

MAIL TO:
Office of the Attorney General
Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470

COMMERCIAL FUND-RAISER FOR CHARITABLE PURPOSES

2002 ANNUAL FINANCIAL REPORT
(California Government Code Section 12599)

Failure to file annual financial report by January 30 annually for each calendar year of solicitation may result in fines or filing penalties as defined in Government Code Section 12586.1



STREET ADDRESS:
1300 I Street
Sacramento, CA 95814
Telephone: (916) 323-5079

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

An annual financial report must be filed for each event for each charity solicited for during the previous calendar year.

<p>Name and Address of Commercial Fund-raiser:</p> <p>566</p> <p>PALLOTTA TEAMWORKS 2709 MEDIA CENTER DRIVE LOS ANGELES, CA 90065</p>	<p>Name and Address of Charitable Organization:</p> <p>CT No. <u>100675</u> F.E.I.N. No. <u>13-6128447</u></p> <p><u>AVON PRODUCTS FOUNDATION</u></p> <p>Name of Charity <u>1345 AVENUE OF THE AMERICAS</u></p> <p>Address of Charity <u>NEW YORK, NEW YORK 10105</u></p> <p>City, State, and ZIP Code of Charity</p>
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National Campaign California Campaign

BREAST CANCER 3-DAY WALK held (on) (from) November, 20 01, to October, 20 02
(Type of Activity) (Date or dates must be shown)

Is the contract between the commercial fund-raiser and charity based upon a fee or percentage of revenue? (check one) Fee Percentage
If other, provide brief explanation Other

1. REVENUE

- A. Cash contributions _____ A.
- B. Entertainment sales or admission charges _____ B.
- C. Sales from products _____ C.
- D. Advertisement sales _____ D.
- E. Membership fees _____ E.
- F. Other sources: (Specify) _____ Fa.
- a. _____ Fb.
- b. _____ Fc.
- c. _____ Fd.
- d. _____

G. TOTAL REVENUE _____ G.

2. EXPENSES

- A. Fees or commissions _____ A.
- B. Salaries _____ B.
- C. Payroll taxes _____ C.
- D. Employee benefits _____ D.
- E. Cost of merchandise for resale _____ E.
- F. Cost of entertainment _____ F.
- G. Postage _____ G.
- H. Advertising _____ H.
- I. Telephone _____ I.
- J. Rental of equipment _____ J.
- K. Facilities charge _____ K.
- L. Permits _____ L.
- M. Other expenses: (Specify) _____ Ma.
- a. _____ Mb.
- b. _____ Mc.
- c. _____ Md.
- d. _____

N. TOTAL EXPENSES _____ N.

PLEASE SEE ATTACHED FINANCIAL INFO.

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Attorney General's
Registry of Charitable Trusts

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COMMERCIAL FUND-RAISER FOR CHARITABLE PURPOSES

2002 ANNUAL FINANCIAL REPORT

(California Government Code Section 12599)

Page 2

- 3. Amount to Charity _____ 3.
- 4. Less additional fund-raising expenses paid by charity (to be completed by charity) _____ 4.
- 5. Less fair market value of goods and/or services used for the event which were paid by sponsor(s) _____ 5.
- 6. Net proceeds realized by charity from the campaign (subtract lines 4 and 5 from line 3) _____ 6.

7. (a) Does any officer, director, partner or owner of the Commercial Fund-raiser have any affiliation with or control over, directly or indirectly, the charitable organization for which the Commercial Fund-raiser has contracted to solicit?

Yes No If "yes," complete the following:

Name of officer, director, partner or owner of Commercial Fund-raiser	Name and address of charitable organization	Relationship of officer, etc. To charitable organization

(b) For each affiliation identified in 7 (a), attach copy of the contract between the commercial fundraiser and the charity.

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


DANIEL PALLOTTA
CEO
1-24-03
 Signature of authorized officer (Commercial Fund-raiser) Printed Name Title Date

This report must be signed by two officers or directors of the charitable organization for verifying the distribution.

Signature of authorized officer/director (Charity) Printed Name Title Date

Signature of authorized officer/director (Charity) Printed Name Title Date

ANNUAL FINANCIAL REPORT

1. REVENUE

A. Cash Contributions	-
B. Entertainment sales or admission charges	-
C. Sales from products	-
D. Advertisement sales	-
E. Membership fees	-
F. Other sources: (Specify)	-
a. Pledge income	12,877,916
b. Registration income	701,246
c. Sponsor income	-
d. Merchandise/Other income	-
G. TOTAL REVENUE	13,579,162

2. EXPENSES:

A. Fees or commissions	370,004
B. Salaries	1,828,271
C. Payroll taxes	-
D. Employee benefits	359,308
E. Cost of merchandise for resale	-
F. Cost of entertainment	-
G. Postage	9,378
H. Advertising	737,622
I. Telephone	110,272
J. Rental of equipment	-
K. Facilities charge	-
L. Permits	-
M. Other expenses: (Specify)	-
a. Printing	34,791
b. Design	-
c. Participant services/recruitment	102,821
d. Training & development	-
e. Travel	6,411
f. Supplies & equipment	228,357
g. Professional fees	84,129
h. Utilities	14,519
i. Rent	183,989
j. Production cost	2,398,592
N. TOTAL EXPENSES	6,468,466

3. Distribution or net to charitable organization or charitable purposes: 7,110,696

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STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P. O. Box 903447
Sacramento, CA 94203-4470

ANNUAL FINANCIAL REPORT

COMMERCIAL FUND-RAISER FOR CHARITABLE PURPOSES

(Calif. Government Code Sec. 12599) for Calendar Year Ending December 31, 2002

Name and Address of Commercial Fund-raiser:
CF No. 5166

Name and Address of Charitable Organization or
Charitable Purposes: CT No. 110675

PALLOTTA TEAMWORKS
2709 MEDIA CENTER DRIVE
LOS ANGELES, CA 90065

AVON PRODUCTS FOUNDATION 13-628447
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

BREAST CANCER 3-DAY WALK held (on)(from) MAY 1, 2001 to APRIL 30, 2002
(Kind of Activity) (Date or Dates must be shown)

1. REVENUE

- A. Cash Contributions
- B. Entertainment sales or admission charges
- C. Sales from products
- D. Advertisement sales
- E. Membership fees
- F. Other sources: (Specify)
 - a _____
 - b _____
 - c _____
 - d _____

- _____ A.
- _____ B.
- _____ C.
- _____ D.
- _____ E.
- _____ Fa.
- _____ Fb.
- _____ Fc.
- _____ Fd.

G. TOTAL REVENUE _____ G.

2. EXPENSES;

- A. Fees or commissions
- B. Salaries
- C. Payroll taxes
- D. Employee benefits
- E. Cost of merchandise for resale
- F. Cost of entertainment
- G. Postage
- H. Advertising
- I. Telephone
- J. Rental of equipment
- K. Facilities charge
- L. Permits
- M. Other expenses: (Specify)
 - a _____
 - b _____
 - c _____
 - d _____

- _____ A.
- _____ B.
- _____ C.
- _____ D.
- _____ E.
- _____ F.
- _____ G.
- _____ H.
- _____ I.
- _____ J.
- _____ K.
- _____ L.
- _____ Ma.
- _____ Mb.
- _____ Mc.
- _____ Md.

N. TOTAL EXPENSES _____ N.

PLEASE SEE ATTACHED FINANCIAL INFORMATION

Attorney General's
Registry of Charitable Trusts

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3. Distribution or net to charitable organization or charitable purposes: _____ 3.

4. (a) Is any officer, director, partner or owner of the Commercial Fund-raiser in any way affiliated with or control, directly or indirectly, the charitable organization for which Commercial Fund-raiser has contracted to solicit?

Yes No If "yes", complete the following:

<u>Name of officer, director, partner or owner of Commercial Fund-raiser</u>	<u>Name and Address Charitable Organization</u>	<u>Relationship of officer, etc. to Charitable Organization</u>
--	---	---

(b) For each affiliation identified under 4(a), attach copy of contract between commercial fund-raiser and charity.

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

<u><i>[Signature]</i></u>	<u>DANIEL M. PALLOTTA</u>	<u>CEO</u>	<u>1/24/03</u>
Signature of authorized officer (Commercial fund-raiser)	Printed Name	Title	Date

This report must be signed by two officers of the charitable organization for verifying the distribution.

Signature of authorized officer/director (Charity)	Printed Name	Title	Date
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Signature of authorized officer/director (Charity)	Printed Name	Title	Date
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CT-2cf (04-97)

ANNUAL FINANCIAL REPORT

1. REVENUE

A. Cash Contributions	-
B. Entertainment sales or admission charges	-
C. Sales from products	-
D. Advertisement sales	-
E. Membership fees	-
F. Other sources: (Specify)	-
a. Pledge income	10,029,695
b. Registration income	420,462
c. Sponsor income	-
d. Merchandise/Other income	-
G. TOTAL REVENUE	<u>10,450,157</u>

2. EXPENSES:

A. Fees or commissions	370,000
B. Salaries	809,952
C. Payroll taxes	-
D. Employee benefits	154,533
E. Cost of merchandise for resale	-
F. Cost of entertainment	-
G. Postage	11,319
H. Advertising	730,776
I. Telephone	35,078
J. Rental of equipment	-
K. Facilities charge	-
L. Permits	-
M. Other expenses: (Specify)	-
a. Printing	36,259
b. Design	-
c. Participant services/recruitment	36,807
d. Training & development	-
e. Travel	22,493
f. Supplies & equipment	113,795
g. Professional fees	49,102
h. Utilities	5,835
i. Rent	63,560
j. Production cost	1,343,482
N. TOTAL EXPENSES	<u>3,782,990</u>

3. Distribution or net to charitable organization or charitable purposes: 6,667,167

STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P. O. Box 903447
Sacramento, CA 94203-4470

ANNUAL FINANCIAL REPORT

COMMERCIAL FUND-RAISER FOR CHARITABLE PURPOSES

(Calif. Government Code Sec. 12599) for Calendar Year Ending December 31, 2002

Name and Address of Commercial Fund-raiser:
CF No. 5166

Name and Address of Charitable Organization or
Charitable Purposes: CT No. 110615

PALLOTTA TEAMWORKS
2709 MEDIA CENTER DRIVE
LOS ANGELES, CA 90065

AVON PRODUCTS FOUNDATION 13-6128447
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

BREAST CANCER 3-DAY WALK held (on)(from) JULY 12, 2002 to JULY 14, 2002
(Kind of Activity) (Date or Dates must be shown)

1. REVENUE

- A. Cash Contributions
- B. Entertainment sales or admission charges
- C. Sales from products
- D. Advertisement sales
- E. Membership fees
- F. Other sources: (Specify)
 - a _____
 - b _____
 - c _____
 - d _____

- _____ A.
- _____ B.
- _____ C.
- _____ D.
- _____ E.
- _____ Fb.
- _____ Fc.
- _____ Fd.

G. TOTAL REVENUE

_____ G.

2. EXPENSES;

- A. Fees or commissions
- B. Salaries
- C. Payroll taxes
- D. Employee benefits
- E. Cost of merchandise for resale
- F. Cost of entertainment
- G. Postage
- H. Advertising
- I. Telephone
- J. Rental of equipment
- K. Facilities charge
- L. Permits
- M. Other expenses: (Specify)
 - a _____
 - b _____
 - c _____
 - d _____

- _____ A.
- _____ B.
- _____ C.
- _____ D.
- _____ E.
- _____ F.
- _____ G.
- _____ H.
- _____ I.
- _____ J.
- _____ K.
- _____ L.
- _____ Ma.
- _____ Mb.
- _____ Mc.
- _____ Md.

N. TOTAL EXPENSES

_____ N.

PLEASE SEE ATTACHED FINANCIAL INFORMATION

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Registry of Charitable Trusts

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3. Distribution or net to charitable organization or charitable purposes: _____ 3.

4. (a) Is any officer, director, partner or owner of the Commercial Fund-raiser in any way affiliated with or control, directly or indirectly, the charitable organization for which Commercial Fund-raiser has contracted to solicit?

Yes No If "yes", complete the following:

<u>Name of officer, director, partner or owner of Commercial Fund-raiser</u>	<u>Name and Address Charitable Organization</u>	<u>Relationship of officer, etc. to Charitable Organization</u>
--	---	---

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(b) For each affiliation identified under 4(a), attach copy of contract between commercial fund-raiser and charity.

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

	DANIEL M. PALLOTTA	CEO	1-24-03
Signature of authorized officer (Commercial fund-raiser)	Printed Name	Title	Date

This report must be signed by two officers of the charitable organization for verifying the distribution.

Signature of authorized officer/director (Charity)	Printed Name	Title	Date
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Signature of authorized officer/director (Charity)	Printed Name	Title	Date
--	--------------	-------	------

CT-2cf (04-97)

ANNUAL FINANCIAL REPORT

1. REVENUE

A. Cash Contributions	-
B. Entertainment sales or admission charges	-
C. Sales from products	-
D. Advertisement sales	-
E. Membership fees	-
F. Other sources: (Specify)	-
a. Pledge income	12,794,530
b. Registration income	526,767
c. Sponsor income	-
d. Merchandise/Other income	-
G. TOTAL REVENUE	<u>13,321,297</u>

2. EXPENSES:

A. Fees or commissions	370,000
B. Salaries	1,201,755
C. Payroll taxes	-
D. Employee benefits	255,679
E. Cost of merchandise for resale	-
F. Cost of entertainment	-
G. Postage	8,330
H. Advertising	716,228
I. Telephone	66,018
J. Rental of equipment	-
K. Facilities charge	-
L. Permits	-
M. Other expenses: (Specify)	-
a. Printing	31,311
b. Design	-
c. Participant services/recruitment	61,282
d. Training & development	-
e. Travel	17,448
f. Supplies & equipment	142,416
g. Professional fees	87,757
h. Utilities	6,346
i. Rent	156,558
j. Production cost	1,794,311
N. TOTAL EXPENSES	<u>4,915,439</u>

3. Distribution or net to charitable organization or charitable purposes: 8,405,858

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CA2002

PERLMAN & PERLMAN

ATTORNEYS AT LAW

220 Fifth Avenue

7th Floor

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MANHASSET OFFICE:

138 HEMLOCK ROAD

MANHASSET, NEW YORK 11030

TELEPHONE (516) 365-0666

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BERNARD PERLMAN
1922-1991

SETH PERLMAN
CLIFFORD PERLMAN
DAVID G. SAMUELS

DANIEL R. ALCOTT

AMY KARP - OF COUNSEL

PLEASE REPLY TO:

Scottsdale Office

STATE REGISTRATION INSTRUCTIONS

Complete form as instructed below and return to: Cynthia Mercado,
9850 N. 73rd Street, Suite 2043, Scottsdale, AZ 85258

Client: PALLOTTA TEAMWORKS Date: August 5, 2002

State: CALIFORNIA Activity: FINANCIAL REPORT

Form is due on: AsSoonAsAvailable Extension: N/A

* * *

FORM MUST BE SIGNED BY:

X PRESIDENT/CEO

 TREASURER/CFO

X OTHER TWO OFFICERS OF AVON

X SIGNATURE(S) MUST BE DATED

 SIGNATURE(S) MUST BE NOTARIZED

* * *

Please attach a check for \$, made payable to:

* * *

Additional information is needed:

PLEASE COMPLETE FINANCIAL INFORMATION