC 5050 N 8TH PL #6 (NOT P.O. BOX) 9390 N 95TH ST STE B City, State, Zip: SCOTTSDALE AZ 85258 PHOENIX 85014

Use this box only if appointing a new Statutory Agent

ACC USE ONLY Fee \$10 Penalty \$18 Reinstatement \$ Expedite \$ Total \$ FY97-98 PAID

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law. Signature of new Statutory Agent

3. Secondary Address: (Foreign Corporations are REQUIRED to complete this section)

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

- BUSINESS CORPORATIONS: 1. Accounting, 2. Advertising, 3. Aerospace, 4. Agriculture, 5. Architecture, 6. Banking/Finance, 7. Barbers/Cosmetology, 8. Construction, 9. Contractor, 10. Credit/Collection, 11. Education, 12. Engineering, 13. Entertainment, 14. General Consulting, 15. Health Care, 16. Hotel/Motel, 17. Import/Export, 18. Insurance, 19. Legal Services, 20. Manufacturing, 21. Mining, 22. News Media, 23. Pharmaceutical, 24. Publishing/Printing, 25. Ranching/Livestock, 26. Real Estate, 27. Restaurant/Bar, 28. Retail Sales, 29. Science/Research, 30. Sports/Sporting Events, 31. Technology(Computers), 32. Technology(General), 33. Television/Radio, 34. Tourism/Convention Services, 35. Transportation, 36. Utilities, 37. Veterinary Medicine/Animal Care, 38. Other. NON-PROFIT CORPORATIONS: 1. Charitable, 2. Benevolent, 3. Educational, 4. Civic, 5. Political, 6. Religious, 7. Social, 8. Literary, 9. Cultural, 10. Athletic, 11. Science/Research, 12. Hospital/Health Care, 13. Agricultural, 14. Animal Husbandry, 15. Homeowner's Association, 16. Professional, commercial industrial or trade association, 17. Other.

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
N/A		

Number of Shares/Certificates Issued	Class	Series Within Class (if any)
N/A		

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

Name: _____ Name: _____

NONE Name: _____ Name: _____

7. OFFICERS (If no changes since last report, check here ___ and go on to Section 8.)

Name: JAMES DELBROOK	Name: GARY BLUEM
Title: PRESIDENT/CEO	Title: VICE-PRESIDENT
Address: 8533 E VISTA DEL LAGO	Address: 8509 E VISTA DEL LAGO
SCOTTSDALE, AZ 85255-	SCOTTSDALE, AZ 85255-

Date taking office: 03-03-97	Date taking office: 03-03-97
Name: PAUL WEST	Name: WARREN CONNELL
Title: SECRETARY	Title: TREASURER
Address: 8518 E VISTA BONITA	Address: 23256 N 85TH ST
SCOTTSDALE, AZ 85255-	SCOTTSDALE, AZ 85255-
Date taking office: 03-03-97	Date taking office: 04-24-94

8. DIRECTORS (If no changes since last report, check here ___ and go on to Section 9.)

Name: WARREN CONNELL	Name: PAUL WEST
Address: 23256 N 85TH ST	Address: 8518 E VISTA BONITA
SCOTTSDALE, AZ 85255-	SCOTTSDALE, AZ 85255-

Date taking office: 4-24-94	Date taking office: 3-3-97
Name: GARY BLUEM	Name: JAMES DELBROOK
Address: 8509 E VISTA DEL LAGO	Address: 8533 E VISTA DEL LAGO
SCOTTSDALE, AZ 85255-	SCOTTSDALE, AZ 85255-
Date taking office: 3-3-97	Date taking office: 3-3-97

7. STATEMENT OF FINANCIAL CONDITION (Required by A.R.S. § 10-1081.A.6.)

You must submit a statement of the corporation's financial condition. Any reasonable schedule will be accepted provided it reflects the intent of the law, as determined by the Commission. Several suggestions for information you may submit to satisfy this requirement include the following:

- Attach a copy of Page 2, Form 99 filed with the Arizona Department of Revenue; OR
- a copy of the corporation's Charitable Organization Financial Statement as filed with the Arizona Secretary of State pursuant to A.R.S. §44-6552; OR
- a copy of your treasurer's report (or financial statement) prepared for this fiscal year; OR
- a copy of the financial statement you prepare for the benefit of your members; OR
- You may simply use the Balance Sheet below.

BALANCE SHEET

ASSETS

Current Assets:

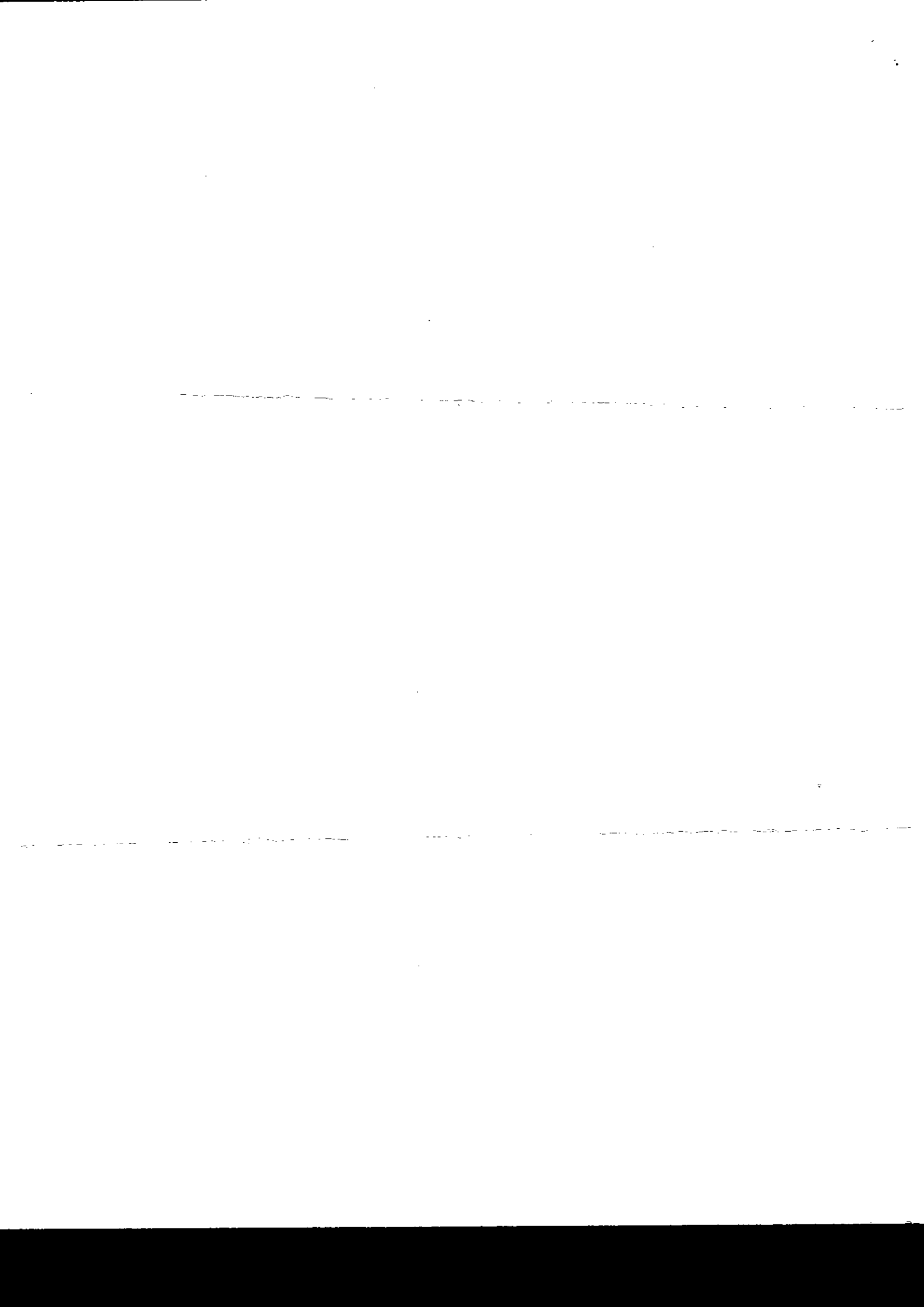
Cash	24,776	
Trade notes and accounts receivable (less allowance for bad debts)		
Inventories		
Other current assets		
Total Current Assets		\$ 24,776
Land, buildings and other fixed assets (net of accumulated depreciation)		
Other long-term assets		
Total Assets		\$ 24,776

LIABILITIES

Current Liabilities:

Accounts Payable		\$
Mortgages, notes, bonds (payable in less than 1 year)		
Other current liabilities		
Total Current Liabilities		0
Mortgages, notes, bonds (payable in more than 1 year)		
Fund Balances:		
Restricted		
Unrestricted		
Total Fund Balances	24,776	
Total Liabilities and Fund Balances		\$ 24,776

Unaudited - See Accountant's Compilation Report.



CLYDE H. RAYMOND, CPA

MEMBER OF THE AMERICAN INSTITUTE OF CPAs

6728 EAST AVALON DRIVE • SCOTTSDALE, ARIZONA 85251 • 949-7862

February 12, 1999

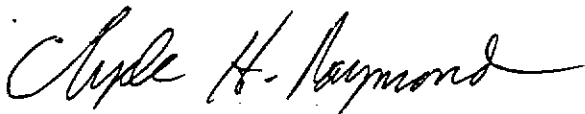
Arizona Corporation Commission

Re: Annual report of THE PINNACLE ASSOCIATION
As of December 31, 1998

I have compiled the statement of financial condition - balance sheet (Section H) of the above named company for the date indicated above and included in the accompanying prescribed form, in accordance with the Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

My compilation was limited to presenting in the form prescribed by the Arizona Corporation Commission information that is the representation of management. I have not audited or reviewed the financial statements referred to above and, accordingly, do not express an opinion or any other form of assurance on it.

These financial statements are presented in accordance with the requirements of the Arizona Corporation Commission, which differ from generally accepted accounting principles and do not include all the disclosures required by generally accepted accounting principles. Accordingly, these financial statements are not designed for those who are not informed about such differences.



Certified Public Accountant

9. FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

Only nonprofit corporations must **attach** a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only.

This corporation **does** **does not** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-2505.A)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:

- (a) fraud or registration provisions of the securities laws of that jurisdiction, or
- (b) the consumer fraud laws of that jurisdiction, or
- (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked:

YES

NO

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY (A.R.S. §10-202.D.2)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation?

One box must be marked:

YES

NO

If YES, enter the following:

Chapter _____ Date Filed _____ Case Number _____

If "YES", the following information must be submitted as an attachment to this report for each person subject to the statement above:

- 1) The names and addresses of each corporation and the person or persons involved.
- 2) The state in which each corporation was a) incorporated b) transacted business.
- 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. Annual Reports submitted with incorrect signatures will be rejected.

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name James Delbrook Date 3/20/99 Name _____ Date _____

Signature [Signature] Signature _____

Title President Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)