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Form 990-PF

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 12-01-2013, and ending 11-30-2014

Name of foundation FOUND ANIMALS FOUNDATION INC		A Employer identification number 20-3944602
% DOMINIC JUNEAU Number and street (or P O box number if mail is not delivered to street address) PO BOX 66370		B Telephone number (see instructions) (310) 806-9700
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90066		
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 6,991,367		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>

<b>Part I</b> Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc , received (attach schedule)	10,002,038			
	2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	247	247	247	
	4 Dividends and interest from securities. . . . .	3,967	3,967	3,967	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	8,744			
	b Gross sales price for all assets on line 6a 79,349				
	7 Capital gain net income (from Part IV, line 2) . . .		79,349		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances	1,603,155			
	b Less Cost of goods sold . . . . .	876,662			
	c Gross profit or (loss) (attach schedule) . . . . .	726,493		726,493	
	11 Other income (attach schedule) . . . . .	212,872		211,560	
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	10,954,361	83,563	942,267	
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	250,000	0	250,000	
	14 Other employee salaries and wages . . . . .	4,372,094	0	981,782	3,390,312
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	57,245	0	0	57,245
	b Accounting fees (attach schedule) . . . . .	68,664	0	3,988	64,676
	c Other professional fees (attach schedule) . . . . .	727,537	0	88,841	638,696
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	59,314	0	57,387	1,927
	19 Depreciation (attach schedule) and depletion . . .	294,949	0	104,368	
	20 Occupancy . . . . .	351,237	0	36,098	315,139
	21 Travel, conferences, and meetings . . . . .	292,167	0	10,793	281,374
	22 Printing and publications . . . . .	33,740	0	2,854	30,886
	23 Other expenses (attach schedule) . . . . .	3,926,474	0	498,366	3,843,735
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	10,433,421	0	1,784,477	8,873,990
	25 Contributions, gifts, grants paid. . . . .	997,560			997,560
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	11,430,981	0	1,784,477	9,871,550
	<b>27</b> Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-476,620			
	b <b>Net investment income</b> (if negative, enter -0-) . . .		83,563		
	c <b>Adjusted net income</b> (if negative, enter -0-) . . .				

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .	3,159,556	1,052,847	1,052,847
3	Accounts receivable ► 176,838			
	Less allowance for doubtful accounts ► 9,932	57,893	166,906	166,906
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable . . . . .			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use . . . . .	338,106	434,859	434,859
9	Prepaid expenses and deferred charges . . . . .			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) . . . . .			
c	Investments—corporate bonds (attach schedule) . . . . .			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .	70,605	0	0
14	Land, buildings, and equipment basis ► 5,812,498			
	Less accumulated depreciation (attach schedule) ► 546,756	4,160,374	5,265,742	5,265,742
15	Other assets (describe ► )	74,243	71,013	71,013
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,860,777	6,991,367	6,991,367
<b>Liabilities</b>				
17	Accounts payable and accrued expenses . . . . .	1,343,261	927,634	
18	Grants payable . . . . .			
19	Deferred revenue . . . . .			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule) . . . . .			
22	Other liabilities (describe ► )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	1,343,261	927,634	
<b>Net Assets or Fund Balances</b>				
	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
24	Unrestricted . . . . .	6,517,516	6,063,733	
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
27	Capital stock, trust principal, or current funds . . . . .			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,517,516	6,063,733	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	7,860,777	6,991,367	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	6,517,516
2	Enter amount from Part I, line 27a . . . . .	2	-476,620
3	Other increases not included in line 2 (itemize) ►	3	22,837
4	Add lines 1, 2, and 3 . . . . .	4	6,063,733
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,063,733

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
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<b>1 a</b> 4,007 SHS RMR REAL ESTATE INCOME FUND	P		
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<b>b</b>			
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<b>c</b>			
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<b>d</b>			
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<b>e</b>			
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<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 79,349			0 79,349
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(i)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
<b>a</b>			79,349
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
<b>2</b> Capital gain net income or (net capital loss)	$\begin{cases} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{cases}$		<b>2</b> 79,349
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\begin{cases} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{math> $		<b>3</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	11,940,384	2,414,593	4 945092
2011	8,515,332	4,691,750	1 814959
2010	7,617,619	9,126,699	0 834652
2009	5,174,807	10,662,079	0 485347
2008	3,142,550	8,879,200	0 353923

<b>2</b> Total of line 1, column (d).	<b>2</b> 8 433973
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b> 1 686795
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b> 2,265,430
<b>5</b> Multiply line 4 by line 3.	<b>5</b> 3,821,316
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b> 836
<b>7</b> Add lines 5 and 6.	<b>7</b> 3,822,152
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b> 11,271,868

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	836
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2. . . . .	3	836
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	836
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	19,995
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	19,995
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	19,159
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 5,000 <b>Refunded</b> <input type="checkbox"/> . . . . .	11	14,159

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ <b>(2) On foundation managers</b> <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, CO, FL, IN, KS, KY, LA, MD, MS, NV, NC, OH, OR, PA, TN, TX, UT		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

**Part VII-A Statements Regarding Activities (continued)**

11		No
12		No
13	Yes	

Website address ► WWW FOUNDANIMALS.ORG

14	The books are in care of ► DOMINIC JUNEAU	Telephone no ► (310) 806-9746
	Located at ► PO BOX 66370 LOS ANGELES CA	ZIP +4 ► 90066

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15
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16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►	Yes	No
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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ►		1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . .		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions) . . .		2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . ► Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013). . . .		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . .		4b	No

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .		5b	
c	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		7b	
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARY KARLIN MICHELSON MD 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	PRESIDENT 0	0	0	0
AIMEE GILBREATH PO BOX 66370 LOS ANGELES, CA 90066	VICE PRESIDENT 40 0	250,000	39,750	0
DAVID COHEN 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	CFO/SECRETARY 1 0	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DENNIS PHILLIPS PO BOX 66370 LOS ANGELES, CA 90066	COO 32 0	175,000	27,825	0
SHIRLEY JOHNSTON PO BOX 66370 LOS ANGELES, CA 90066	DIRECTOR-SCIENTIFIC 32 0	148,526	23,615	0
BRIAN CHASE PO BOX 66370 LOS ANGELES, CA 90066	GENERAL COUNSEL 40 0	145,600	23,150	0
ERIN NELSON PO BOX 66370 LOS ANGELES, CA 90066	DIRECTOR-DEVELOPMENT 40 0	131,325	20,880	0
CHRISTOPHER OSCHE PO BOX 66370 LOS ANGELES, CA 90066	DIRECTOR-MARKETING 40 0	123,600	19,652	0

**Total number of other employees paid over \$50,000. . . . . ►**

33

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TASLIMI CONSTRUCTION COMPANY INC	CONSTRUCTION	1,507,310
1805 COLORADO AVENUE SANTA MONICA, CA 90404		
ZEALYX INC	IT SERVICES	163,750
445 S FIGUEROA STREET SUITE 3100 LOS ANGELES, CA 90071		
KONNECT PUBLIC RELATION	PUBLIC RELATION	146,566
888 S FIGUEROA STREET LOS ANGELES, CA 90017		
PEACH STATE ROOFING INC	CONSTRUCTION	83,270
476 W MEATS AVENUE ORANGE, CA 92865		
ROBERT HALF OFFICE TEAM	TEMPORARY LABOR	75,336
2555 TOWNSGATE ROAD SUITE 100 WESTLAKE VILLAGE, CA 91361		
<b>Total number of others receiving over \$50,000 for professional services.</b>	. . . . .	7

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE MICHELSON PRIZE AND GRANTS IN NON-SURGICAL STERILIZATION ENCOURAGES AND SUPPORTS THE DEVELOPMENT OF A NON-SURGICAL STERILANT FOR DOGS AND CATS	3,002,944
2 PROGRAM PROVIDES FUNDING, STRATEGIC AND OPERATIONAL SUPPORT FOR LOS ANGELES AREA PROVIDERS OF LOW COST PET SPAY/NEUTER	916,303
3 ADOPTION PROGRAMS INCLUDE SHELTER EVENTS AND OTHER ADOPTION PROMOTIONS ALONG WITH TRAINING PROGRAMS FOR VOLUNTEERS AND SHELTER STAFF	3,743,354
4 PROGRAM PROVIDES MICROCHIPS TO DOGS AND CATS AT THE POINT OF ADOPTION OR SPAY/NEUTER TO ENSURE PROPER IDENTIFICATION AND INCREASE CHANCES OF RETURN TO OWNER IF THE PET IS EVER LOST	2,270,317

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
<b>Total. Add lines 1 through 3</b>	. . . . .

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities. . . . .	1a 43,445
b	Average of monthly cash balances. . . . .	1b 2,256,484
c	Fair market value of all other assets (see instructions). . . . .	1c 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 2,299,929
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2 0
3	Subtract line 2 from line 1d. . . . .	3 2,299,929
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 34,499
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,265,430
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 113,272

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a 9,871,550	
b	Program-related investments—total from Part IX-B. . . . .	1b 0	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2 1,400,318	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a 0	
b	Cash distribution test (attach the required schedule). . . . .	3b 0	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 11,271,868	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5 836	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 11,271,032	

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .				2007-01-10
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. . . . .				
b	85% of line 2a. . . . .				
c	Qualifying distributions from Part XII, line 4 for each year listed. . . . .				
d	Amounts included in line 2c not used directly for active conduct of exempt activities. . . . .				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. . . . .				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
(1)	Value of all assets. . . . .				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .				
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). . . . .				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

See Additional Data Table

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NA

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	997,560
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
<b>a ADOPT &amp; SHOP</b>					307,068
<b>b MICROCHIPS</b>					419,425
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b>					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments.</b>					
<b>3 Interest on savings and temporary cash investments.</b>			14	247	
<b>4 Dividends and interest from securities.</b>			14	3,967	
<b>5 Net rental income or (loss) from real estate</b>					
<b>a Debt-financed property.</b>					
<b>b Not debt-financed property.</b>					
<b>6 Net rental income or (loss) from personal property.</b>					
<b>7 Other investment income.</b>					
<b>8 Gain or (loss) from sales of assets other than inventory.</b>			18	8,744	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory.</b>					
<b>11 Other revenue</b> <b>a OTHER INCOME</b>			01	1,312	
<b>b CONFERENCE REVENUE</b>					211,560
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>12 Subtotal Add columns (b), (d), and (e).</b>				14,270	938,053
<b>13 Total. Add line 12, columns (b), (d), and (e).</b>					952,323
(See worksheet in line 13 instructions to verify calculations.)					

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
1a	THE FOUNDATION OPERATES ADOPT & SHOP (A&S), RETAIL STORES/PET ADOPTION CENTERS LOCATED IN LAKEWOOD, CULVER CITY AND MISSION VIEJO, CALIFORNIA A&S FEATURES VACCINATED, DEWORMED, MICRO-CHIPPED, AND SPAYED OR NEUTERED CATS AND DOGS, DOG DAYCARE, DOG TRAINING, DOG GROOMING SERVICES, AND BASIC PET SUPPLIES
11b	THE FOUNDATION CO-HOSTED THE PETSMART CHARITIES NORTH AMERICAN SPAY NEUTER CONFERENCE THE CONFERENCE OFFERED SEVERAL EDUCATIONAL SESSIONS IN OPERATIONS AS WELL AS TWO VETERINARY TRACKS TO EDUCATE ATTENDEES ON BEST SPAY AND NEUTER PRACTICES WHICH HELP PREVENT UNWANTED LITTERS
1b	AS PART OF ITS PROGRAM TO PROVIDE MICROCHIPS TO ENSURE INCREASED CHANCES OF RETURN TO OWNER IF A PET IS EVER LOST, THE FOUNDATION SELLS MICROCHIPS AND SCANNERS TO ANIMAL CARE ORGANIZATIONS NATIONWIDE
	</td



**Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).**

GARY KARLIN MICHELSON MD

KARLIN ASSET MANAGEMENT INC

11755 WILSHIRE BLVD SUITE 1400

LOS ANGELES CA 90025

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
FIXNATION INC PO BOX 26 WOODLAND HILLS, CA 91365	NONE	PC	SUPPORT SPAY AND NEUTER	140,000
VOICE FOR THE ANIMALS 2633 LINCOLN BLVD 202 SANTA MONICA, CA 90405	NONE	PC	SUPPORT PET SUPPORT HOTLINE	5,000
THE STAND FOUNDATION INC PO BOX 5921 SHERMAN OAKS, CA 91413	NONE	PC	SUPPORT SPAY AND NEUTER	27,602
KITTY BUNGALOW CHARM SCHOOL 1795 WEST 24TH STREET LOS ANGELES, CA 90018	NONE	PC	SUPPORT SPAY AND NEUTER	5,000
SPAY4LA INC 4079 REDWOOD AVENUE SUITE B LOS ANGELES, CA 90066	NONE	PC	SUPPORT SPAY AND NEUTER	155,160
CITY OF SACRAMENTO 915 I Street Sacramento, CA 95814	NONE	PC	GENERAL SUPPORT	3,000
SEAACA 9777 SEAACA STREET DOWNEY, CA 90241	NONE	PC	GENERAL SUPPORT	1,995
SANTA FE HUMANE SOCIETY 100 CAJA DEL RIO ROAD SANTA FE, NM 87507	NONE	PC	GENERAL SUPPORT	119,300
SPAY AND NEUTER PROJECT OF LOS ANGELES INC 957 N GAFFEY STREET SAN PEDRO, CA 90731	NONE	PC	GENERAL SUPPORT	122,266
NEVADA HUMANE SOCIETY 2825 LONGLEY LANE RENO, NV 89502	NONE	PC	GENERAL SUPPORT	700
DOWNTOWN DOG RESCUE PO BOX 90035 PASADENA, CA 91109	NONE	PC	GENERAL SUPPORT	43,667
STRAY CAT ALLIANCE PO BOX 661277 LOS ANGELES, CA 90066	NONE	PC	GENERAL SUPPORT	123,225
A PURPOSEFUL RESCUE 337 W 4TH STREET LOS ANGELES, CA 90013	NONE	PC	GENERAL SUPPORT	8,048
ANGELS N PAWS RESCUE INC 7211 HAVEN AVENUE ALTA LOMA, CA 91701	NONE	PC	GENERAL SUPPORT	4,000
BURBANK ANIMAL SHELTER 1150 N VICTORY PLACE BURBANK, CA 91502	NONE	PC	GENERAL SUPPORT	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>997,560</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
CITY OF SALINAS ANIMAL SERVICES 144 HITCHCOCK ROAD SALINAS, CA 93908	NONE	PC	GENERAL SUPPORT	2,625
FOUNDATION AGAINST COMPANION-ANIMAL EUTHANASIA INC DBA FACE Low Cost Spay/Neuter CI 1505 MASSACHUSETTS AVENUE INDIANAPOLIS, IN 46201	NONE	PC	GENERAL SUPPORT	10,000
FORGOTTEN FELINES OF SONOMA COUNTY 1814 EMPIRE INDUSTRIAL COURT SANTA ROSA, CA 95403	NONE	PC	GENERAL SUPPORT	650
FORT COLLINS CAT RESCUE & SPAYNEUTER CLINIC 2321 E MULBERRY ST 12A FORT COLLINS, CO 80524	NONE	PC	GENERAL SUPPORT	6,625
FRIENDS FOR ANIMALS 12558 MOORPARK STREET STUDIO CITY, CA 91604	NONE	PC	GENERAL SUPPORT	22,289
FUNDAVPAZ Carrera 9N No 84N 30 Barrio Floralia, Colo Cali CO	NONE	PC	GENERAL SUPPORT	41,000
GERMAN SHEPHERD RESCUE OF ORANGE COUNTY 120 TUSTIN AVENUE SUITE C-1111 NEWPORT BEACH, CA 92663	NONE	PC	GENERAL SUPPORT	18,125
GUARDIAN ANGELS MEDICAL SERVICE DOGS INC 3251 NE 180TH AVENUE WILLISTON, FL 32696	NONE	PC	GENERAL SUPPORT	625
HOME DOG LA 3201 LACY STREET LOS ANGELES, CA 90031	NONE	PC	GENERAL SUPPORT	1,812
HUMANE ALLIANCE OF WNC INC 25 HERITAGE DRIVE ASHEVILLE, NC 28806	NONE	PC	GENERAL SUPPORT	11,543
HUMANE SOCIETY OF THE PIKES PEAK REGION 610 ABBOT LANE COLORADO SPRINGS, CO 80905	NONE	PC	GENERAL SUPPORT	4,500
KITTEN RESCUE 914 WESTWOOD BOULEVARD 583 LOS ANGELES, CA 90024	NONE	PC	GENERAL SUPPORT	2,700
LAX COASTAL CHAMBER OF COMMERCE 9100 S SEPULVEDA BOULEVARD 210 LOS ANGELES, CA 90045	NONE	PC	GENERAL SUPPORT	5,000
LEON COUNTY HUMANE SOCIETY 413 TIMBERLANE ROAD TALLAHASSEE, FL 32312	NONE	PC	GENERAL SUPPORT	625
NEW LEASH ON LIFE USA PO BOX 326 NARBERTH, PA 19072	NONE	PC	GENERAL SUPPORT	1,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>997,560</b>

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
NO MORE HOMELESS PETS INC AKA OPERATION PET SNIP 4205 NW 6TH STREET A-2 GAINESVILLE, FL 32609	NONE	PC	GENERAL SUPPORT	700
RESCUED PETS MOVEMENT INC 3139 W HOLCOMBE BOULEVARD 135 HOUSTON, TX 77025	NONE	PC	GENERAL SUPPORT	20,000
SAN ANTONIO PETS ALIVE INC PO BOX 830006 SAN ANTONIO, TX 78283	NONE	PC	GENERAL SUPPORT	15,000
SAN FRANCISCO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS AKA SAN FRANC 201 ALABAMA STREET SAN FRANCISCO, CA 94103	NONE	PC	GENERAL SUPPORT	3,612
SANTA CRUZ COUNTY ANIMAL SHELTER 2200 7TH AVENUE SANTA CRUZ, CA 95062	NONE	PC	GENERAL SUPPORT	1,500
SOLANO COUNTY ANIMAL CARE 2510 CLAY BANK ROAD FAIRFIELD, CA 94533	NONE	PC	GENERAL SUPPORT	1,750
SPAY AND NEUTER KANSAS CITY 1116 EAST 59TH KANSAS CITY, MO 64110	NONE	PC	GENERAL SUPPORT	5,000
SPCA INC AKA SPCA FLORIDA 5850 BRANNEN ROAD S LAKELAND, FL 33813	NONE	PC	GENERAL SUPPORT	2,000
VERMONT COMPANION ANIMAL NEUTERING INC 19 BAILEY MEADOWS ROAD A MONTPELIER, VT 05602	NONE	PC	GENERAL SUPPORT	625
WAGS AND WALKS 8721 SANTA MONICA BOULEVARD 344 WEST HOLLYWOOD, CA 90069	NONE	PC	GENERAL SUPPORT	1,000
WIREGRASS SPAY NEUTER ALLIANCE 570 SOUTH FOSTER STREET DOTHAN, AL 36301	NONE	PC	GENERAL SUPPORT	625
DESERT LABRADOR RETRIEVER RESCUE INC PO BOX 10575 GLENDALE, AZ 85318	NONE	PC	GENERAL SUPPORT	2,500
FIXNATION INC PO BOX 26 WOODLAND HILLS, CA 91365	NONE	PC	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$1,914 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 12/2/2013	3,000
ANIMAL ALLIES INC PO BOX 7040 FAIRFAX STATION, VA 22039	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$445 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 1/7/2014	560
ARIZONA HUMANE SOCIETY 755 W BASELINE ROAD TEMPE, AZ 85283	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$795 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 3/12/2014	1,140
<b>Total . . . . .</b>			<b>► 3a</b>	<b>997,560</b>

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BROWARD COUNTY ANIMAL CARE & ADOPTIONS 1870 SW 39 STREET FORT LAUDERDALE, FL 33315	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 1/24/2014	580
CAT DEPOT 2542 17TH STREET SARASOTA, FL 34234	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$445 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 6/18/2014	560
CITY OF PLANO - ANIMAL SERVICES 4028 W PLANO PKWY PLANO, TX 75093	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 5/2/2014	580
ALTERED TAILS - BARNHART CLINIC 950 WHATCHER ROAD PHOENIX, AZ 85021	NONE	PC	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$80 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 1/24/2014	125
COUNTY OF SANTA CLARA ANIMAL CARE 12370 MURPHY AVENUE SAN MARTIN, CA 95046	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$2,100 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT VARIOUS	3,480
DALLAS ANIMAL SERVICES 1818 N WESTMORELAND ROAD DALLAS, TX 75212	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 2/10/2014	580
DALLAS PETS ALIVE 18208 PRESTON ROAD SUITE D9 371 DALLAS, TX 75252	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 3/28/2014	580
HUMANE SOCIETY OF THE PIKES PEAK REGION 610 ABBOT LANE COLORADO SPRINGS, CO 80905	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$795 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT VARIOUS	1,140
LIFELINE ANIMAL PROJECT 129 LAKE STREET AVONDALE ESTATES, GA 30002	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 6/18/2014	580
MULTNOMAH COUNTY ANIMAL SERVICES 1700 W HISTORIC COLUMBIA RIVER HIGH TROUTDALE, OR 97060	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$700 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 3/4/2014	1,160
ONTARIO SPAY AND NEUTER 750 N ARCHIBALD AVENUE ONTARIO, CA 91764	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$445 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 1/2/2014	560
PRINCE WILLIAM COUNTY ANIMAL SHELTER 14807 BRISTOW ROAD MANASSAS, VA 20112	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$248 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 3/25/2014	300
PUEBLO OF ISLETA PO Box 1270 Isleta, NM 87022	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 9/23/2014	580
SACRAMENTO COUNTY ANIMAL CARE 3839 BRADSHAW ROAD SACRAMENTO, CA 95827	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$1,490 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 5/23/2014	1,800
SEAACA 9777 SEAACA STREET DOWNEY, CA 90241	NONE	PC	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$8,736 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT VARIOUS	21,000
<b>Total . . . . .</b>				<b>3a 997,560</b>

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SOLANO COUNTY ANIMAL CARE 2510 CLAY BANK ROAD FAIRFIELD, CA 94533	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$890 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 5/1/2014	1,120
SONOMA HUMANE SOCIETY 5345 HWY 12 SANTA ROSA, CA 95407	NONE	PC	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$248 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 4/29/2014	300
SPAY4LA INC 4079 REDWOOD AVENUE SUITE B LOS ANGELES, CA 90066	NONE	PC	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$1,664 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 12/2/2013	4,000
THE ANIMAL FOUNDATION 655 N MOJAVE ROAD LAS VEGAS, NV 89101	NONE	PC	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$1 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 5/16/2014	1
SPAY AND NEUTER PROJECT OF LOS ANGELES INC 957 N GAFFEY STREET SAN PEDRO, CA 90731	NONE	PC	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$3,190 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT VARIOUS	5,000
THE ANIMAL FOUNDATION 655 N MOJAVE ROAD LAS VEGAS, NV 89101	NONE	PC	(1) DESCRIPTION SCANNERS (2) BOOK VALUE \$1,043 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 5/16/2014	1,440
<b>Total . . . . .</b>			<b>► 3a</b>	<b>997,560</b>

## TY 2013 Accounting Fees Schedule

**Name:** FOUND ANIMALS FOUNDATION INC

**EIN:** 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	68,664	0	3,988	64,676

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Depreciation Schedule

**Name:** FOUND ANIMALS FOUNDATION INC

**EIN:** 20-3944602

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2008-02-15	2,765	2,765	SL	5				
COMPUTER	2008-05-07	2,978	2,978	SL	5				
PRINTER	2008-06-30	722	722	SL	5				
SERVER	2008-07-28	13,825	13,825	SL	5				
COMPUTER	2008-11-13	1,889	1,889	SL	5				
COMPUTER	2008-11-13	4,369	4,369	SL	5				
COMPUTER	2008-11-30	2,627	2,625	SL	5				
COMPUTER	2008-11-30	2,943	2,943	SL	5				
SOFTWARE	2008-11-30	6,700	6,699	SL	3				
LEASE IMPROVEMENTS	2009-05-26	9,924	1,143	SL	39	254			
ALARM	2009-07-16	488	56	SL	39	13			
OFFICE FURNITURE	2009-05-19	4,880	3,137	SL	7	697			
OFFICE FURNITURE	2009-05-21	2,334	1,499	SL	7	333			
PRINTER	2009-01-07	679	668	SL	5	11			
COMPUTER MONITOR	2009-01-27	302	290	SL	5	12			
LCD PROJECTOR	2009-01-27	936	904	SL	5	32			
COMPUTER	2009-01-27	1,718	1,662	SL	5	56			
LAPTOP	2009-02-04	5,368	5,191	SL	5	177			
COMPUTER	2009-02-04	3,251	3,142	SL	5	109			
SOFTWARE	2009-02-04	1,947	1,947	SL	3				

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2009-06-04	1,862	1,674	SL	5	188			
COMPUTER	2009-06-17	5,479	4,841	SL	5	638			
LAPTOP	2009-06-25	1,685	1,488	SL	5	197			
FIREWALL ROUTER	2009-07-07	1,886	1,665	SL	5	221			
LAPTOP	2009-07-07	1,811	1,599	SL	5	212			
LAPTOP	2009-07-30	571	494	SL	5	77			
LAPTOP	2009-07-31	582	503	SL	5	79			
OFFICE FURNITURE	2010-09-09	756	351	SL	7	108			
COMPUTER	2010-01-28	3,209	2,461	SL	5	642			
LAPTOP	2010-01-28	3,400	2,607	SL	5	680			
COMPUTER	2010-03-19	731	535	SL	5	146			
LAPTOP	2010-07-15	1,214	830	SL	5	243			
COMPUTER	2010-07-23	5,452	3,633	SL	5	1,090			
COMPUTER	2010-09-09	263	172	SL	5	53			
COMPUTER	2010-09-23	806	510	SL	5	161			
COMPUTER	2010-11-13	5,395	3,237	SL	5	1,079			
COMPUTER	2010-11-30	9,019	5,412	SL	5	1,804			
LEASE IMPROVEMENT	2011-07-01	3,118	193	SL	39	80			
COMPUTER	2011-01-28	2,097	1,188	SL	5	419			
COMPUTER	2011-03-11	7,946	4,370	SL	5	1,589			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2011-03-18	2,475	1,320	SL	5	495			
COMPUTER	2011-03-18	696	371	SL	5	139			
COMPUTER	2011-04-01	3,972	2,118	SL	5	794			
COMPUTER	2011-05-05	550	284	SL	5	110			
COMPUTER	2011-05-19	1,649	825	SL	5	330			
COMPUTER	2011-06-06	1,860	930	SL	5	372			
COMPUTER	2011-06-21	353	171	SL	5	71			
COMPUTER	2011-06-21	7,276	3,516	SL	5	1,455			
COMPUTER	2011-07-15	1,497	723	SL	5	299			
COMPUTER	2011-07-22	559	261	SL	5	112			
COMPUTER	2011-08-25	373	169	SL	5	75			
COMPUTER	2011-08-25	373	169	SL	5	75			
COMPUTER	2011-09-22	400	173	SL	5	80			
COMPUTER	2011-10-27	3,799	1,583	SL	5	760			
COMPUTER	2011-11-08	2,285	952	SL	5	457			
COMPUTER	2011-11-30	1,000	400	SL	5	200			
COMPUTER	2011-11-30	3,807	1,522	SL	5	761			
A&S - VEHICLE	2011-04-14	26,925	14,360	SL	5	5,385			
A&S - LEASE IMPROV	2011-06-06	27,291	1,750	SL	39	700			
A&S - EQUIPMENT	2011-05-19	3,910	1,955	SL	5	782			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
A&S - FIXTURES	2011-06-06	38,062	13,593	SL	7	5,437			
LEASE IMPROVEMENTS	2012-01-26	419	20	SL	39	11			
LEASE IMPROVEMENTS	2012-06-27	3,150	115	SL	39	81			
COMPUTER	2011-12-22	1,097	420	SL	5	219			
COMPUTER	2012-04-18	3,139	994	SL	5	628			
COMPUTER	2012-05-18	2,352	705	SL	5	470			
COMPUTER	2012-06-19	2,650	751	SL	5	530			
COMPUTER	2012-06-29	5,430	1,539	SL	5	1,086			
COMPUTER	2012-07-11	2,399	680	SL	5	480			
COMPUTER	2012-07-26	7,619	2,032	SL	5	1,524			
COMPUTER	2012-08-01	4,918	1,312	SL	5	984			
COMPUTER	2012-08-31	3,595	899	SL	5	719			
COMPUTER	2012-09-26	5,250	1,225	SL	5	1,050			
COMPUTER	2012-07-27	1,210	323	SL	5	242			
A&S - FIXTURES	2012-02-22	665	166	SL	7	95			
A&S - FIXTURES	2012-05-11	801	181	SL	7	114			
A&S - KENNELS	2012-04-03	4,286	1,020	SL	7	612			
A&S - KENNELS	2012-05-11	205	46	SL	7	29			
A&S - WEBSITE	2012-03-09	5,000	2,917	SL	3	1,667			
COMPUTER EQUIPMENT	2012-12-04	1,202	240	SL	5	240			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2013-03-01	1,451	218	SL	5	290			
COMPUTER EQUIPMENT	2013-04-05	1,039	139	SL	5	208			
COMPUTER EQUIPMENT	2013-04-26	1,870	218	SL	5	374			
COMPUTER EQUIPMENT	2013-05-24	3,862	386	SL	5	772			
COMPUTER EQUIPMENT	2013-06-20	1,496	125	SL	5	299			
COMPUTER EQUIPMENT	2013-08-20	4,367	218	SL	5	873			
COMPUTER EQUIPMENT	2013-08-23	87	4	SL	5	17			
COMPUTER EQUIPMENT	2013-09-23	203	7	SL	5	41			
COMPUTER EQUIPMENT	2013-10-15	2,242	75	SL	5	448			
COMPUTER EQUIPMENT	2013-10-29	6,138	102	SL	5	1,228			
COMPUTER EQUIPMENT	2013-11-14	1,671	28	SL	5	334			
SOFTWARE	2013-02-22	13,481	3,370	SL	3	4,494			
SOFTWARE	2013-03-08	35,906	8,977	SL	3	11,969			
SOFTWARE	2013-12-01	59,394		SL	3	19,798			
SOFTWARE	2013-12-01	21,408		SL	3	7,136			
SOFTWARE	2013-05-17	1,425	238	SL	3	475			
SOFTWARE	2013-05-24	13,481	2,247	SL	3	4,494			
SOFTWARE	2013-12-01	18,098		SL	3	6,033			
SOFTWARE	2013-12-01	9,150		SL	3	3,050			
SOFTWARE	2013-11-14	494	14	SL	3	165			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
A&S - LEASE IMPROV	2012-12-14	1,832	47	SL	39	47			
A&S - LEASE IMPROV	2013-04-04	2,088	36	SL	39	54			
A&S - LEASE IMPROV	2013-04-26	14,597	218	SL	39	374			
A&S - LEASE IMPROV	2013-05-17	4,225	54	SL	39	108			
A&S - FIXTURES	2013-05-08	5,863	489	SL	7	838			
A&S - FIXTURES	2013-05-17	118	8	SL	7	17			
A&S - KENNELS	2013-04-22	6,712	559	SL	7	959			
A&S - LAND	2014-05-06	1,856,300		L					
A&S - BUILDING	2014-05-06	829,323		SL	39	12,404			
A&S - LEASE IMPROV	2014-05-06	657,746		SL	39	9,838			
LEASE IMPROVEMENTS	2014-01-31	2,158		SL	39	46			
LEASE IMPROVEMENTS	2014-02-18	2,928		SL	39	56			
LEASE IMPROVEMENTS	2014-05-02	750		SL	39	11			
LEASE IMPROVEMENTS	2014-07-10	7,440		SL	39	79			
A&S - EQUIPMENT	2014-01-29	65,320		SL	5	10,887			
A&S - EQUIPMENT	2014-02-28	3,219		SL	5	483			
A&S - EQUIPMENT	2014-03-17	1,010		SL	5	135			
A&S - EQUIPMENT	2014-04-10	6,478		SL	5	864			
A&S - EQUIPMENT	2014-06-09	220		SL	5	22			
A&S - EQUIPMENT	2014-07-18	20		SL	5	1			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
A&S - VEHICLE	2014-04-03	15,895		SL	5	2,119			
A&S - EQUIPMENT	2014-01-27	2,842		SL	5	474			
A&S - EQUIPMENT	2014-02-04	9,290		SL	5	1,548			
A&S - EQUIPMENT	2014-05-12	1,127		SL	5	131			
A&S - EQUIPMENT	2014-06-11	11,621		SL	5	1,162			
A&S - COMPUTER	2014-01-22	2,167		SL	5	361			
A&S - COMPUTER	2014-03-31	15,126		SL	5	2,017			
A&S - COMPUTER	2014-04-28	7,576		SL	5	884			
COMPUTER	2014-06-20	4,369		SL	5	364			
COMPUTER	2014-07-31	5,833		SL	5	389			
COMPUTER	2014-11-10	2,718		SL	5	45			
A&S - FIXTURES	2013-12-19	56,724		SL	7	7,428			
FIXTURES	2014-01-22	3,107		SL	7	370			
A&S - FIXTURES	2014-02-25	40,953		SL	7	4,388			
A&S - FIXTURES	2014-03-06	4,836		SL	7	518			
A&S - FIXTURES	2014-04-16	6,050		SL	7	504			
A&S - FIXTURES	2014-05-14	434		SL	7	36			
FIXTURES	2014-06-30	2,330		SL	7	139			
A&S - FIXTURES	2014-07-18	356		SL	7	17			
A&S - FIXTURES	2014-08-01	3,704		SL	7	176			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
A&S - LEASE IMPROV	2013-12-25	10,947		SL	39	257			
A&S - LEASE IMPROV	2014-01-31	894,234		SL	39	19,108			
A&S - LEASE IMPROV	2014-02-27	17,179		SL	39	330			
A&S - LEASE IMPROV	2014-03-28	9,058		SL	39	155			
A&S - LEASE IMPROV	2014-04-28	456,281		SL	39	6,825			
A&S - LEASE IMPROV	2014-05-20	990		SL	39	13			
A&S - LEASE IMPROV	2014-06-21	14,959		SL	39	160			
A&S - LEASE IMPROV	2014-07-31	209,128		SL	39	1,787			
A&S - SOFTWARE	2014-01-27	554		SL	3	154			
A&S - SOFTWARE	2014-06-11	2,266		SL	3	378			
COMPUTER	2014-03-26	6,301		SL	5	840			
COMPUTER	2014-04-24	1,624		SL	5	189			
A&S - FIXTURES	2014-01-22	12,760		SL	7	1,519			
A&S - FIXTURES	2014-06-30	1,133		SL	7	67			

## TY 2013 Investments - Land Schedule

**Name:** FOUND ANIMALS FOUNDATION INC

**EIN:** 20-3944602

## TY 2013 Investments - Other Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RMR REAL ESTATE INCOME FUND	FMV	0	0
RMR REAL ESTATE INCOME FUND	FMV	0	0

## TY 2013 Land, Etc. Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	2,765	2,765		
COMPUTER	2,978	2,978		
PRINTER	722	722		
SERVER	13,825	13,825		
COMPUTER	1,889	1,889		
COMPUTER	4,369	4,369		
COMPUTER	2,627	2,625	2	
COMPUTER	2,943	2,943		
SOFTWARE	6,700	6,699	1	
LEASE IMPROVEMENTS	9,924	1,397	8,527	
ALARM	488	69	419	
OFFICE FURNITURE	4,880	3,834	1,046	
OFFICE FURNITURE	2,334	1,832	502	
PRINTER	679	679		
COMPUTER MONITOR	302	302		
LCD PROJECTOR	936	936		
COMPUTER	1,718	1,718		
LAPTOP	5,368	5,368		
COMPUTER	3,251	3,251		
SOFTWARE	1,947	1,947		
COMPUTER	1,862	1,862		
COMPUTER	5,479	5,479		
LAPTOP	1,685	1,685		
FIREWALL ROUTER	1,886	1,886		
LAPTOP	1,811	1,811		
LAPTOP	571	571		
LAPTOP	582	582		
OFFICE FURNITURE	756	459	297	
COMPUTER	3,209	3,103	106	
LAPTOP	3,400	3,287	113	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	731	681	50	
LAPTOP	1,214	1,073	141	
COMPUTER	5,452	4,723	729	
COMPUTER	263	225	38	
COMPUTER	806	671	135	
COMPUTER	5,395	4,316	1,079	
COMPUTER	9,019	7,216	1,803	
LEASE IMPROVEMENT	3,118	273	2,845	
COMPUTER	2,097	1,607	490	
COMPUTER	7,946	5,959	1,987	
COMPUTER	2,475	1,815	660	
COMPUTER	696	510	186	
COMPUTER	3,972	2,912	1,060	
COMPUTER	550	394	156	
COMPUTER	1,649	1,155	494	
COMPUTER	1,860	1,302	558	
COMPUTER	353	242	111	
COMPUTER	7,276	4,971	2,305	
COMPUTER	1,497	1,022	475	
COMPUTER	559	373	186	
COMPUTER	373	244	129	
COMPUTER	373	244	129	
COMPUTER	400	253	147	
COMPUTER	3,799	2,343	1,456	
COMPUTER	2,285	1,409	876	
COMPUTER	1,000	600	400	
COMPUTER	3,807	2,283	1,524	
A&S - VEHICLE	26,925	19,745	7,180	
A&S - LEASE IMPROVA	27,291	2,450	24,841	
A&S - EQUIPMENT	3,910	2,737	1,173	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A&S - FIXTURES	38,062	19,030	19,032	
LEASE IMPROVEMENTS	419	31	388	
LEASE IMPROVEMENTS	3,150	196	2,954	
COMPUTER	1,097	639	458	
COMPUTER	3,139	1,622	1,517	
COMPUTER	2,352	1,175	1,177	
COMPUTER	2,650	1,281	1,369	
COMPUTER	5,430	2,625	2,805	
COMPUTER	2,399	1,160	1,239	
COMPUTER	7,619	3,556	4,063	
COMPUTER	4,918	2,296	2,622	
COMPUTER	3,595	1,618	1,977	
COMPUTER	5,250	2,275	2,975	
COMPUTER	1,210	565	645	
A&S - FIXTURES	665	261	404	
A&S - FIXTURES	801	295	506	
A&S - KENNELS	4,286	1,632	2,654	
A&S - KENNELS	205	75	130	
A&S - WEBSITE	5,000	4,584	416	
COMPUTER EQUIPMENT	1,202	480	722	
COMPUTER EQUIPMENT	1,451	508	943	
COMPUTER EQUIPMENT	1,039	347	692	
COMPUTER EQUIPMENT	1,870	592	1,278	
COMPUTER EQUIPMENT	3,862	1,158	2,704	
COMPUTER EQUIPMENT	1,496	424	1,072	
COMPUTER EQUIPMENT	4,367	1,091	3,276	
COMPUTER EQUIPMENT	87	21	66	
COMPUTER EQUIPMENT	203	48	155	
COMPUTER EQUIPMENT	2,242	523	1,719	
COMPUTER EQUIPMENT	6,138	1,330	4,808	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,671	362	1,309	
SOFTWARE	13,481	7,864	5,617	
SOFTWARE	35,906	20,946	14,960	
SOFTWARE	59,394	19,798	39,596	
SOFTWARE	21,408	7,136	14,272	
SOFTWARE	1,425	713	712	
SOFTWARE	13,481	6,741	6,740	
SOFTWARE	18,098	6,033	12,065	
SOFTWARE	9,150	3,050	6,100	
SOFTWARE	494	179	315	
A&S - LEASE IMPROVA	1,832	94	1,738	
A&S - LEASE IMPROVL	2,088	90	1,998	
A&S - LEASE IMPROVL	14,597	592	14,005	
A&S - LEASE IMPROVL	4,225	162	4,063	
A&S - FIXTURES	5,863	1,327	4,536	
A&S - FIXTURES	118	25	93	
A&S - KENNELS	6,712	1,518	5,194	
A&S - LAND	1,856,300		1,856,300	
A&S - BUILDING	829,323	12,404	816,919	
A&S - LEASE IMPROVL	657,746	9,838	647,908	
LEASE IMPROVEMENTS	2,158	46	2,112	
LEASE IMPROVEMENTS	2,928	56	2,872	
LEASE IMPROVEMENTS	750	11	739	
LEASE IMPROVEMENTS	7,440	79	7,361	
A&S - EQUIPMENT	65,320	10,887	54,433	
A&S - EQUIPMENT	3,219	483	2,736	
A&S - EQUIPMENT	1,010	135	875	
A&S - EQUIPMENT	6,478	864	5,614	
A&S - EQUIPMENT	220	22	198	
A&S - EQUIPMENT	20	1	19	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
A&S - VEHICLE	15,895	2,119	13,776	
A&S - EQUIPMENT	2,842	474	2,368	
A&S - EQUIPMENT	9,290	1,548	7,742	
A&S - EQUIPMENT	1,127	131	996	
A&S - EQUIPMENT	11,621	1,162	10,459	
A&S - COMPUTER	2,167	361	1,806	
A&S - COMPUTER	15,126	2,017	13,109	
A&S - COMPUTER	7,576	884	6,692	
COMPUTER	4,369	364	4,005	
COMPUTER	5,833	389	5,444	
COMPUTER	2,718	45	2,673	
A&S - FIXTURES	56,724	7,428	49,296	
FIXTURES	3,107	370	2,737	
A&S - FIXTURES	40,953	4,388	36,565	
A&S - FIXTURES	4,836	518	4,318	
A&S - FIXTURES	6,050	504	5,546	
A&S - FIXTURES	434	36	398	
FIXTURES	2,330	139	2,191	
A&S - FIXTURES	356	17	339	
A&S - FIXTURES	3,704	176	3,528	
A&S - LEASE IMPROVL	10,947	257	10,690	
A&S - LEASE IMPROVL	894,234	19,108	875,126	
A&S - LEASE IMPROVL	17,179	330	16,849	
A&S - LEASE IMPROVL	9,058	155	8,903	
A&S - LEASE IMPROVL	456,281	6,825	449,456	
A&S - LEASE IMPROVL	990	13	977	
A&S - LEASE IMPROVL	14,959	160	14,799	
A&S - LEASE IMPROVL	209,128	1,787	207,341	
A&S - SOFTWARE	554	154	400	
A&S - SOFTWARE	2,266	378	1,888	

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
COMPUTER	6,301	840	5,461	
COMPUTER	1,624	189	1,435	
A&S - FIXTURES	12,760	1,519	11,241	
A&S - FIXTURES	1,133	67	1,066	

## TY 2013 Legal Fees Schedule

**Name:** FOUND ANIMALS FOUNDATION INC

**EIN:** 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	57,245	0		57,245

## TY 2013 Other Assets Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	24,051	23,051	23,051
PREPAID CARD	77	0	0
UNDEPOSITED FUNDS	20,747	8,972	8,972
CAPITALIZED PATENT COSTS	29,368	25,045	25,045
OTHER PREPAIDS	0	13,945	13,945

## TY 2013 Other Expenses Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	44,803	0	2,051	42,752
MEALS AND ENTERTAINMENT	69,729	0	1,918	67,811
INSURANCE	43,056	0	0	43,056
TELEPHONE	56,614	0	10,353	46,261
INTERNET	80,982	0	3,000	77,982
MARKETING	353,445	0	179,855	173,590
OFFICE SUPPLIES	42,015	0	12,387	29,628
POSTAGE AND DELIVERY	9,934	0	1,005	8,929
TECHNOLOGY	50,362	0	16,320	34,042
OTHER EXPENSES	6,251	0	1,033	5,218
LICENSES & PERMITS	6,860	0	2,095	4,765
TRAINING AND DEVELOPMENT	12,420	0	62	12,358
OFFICE FURNITURE	31,556	0	21,094	10,462
SOFTWARE	90,905	0	37,219	53,686
UTILITIES	57,527	0	39,970	17,557
PARKING	25,078	0	104	24,974
MICHELSON PRIZE PROGRAM	2,245,295	0	0	2,245,295
OTHER PROGRAM EXPENSES	479,595	0	107,232	372,363
STORAGE	2,983	0	2,983	0
BANKING & CREDIT CARD FEES	36,327	0	26,434	9,893
MAINTENANCE & REPAIRS	29,076	0	9,874	19,202
CONFERENCE FEES	105,779	0	12,535	93,244
RENTALS	606	0	165	441
HARDWARE	32,073	0	10,127	21,946
BAD DEBT	13,203	0	550	12,653
ACCUAL TO CASH ADJUSTMENT	0	0	0	-927,634
REVERSAL OF PY ACCUAL TO	0	0	0	0
CASH ADJUSTMENT	0	0	0	1,343,261

## TY 2013 Other Income Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	1,312		
CONFERENCE REVENUE	211,560		211,560

## TY 2013 Other Increases Schedule

**Name:** FOUND ANIMALS FOUNDATION INC

**EIN:** 20-3944602

Description	Amount
UNREALIZED GAIN ON NONCASH CONTRIBUTIONS	22,837

## TY 2013 Other Professional Fees Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	445,290	0	28,710	416,580
INFORMATION TECHNOLOGY	34,913	0	3,120	31,793
PROF SVCS - BACKGROUND CHECKS	1,881	0	0	1,881
OTHER PROFESSIONAL FEES	141,990	0	36,458	105,532
RECRUITING	27,567	0	0	27,567
VETERINARY	52,877	0	20,553	32,324
ANSWERING SERVICE	23,019	0	0	23,019

## TY 2013 Sales Of Inventory Schedule

**Name:** FOUND ANIMALS FOUNDATION INC

**EIN:** 20-3944602

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
ADOPT & SHOP	513,199		513,199
MICROCHIPS	1,089,956		1,089,956

## TY 2013 Taxes Schedule

**Name:** FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	53,899	0	53,899	0
OTHER TAXES & LICENSES	5,415	0	3,488	1,927

**Schedule of Contributors****2013**

► Attach to Form 990, 990-EZ, or 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Name of the organization**  
FOUND ANIMALS FOUNDATION INC**Employer identification number**

20-3944602

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

501(c)( ) (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<sup>1/3</sup>% 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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**

FOUND ANIMALS FOUNDATION INC

**Employer identification number**

20-3944602

Part I <b>Contributors</b> (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
1	MICHELSON MEDICAL RESEARCH FOUNDATION 11755 WILSHIRE BLVD SUITE 1400  LOS ANGELES, CA 90025	\$ 10,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )



<b>Name of organization</b> FOUND ANIMALS FOUNDATION INC	<b>Employer identification number</b> 20-3944602
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**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 See instructions ) ► \$  
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	
(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	
(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	
(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	