



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



2015

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceReturn 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.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2015, or tax year beginning

6/01

, 2015, and ending

5/31, 2016

MARY JO AND HANK GREENBERG
ANIMAL WELFARE FOUNDATION
9903 SANTA MONICA BOULEVARD #837
BEVERLY HILLS, CA 90212

WAG Check all that apply.

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

EEH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

CAN Fair market value of all assets at end of year
(from Part II, column (c), line 16)

► \$ 88,600.

J Accounting method: Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis.)

Part I 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).)

REVENUE

1 Contributions, gifts, grants, etc, received (attach schedule)
2 Ck ► if the foundation is not required to attach Sch B
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5 a Gross rents
b Net rental income or (loss)
6 a Net gain or (loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a
7 Capital gain net income (from Part IV, line 2)
8 Net short-term capital gain
9 Income modifications
10 a Gross sales less returns and allowances
b Less Cost of goods sold
c Gross profit or (loss) (attach schedule)
11 Other income (attach schedule)

RECEIVED

12 Total. Add lines 1 through 11

ADMINISTRATIVE EXPENSES

13 Compensation of officers, directors, trustees, etc
14 Other employee salaries and wages
15 Pension plans, employee benefits
16 a Legal fees (attach schedule)
b Accounting fees (attach sch)
c Other prof fees (attach sch)

OPERATING EXPENSES

17 Interest
18 Taxes (attach schedule)(see instrs) SEE STM 1
19 Depreciation (attach schedule) and depletion
20 Occupancy
21 Travel, conferences, and meetings.
22 Printing and publications.
23 Other expenses (attach schedule)

SEE STATEMENT 2

24 Total operating and administrative expenses. Add lines 13 through 2325 Contributions, gifts, grants paid26 Total expenses and disbursements. Add lines 24 and 2527 Subtract line 26 from line 12:a Excess of revenue over expenses and disbursements.b Net investment income (if negative, enter -0-)c Adjusted net income (if negative, enter -0-)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	1,158,300.			
2	39.	39.		
3				
4				
5 a				
b				
6 a				
b				
7				
8				
9				
10 a				
b				
c				
11				
12	1,158,339.	39.	0.	
13	0.			
14				
15				
16 a				
b				
c				
17				
18		2.		
19				
20				
21				
22				
23				
24	299.			
25	301.			
26	1,220,098.			1,220,098.
27	1,220,399.	0.	0.	1,220,098.
a				
b	-62,060.	39.		
c				

16

Part II Balance Sheets		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
A S S E T S	1	150,660.	88,600.	88,600.	
	2				
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b				
	c				
	11				
	Less: accumulated depreciation (attach schedule)				
	12				
	13				
14					
Less accumulated depreciation (attach schedule)					
15					
16	150,660.	88,600.	88,600.		
Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)					
L I A B I L I T I E S	17				
	18				
	19				
	20				
	21				
	22				
	23	0.	0.		
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24				
	25				
	26				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	27				
28					
29					
30	150,660.	88,600.			
31	150,660.	88,600.			
Total liabilities and net assets/fund balances (see instructions)	150,660.	88,600.			

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	150,660.
2	Enter amount from Part I, line 27a	2	-62,060.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	88,600.
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	88,600.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a N/A					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3		

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	889,199.	400.	2,222.997500
2013	671,579.	400.	1,678.947500
2012	610,600.	400.	1,526.500000
2011	461,500.	400.	1,153.750000
2010	503,500.	400.	1,258.750000

- 2 Total of line 1, column (d).
- 3 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
- 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4.

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 instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instrs) 	1	1.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	1.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6 a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6 b	
6 Credits/Payments		6 c	
a 2015 estimated tax pmts and 2014 overpayment credited to 2015		6 d	
b Exempt foreign organizations – tax withheld at source		7	0.
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9	1.	
7 Total credits and payments. Add lines 6a through 6d	10		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	11		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be. Credited to 2016 estimated tax ► Refunded			

Part VII-A Statements Regarding Activities

1 a 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?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1 b	X	

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.

1 c	X	

c Did the foundation file **Form 1120-POL** for this year?

1 d		

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

1 e		

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

1 f		

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 g	X	

If 'Yes,' attach a detailed description of the activities.

2 h		

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? If 'Yes,' attach a conformed copy of the changes

3 i	X	

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 a	X	

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 b	N/A	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 c	X	

If 'Yes,' attach the statement required by General Instruction T

5 d		

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 e	X	

• 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 f		

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col. (c), and Part XIV.

6 g	X	

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

8 h	X	

CA

8 i		

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? If 'No,' attach explanation

9 j	X	

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If 'Yes,' complete Part XIV.

9 k		

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

10 l	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14	The books are in care of ► <u>ORGANIZATION</u> Located at ► <u>11400 W OLYMPIC BLVD.</u> <u>16TH FL</u> <u>LOS ANGELES C</u> ZIP + 4 ► <u>90064</u> Telephone no. ► <u>(310) 477-5252</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2015, 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?	16	Yes X No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes', enter the name of the foreign country ►			

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.

1 a	During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)? <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1 b	If any answer is 'Yes' to 1a(1)-(6), did any 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1 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 2015? <input type="checkbox"/>		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ► <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u>		
b	Are there any years listed in 2a for which the foundation is not 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 all years listed, answer 'No' and attach statement – see instructions) <input type="checkbox"/>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2015 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 2015) <input type="checkbox"/>		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>		
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 2015? <input type="checkbox"/>		

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)

(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		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		

b If any answer is 'Yes' to 5a(1)-(5), did **any** 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)?

Organizations relying on a current notice regarding disaster assistance check here

c 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?

N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No
-----	------------------------------	-----------------------------

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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	
------------------------------	--	--

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

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?

N/A	
-----	--

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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 3		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
NONE				

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

0

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
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

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	<u>N/A</u>	
2		
3		
4		

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	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

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
b Average of monthly cash balances		1b 99,401.
c Fair market value of all other assets (see instructions)		1c
d Total (add lines 1a, b, and c)		1d 99,401.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets		2 0.
3 Subtract line 2 from line 1d		3 99,401.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4 88,600.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5 10,801.
6 Minimum investment return. Enter 5% of line 5		6 540.

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	540.
2a Tax on investment income for 2015 from Part VI, line 5	2a	1.
b Income tax for 2015. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	539.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	539.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	539.

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	1,220,098.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,220,098.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,220,098.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				539.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only		0.		
b Total for prior years: 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2015				
a From 2010	503,482.			
b From 2011	461,482.			
c From 2012	610,580.			
d From 2013	671,561.			
e From 2014	889,181.			
f Total of lines 3a through e	3,136,286.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 1,220,098.			0.	
a Applied to 2014, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2015 distributable amount				539.
e Remaining amount distributed out of corpus	1,219,559.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	4,355,845.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c 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			0.	
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.	
e Undistributed income for 2014. Subtract line 4a from line 2a Taxable amount – see instructions				0.
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	503,482.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	3,852,363.			
10 Analysis of line 9.				
a Excess from 2011 ..	461,482.			
b Excess from 2012	610,580.			
c Excess from 2013	671,561.			
d Excess from 2014	889,181.			
e Excess from 2015	1,219,559.			

BAA

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

N/A

Part XV **Supplementary Information (Complete this part only if the foundation 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))

MARY JO GREENBERG

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

NONE

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 or e-mail address of the person to whom applications should be addressed.

SEE STATEMENT 4

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 5				
Total				► 3a 1,220,098.
<i>b Approved for future payment</i>				
Total				► 3b
BAA	TEEA0501L	10/13/15		Form 990-PF (2015)

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	39.
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				39.	
13 Total. Add line 12, columns (b), (d), and (e)				13	39.

(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.)
N/A	

Part XVII | Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **4/17/2017** **TREASURER/SECT** **Signature of officer or trustee** **Date** **Title** **May the IRS discuss this return with the preparer shown below (see instructions)?** Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARTIN S. FREEDMAN, CPA	Martin S. Freedman CPA	4/16/17		P00014820
	Firm's name ► GAYTAN & LEEVAN, LLP	Firm's EIN ► 73-1690684			
Firm's address ► 11400 W OLYMPIC BLVD, 16TH FLOOR LOS ANGELES, CA 90064				Phone no. (310) 477-5252	

BAA

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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

Schedule of Contributors

2015

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

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

Name of the organization	MARY JO AND HANK GREENBERG ANIMAL WELFARE FOUNDATION	Employer identification number	95-4738423
--------------------------	---	--------------------------------	------------

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year ► \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

MARY JO AND HANK GREENBERG

Employer identification number

95-4738423

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY JO GREENBERG 1129 MIRADERO ROAD BEVERLY HILLS, CA 90210	\$ 1,155,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions.)

Name of organization

MARY JO AND HANK GREENBERG

Employer identification number

95-4738423

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

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

Name of organization

NAME OF ORGANIZATION: MARY JO AND HANK GREENBERG

Employer identification number

Employer Identification

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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.) ► \$ _____ N/A 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
N/A			
		(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
N/A			
		(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
N/A			
		(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
N/A			
		(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
N/A			
		(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
N/A			
		(e) Transfer of gift	Transferee's name, address, and ZIP + 4
			Relationship of transferor to transferee

2015

FEDERAL STATEMENTS
MARY JO AND HANK GREENBERG
ANIMAL WELFARE FOUNDATION

PAGE 1

95-4738423

STATEMENT 1
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 2.	\$ 0.	\$ 0.	\$ 0.
TOTAL	<u>\$ 2.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 174.	\$ 0.	\$ 0.	\$ 0.
FILING FEE	50.	\$ 0.	\$ 0.	\$ 0.
FILING FEE	75.	\$ 0.	\$ 0.	\$ 0.
TOTAL	<u>\$ 299.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARY JO GREENBERG 9903 SANTA MONICA BLVD #837 BEVERLY HILLS, CA 90212	PRESIDENT 10.00	\$ 0.	\$ 0.	\$ 0.
MARJORIE LOEB 9903 SANTA MONICA BLVD #837 BEVERLY HILLS, CA 90212	VICE PRESIDENT 1.00	0.	0.	0.
ROBERT FERBER 9903 SANTA MONICA BLVD #837 BEVERLY HILLS, CA 90212	VICE PRESIDENT 1.00	0.	0.	0.
ANDREA LEFLERE 9903 SANTA MONICA BLVD #837 BEVERLY HILLS, CA 90212	VICE PRESIDENT 1.00	0.	0.	0.
MATT ZARCUFSCY 9903 SANTA MONICA BLVD #837 BEVERLY HILLS, CA 90212	TREASURER/SECT 1.00	0.	0.	0.
TOTAL	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

2015

FEDERAL STATEMENTS
MARY JO AND HANK GREENBERG
ANIMAL WELFARE FOUNDATION

PAGE 2

95-4738423

STATEMENT 4
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: ANIMAL WELFARE FOUNDATION
 NAME: ANIMAL WELFARE FOUNDATION
 CARE OF: MARY JO GREENBERG
 STREET ADDRESS: 9903 SANTA MONICA BOULEVARD, PMB 837
 CITY, STATE, ZIP CODE: BEVERLY HILLS, CA 90212
 TELEPHONE: (310) 557-8100
 E-MAIL ADDRESS:
 FORM AND CONTENT: COMPLETELY FILLED QUESTIONNAIRE AND FINANCIAL INFORMATION REQUESTED
 SUBMISSION DEADLINES: NO
 RESTRICTIONS ON AWARDS: GRANTS ARE GIVEN TO 501(C) (3) ORGANIZATIONS THAT RESCUE, PROVIDE CARE, HOUSING AND SERVICES FOR HOMELESS AND NEGLECTED ANIMALS, ESPECIALLY DOGS AND CATS, LOCATED PRIMARILY IN CALIFORNIA.

STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RESCUE TRAIN 10734 VALLEY SPRING LANE TOLUCA LAKE CA 91602	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 30,000.
PURR-FECT SOLUTIONS FELINE RESCUE 5323 LEGHORN AVENUE SHERMAN OAKS CA 91401	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	12,000.
SANTE D'OR FOUNDATION PO BOX 29076 LOS ANGELES CA 90029	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
SAVE A KITTY INC 16654 SOLEDAD CANYON RD. #242 CANYON COUNTRY CA 91387	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
NEW BEGINNINGS FOR ANIMALS PO BOX 2444 MISSION VIEJO CA 92691	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
VOICE FOR THE ANIMALS FOUNDATION 2633 LINCOLN AVENUE #202 SANTA MONICA CA 90405	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	21,240.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CATS IN NEED OF HUMAN CARE 6353 GREYSON WAY RIVERSIDE CA 92516	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 15,000.
HEAVEN CAN WAIT EQUINE SANCTUARY 6275 CERROS PINEROS WAY, PO BOX 5 SAN MIGUEL CA 93451	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
ACE OF HEARTS 1201 N. LARRABEE STREET SUITE 303 WEST HOLLYWOOD CA 90069	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	30,000.
FERAL CAT CARETAKERS COALITION PO BOX 491244 LOS ANGELES CA 90049	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
HOLLY'S GARDEN RESCUE 1911 FORTUNA AVENUE SAN DIEGO CA 92109	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	18,000.
MARINE ANIMAL RESCUE 214 MAIN STREET #392 EL SEGUNDO CA 90245	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
STRAY CAT ALLIANCE PO BOX 661277 LOS ANGELES CA 90066	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
MARLEY'S PIT STOP RESCUE PO BOX 90811 LOS ANGELES CA 90009	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
YGGDRASIL URBAN WILDLIFE RESCUE 1380 DEHARO STREET SAN FRANCISCO CA 94107	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
MILO'S SANCTUARY & SPECIAL NEEDS CAT RES 827 HOLLYWOOD WAY #520 BURBANK CA 91505	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ROTTWEILER RESCUE OF LOS ANGELES 341 N GRENOLA STREET PACIFIC PALISADES CA 90272	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 12,000.
A DOG'S LIFE RESCUE 741 N. CITRUS AVENUE LOS ANGELES CA 90038	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
FORTE ANIMAL RESCUE P.O. BOX 10085 MARINA DEL REY CA 90292	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	35,000.
SOUTHLAND COLLIE RESCUE 3355 RUBIO CANYON ROAD ALTADENA CA 91000	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,258.
OPERATION BLANKETS OF LOVE 16911 SAN FERNANDO MISSION, BOX 187 GRANADA HILLS CA 91344	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
WAGS AND WALKS 1946 WESTHOLME AVENUE LOS ANGELES CA 90025	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	30,000.
SHELTER TRANSPORT ANIMAL RESCUE TEAM PO BOX 4792 VALLEY VILLAGE CA 91617	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
BASSET HOUND RESCUE OF SOUTHERN CALIFORN P.O. BOX 88 WHITTIER CA 90608	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
BOUND ANGELS 23823 MALIBU ROAD #50 MALIBU CA 90265	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	65,000.
BRITTANY FOUNDATION ANIMAL SANCTUARY P.O. BOX 738 ACTON CA 93510	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	30,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CALIFORNIA WILDLIFE CENTER P.O. BOX 2022 MALIBU CA 90265	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 25,000.
HEALTHCARE FOR HOMELESS ANIMALS P.O. BOX 7401 THOUSAND OAKS CA 91359	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	30,000.
HOME AT LAST ANIMAL RESCUE P.O. BOX 2261 BERKLEY CA 94702	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
HUMANE SOCIETY OF TRUCKEE-TAHOE P.O. BOX 9041 TRUCKEE CA 96162	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
JUST CATS RESCUE 9018 BALBOA BLVD. NORTHRIDGE CA 91355	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
KARMA RESCUE 1158 26TH STREET, #155 SANTA MONICA CA 90403	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
LUCKY DUCK RESCUE AND SANCTUARY 9136 WHEATLAND AVENUE SUN VALLEY CA 91352	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	21,000.
NATURE OF WILDWORKS P.O. BOX 109 TOPANGA CA 90290	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	8,000.
OLD ENGLISH SHEEPDOG RESCUE 820 WILSON PLACE SANTA MONICA CA 90405	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	15,000.
PAWS LA 2121 S FLOWER STREET LOS ANGELES CA 90007	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	15,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PEACE OF MIND DOG RESCUE P.O. BOX 51554 PACIFIC GROVE CA 93950	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 15,000.
PEPPER FOUNDATION 3940 LAUREL CANYON BLVD., #735 STUDIO CITY CA 91604	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	50,000.
PET PLACE INTERNATIONAL, INC. 56925 YUCCA TRAIL, B407 YUCCA VALLEY CA 92284	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	9,000.
VALLEY CATS, INC. 23705 VANOWEN STREET, #130 WEST HILLS CA 91307	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
WOLF CONNECTION P.O. BOX 504 ACTON CA 93510	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	15,000.
ZIGGY AND FRIENDS CAT RESCUE 10853 ROSE AVENUE, #9 LOS ANGELES CA 90034	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
BIT-O-HEAVEN RANCH 13453 OLEN AVENUE BAKERSFIELD CA 93307	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	24,000.
SOUTHERN CALIFORNIA BULLDOG RESCUE PO BOX 10313 SANTA ANA CA 92711	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
HUMANE SOCIETY OF VENTURA COUNTY 402 BRYANT STREET OJAI CA 93023	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	8,500.
CATS AT THE STUDIO PO BOX 1843 BURBANK CA 91507	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	15,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BARK AVENUE FOUNDATION 3940 LAUREL CANYON BLVD, SUITE 1506 STUDIO CITY CA 91604	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 20,000.
SOUTHERN CALIFORNIA GOLDEN RETRIEVER RE PO BOX 25698 LOS ANGELES CA 90025	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
HELP HOME FOR EVERY LIVING PET 28364 S WESTERN AVENUE #331 RANCHO PALOS VERDES CA 90275	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	8,000.
ASSOCIATION OF PARROT CARE 11301 WILSHIRE BLVD LOS ANGELES CA 90073	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	17,500.
PROUD PET RESCUE OF UNWANTED DOGS 13570 S ACADEMY AVENUE KINGSBURG CA 93631	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
NEW LEASH ON LIFE 16742 PLACERITA CANYON ROAD NEWHALL CA 91321	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	14,400.
ORANGE COUNTY PET RESUCE CENTER 561 THE CITY DRIVE SOUTH ORANGE CA 92868	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
DOGS WITHOUT BORDERS PO BOX 17344 ENCINO CA 91416	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	15,000.
FAST FRIENDS GREYHOUND ADOPTION OF CALIF 1210 N CYPRESS STREET LA HABRA CA 90631	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
ANIMAL WELLNESS FOUNDATION 14456 VENTURA BLVD SHERMAN OAKS CA 91433	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	15,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ASSOCIATION OF GERMAN SHEPHERD RESCUERS 120 TUSTIN AVENUE NEWPORT BEACH CA 92663	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	\$ 3,200.
THE ANIMAL PROTECTORATES 3318 W MAGNOLIA BLVD BURBANK CA 91505	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
BASIC NEEDS FOUNDATION PO BOX 413 HARBOR CITY CA 90710	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	20,000.
BIT O-HEAVEN RANCH INC 13453 OLEN AVENUE BAKERSFIELD CA 93311	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	26,000.
PET HOPE 4385 EVE ROAD SIMI VALLEY CA 93063	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	6,000.
PET HOPE 4385 EVE ROAD SIMI VALLEY CA 93063	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	6,000.
HEAVEN ON EARTH SOCIETY FOR ANIMALS 7342 FULTON AVENUE NORTH HOLLYWOOD CA 91605	N/A	501 C3	TO SUPPORT THE GENERAL OPERATIONS OF THE ORGANIZATION	25,000.
TOTAL				<u>\$ 1,220,098.</u>