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For calendar year 2015, or tax year beginning 07-01-2015, and ending 06-30-2016

Name of foundation The Duffield Family Foundation DBA Maddie's Fund		A Employer identification number 94-3362163	
Number and street (or P O box number if mail is not delivered to street address) 6150 Stoneridge Mall Road No 125		Room/suite	B Telephone number (see instructions) (925) 310-5450
City or town, state or province, country, and ZIP or foreign postal code Pleasanton, CA 94588		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 309,641,719		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 and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	41,435,446			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,667	4,667		
	4 Dividends and interest from securities	5,818,466	5,818,466		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,227,032			
	b Gross sales price for all assets on line 6a 26,928,244				
	7 Capital gain net income (from Part IV , line 2) . . .		3,243,784		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 252,437	213,641		
	12 Total. Add lines 1 through 11	50,738,048	9,280,558		
	13 Compensation of officers, directors, trustees, etc	620,063	0		620,063
	14 Other employee salaries and wages	1,246,794	0		1,237,040
	15 Pension plans, employee benefits	422,996	0		415,545
	16a Legal fees (attach schedule).	 47,596	99		53,215
	b Accounting fees (attach schedule).	 96,717	14,028		84,664
	c Other professional fees (attach schedule)	 3,376,302	2,181,593		1,283,142
	17 Interest	18,899	18,899		0
	18 Taxes (attach schedule) (see instructions) . . .	 240,393	47,361		135,732
	19 Depreciation (attach schedule) and depletion . . .	 176,396	0		
	20 Occupancy	600,730	564,587		23,698
	21 Travel, conferences, and meetings.	139,009	399		141,023
	22 Printing and publications				
	23 Other expenses (attach schedule).	 3,309,124	1,357,555		405,775
	24 Total operating and administrative expenses. Add lines 13 through 23	10,295,019	4,184,521		4,399,897
	25 Contributions, gifts, grants paid	9,967,775			13,684,933
	26 Total expenses and disbursements. Add lines 24 and 25	20,262,794	4,184,521		18,084,830
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	30,475,254			
	b Net investment income (if negative, enter -0-)		5,096,037		
	c Adjusted net income (if negative, enter -0-)				

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
Assets	1	Cash—non-interest-bearing	265		
	2	Savings and temporary cash investments	3,489,596	7,269,372	7,269,372
	3	Accounts receivable ▶ <u>105</u>			
		Less allowance for doubtful accounts ▶ _____	8,268	105	105
	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			
	9	Prepaid expenses and deferred charges	150,396	368,292	368,292
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	96,992,343 	97,977,937	97,977,937
	c	Investments—corporate bonds (attach schedule)	56,834,531 	56,142,223	56,142,223
	11	Investments—land, buildings, and equipment basis ▶ <u>39,322,193</u>			
		Less accumulated depreciation (attach schedule) ▶ _____	12,000,000	39,322,193	39,322,193
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	127,201,132 	107,872,438	107,872,438
	14	Land, buildings, and equipment basis ▶ <u>800,268</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>358,147</u>	269,120 	442,121	442,121
	15	Other assets (describe ▶ _____)	 260,842 	 247,038 	 247,038
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	297,206,493	309,641,719	309,641,719
Liabilities	17	Accounts payable and accrued expenses	715,802	670,340	
	18	Grants payable	17,114,253	13,897,095	
	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 ▶ _____)	 383,937 	295,877	
	23	Total liabilities (add lines 17 through 22)	18,213,992	14,863,312	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	278,992,501	294,778,407	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	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	Total net assets or fund balances (see instructions)	278,992,501	294,778,407	
	31	Total liabilities and net assets/fund balances (see instructions)	297,206,493	309,641,719	

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	278,992,501
2	Enter amount from Part I, line 27a	2	30,475,254
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	309,467,755
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	14,689,348
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	294,778,407

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	Realized Gain on Investments	P		2015-12-31
b	Gain on Sale of Donated Assets	P		2015-12-31
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 17,728,244		11,214,221	6,514,023
b 9,200,000	0	12,470,239	-3,270,239
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			6,514,023
b			-3,270,239
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	3,243,784
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 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	23,607,605	283,601,567	0 083242
2013	20,698,040	263,780,006	0 078467
2012	12,589,895	254,874,006	0 049397
2011	14,099,866	243,879,691	0 057815
2010	12,022,381	247,656,983	0 048544

2	Total of line 1, column (d).	2	0 317465
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	3	0 063493
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	300,776,322
5	Multiply line 4 by line 3.	5	19,097,191
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	50,960
7	Add lines 5 and 6.	7	19,148,151
8	Enter qualifying distributions from Part XII, line 4.	8	19,935,473

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 VII

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	50,960
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	0
3 Add lines 1 and 2.		3	50,960
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-		5	50,960
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	223,063	
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	223,063
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed ▶		9	
10 Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . ▶		10	172,103
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 172,103 Refunded ▶		11	0

Part VII-A

Statements Regarding Activities

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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
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			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	Yes	
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		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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?If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA, NV, WI, AL, DC, WV			
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 .	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.maddiesfund.org</u>	13	Yes	
14	The books are in care of ► <u>Valerie Stoltenberg</u> Telephone no ► <u>(925) 310-5450</u> Located at ► <u>6150 Stoneridge Mall Road No 125 Pleasanton CA</u> ZIP+4 ► <u>94588</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			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes	No

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.			Yes	No
1a	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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 ☒ 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 ☒ No			
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. ► ☐	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any 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 ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		No
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 2015?	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))?		☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		☒ Yes ☐ 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?		☐ Yes ☒ 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)?			5b	No
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?		☒ Yes ☐ 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?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	No
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?		☐ Yes ☒ 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Sheila D'Arpino 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Director of Research 40 00	181,350	44,544	0
Sharon Fletcher 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Director of Mktg & C 40 00	125,500	45,563	0
Iars Rabbe 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Chief Information Of 40 00	123,000	12,026	0
Michelle Thompson 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Director of Grants 40 00	104,022	20,372	0
Craig Coryell 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Creative Services Ma 40 00	76,500	32,482	0

Total number of other employees paid over \$50,000. 	16
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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
Next Play Consulting LLC 6140 Stoneridge Mall Rd 170 Pleasanton,CA 94588	Property Management Services	1,067,130
The Swan's Nest Inc 949 Piedmont Drive Sacramento, CA 95822	Interior Design Services	349,843
WinWire Technologies Inc 2350 Mission College Blvd Ste 925 Santa Clara,CA 95054	Pet Assistance App Development	287,000
3D Exhibits Inc Dept 20-EXH-001 PO Box 5940 Carol Stream,IL 601975940	Event Management Company	194,098
Green Couch - Interior Design 636 Potrero Avenue San Francisco,CA 94110	Interior Design Consulting Services	168,960
Total number of others receiving over \$50,000 for professional services. ▶		14

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
1Maddie's Pet Adoption Days - funding was provided to 90 organizations in 6 communities for adoptions performed during this event. Also, 54 organizations in 8 communities received grants for specific projects to increase adoptions	8,123,750
2Incentive Grants - this year we introduced this program opportunity, designed to incentivize shelters and rescue organizations. Our first two were promoting Shelter Animals Count and Million Cat Challenge. Organizations who registered to participate and met the requirements for joining were awarded \$1,000, those who referred organizations and both met the requirements were awarded \$500. More than 3,000 organizations qualified for grants during these two promotions	3,591,500
3Shelter Medicine - we provide grants to Colleges of Veterinary Medicine to train current and future veterinarians in "shelter medicine" (caring for pets in shelters and foster homes). Funding was provided to 5 Universities	1,626,352
4Puppy Mill Online Campaign - national campaign run through The Humane Society of the United States to educate the public about puppy mills and where the puppies in stores and online really come from, and to encourage them to adopt or go to a reputable breeder instead	1,351,250

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
1Shelterluv - Shelterluv's mission is to end the population-driven euthanasia of companion animals in the United States by 2019. Shelterluv will achieve this by providing best-in-class shelter management software to rescues and shelters that will help them operate faster and more efficiently, ultimately increasing their adoption volumes and decreasing the total supply of homeless animals	1,500,000
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	1,500,000

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	262,909,996
b	Average of monthly cash balances.	1b	4,924,004
c	Fair market value of all other assets (see instructions).	1c	37,522,672
d	Total (add lines 1a, b, and c).	1d	305,356,672
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	305,356,672
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,580,350
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	300,776,322
6	Minimum investment return. Enter 5% of line 5.	6	15,038,816

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	15,038,816
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	50,960
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	50,960
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	14,987,856
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	14,987,856
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	14,987,856

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	18,084,830
b	Program-related investments—total from Part IX-B.	1b	1,500,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	350,643
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	19,935,473
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	50,960
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	19,884,513

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				14,987,856
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				2,425,543
e From 2014.				10,098,755
f Total of lines 3a through e.	12,524,298			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 19,935,473				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				14,987,856
e Remaining amount distributed out of corpus	4,947,617			
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	17,471,915			
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 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				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). . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	17,471,915			
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				2,425,543
d Excess from 2014. . . .				10,098,755
e Excess from 2015. . . .				4,947,617

Part XIV

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b Check box to indicate whether the organiza

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

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))

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

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

Amy Zeifang
6150 Stoneridge Mall Rd Suite 125
Pleasanton, CA 94588
(925) 310-5450

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

Please see our website at www.Maddiesfund.org to review our guidelines

c Any submission deadlines

PLEASE SEE OUR WEBSITE FOR ADDITIONAL INFORMATION

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

Grants to animal organizations and groups only

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)				
a Paid during the year See Additional Data Table				
Total			3a	15,184,933
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
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.		

[illegible]

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

Sign Here	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.		
	*****	2017-03-23	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below?
 (see instr.) ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name Katy Brown	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00650274
	Firm's name ☐ Armanino LLP			Firm's EIN ☐	94-6214841
	Firm's address ☐ 12657 Alcosta Blvd Ste 500 San Ramon, CA 945834600			Phone no ☐	(925) 790-2600

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Amy D Zeifang	Chairman 10 00	53,871	0	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				
Laune Peek	Secretary 30 00	163,416	16,569	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				
Michael Duffield	Board member 5 00	0	0	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				
Mary Ippoliti-Smith	Executive Leader 40 00	215,500	62,044	0
6150 Stoneridge Mall Rd Suite 125 pleasanton, CA 94588				
Valene Stoltenberg	VP Finance 24 00	133,200	0	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				
Steve Hill	Treasurer 5 00	44,252	0	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				

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)				
a Paid during the year				
Wine Country Animal Lovers PO Box 3 Calistoga, CA 94515	None	Public Charity	Operations	10,000
Windham County Humane Society PO Box 397 Brattleboro, VT 05302	None	Public Charity	Operations	27,250
Whitman County Humane Society PO Box 453 Pullman, WA 99163	None	Public Charity	Operations	1,000
Virginia Polytechnic Institute and State University Phase II Duck Pond Drive - 0442 Blacksburg, VA 24061	None	Educational Institut	Externship	6,600
Valley Humane Society 3670 Nevada Street Pleasanton, CA 94566	None	Public Charity	Adoptions	761,400
Valley Dogs Inc 7534 E Bent Tree Drive Scottsdale, AZ 85266	None	Public Charity	Operations	16,250
University of Wisconsin-Madison School of Veterinary Medicine 2015 Linden Drive Madison, WI 53706	None	Educational Institut	Operations	164,008
University of North Carolina at Charlotte 9201 University City Boulevard Charlotte, NC 28223	None	Educational Institut	Research	22,000
University of Florida 219 Grinter Hall Box 11550 Gainesville, FL 32611	None	Educational Institut	Operations	1,692,987
University of California Davis Veterinary Medical Teaching Hospital Davis, CA 95616	None	Educational Institut	Operations	288,723
Underdog Pet Rescue PO Box 6181 Monona, WI 53716	None	Public Charity	Operations	1,000
Umbrella of Hope 4040 Railroad Avenue Pittsburg, CA 94565	None	Public Charity	Operations	1,000
Tri-Valley Animal Rescue PO Box 11143 Pleasanton, CA 94588	None	Public Charity	Adoptions	56,700
Tony La Russa's Animal Rescue Foundation 2890 Mitchell Drive Walnut Creek, CA 94598	None	Public Charity	Adoptions	1,392,600
The Marine Mammal Center Marin Headlands 2000 Bunker Road Fort Cronkhite Sausalito, CA 94965	None	Public Charity	Operations	1,000
Total ► 3a				15,184,933

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)				
a <i>Paid during the year</i>				
The Haven for Animals PO Box 1063 Fairhope,AL 36533	None	Public Charity	Operations	1,000
Sweetpea Friends of Rutland Animals 1090 Pleasant Street Paxton,MA 01612	None	Public Charity	Operations	10,000
St Hubert's Animal Welfare Center 575 Woodland Avenue PO Box 159 Madison,NJ 07940	None	Public Charity	Operations	15,000
Springfield Humane Society 401 Skitchewaugh Trail Springfield,VT 05156	None	Public Charity	Operations	26,500
SPCA of Tompkins County 1640 Hanshaw Road Ithaca,NY 14850	None	Public Charity	Operations	48,500
South Suburban Humane Society 1103 West End Avenue Chicago Heights,IL 60411	None	Public Charity	Operations	1,000
Shelter Luv 6150 Stoneridge Mall Road Suite 125 Pleasanton,CA 94588	None	Public Charity	Operations	1,500,000
Shelter Animals Count 2700 S Woodlands Village Boulevard Flagstaff,AZ 86001	None	Public Charity	Operations	150,000
Secondhand Animals PO Box 1993 Rosamond,CA 93560	None	Public Charity	Operations	5,000
Second Chance Animal Center PO Box 620 Shaftsbury,VT 05262	None	Public Charity	Adoptions	19,000
Seattle Area Feline Rescue 14717 Aurora Ave N Shoreline,WA 98133	None	Public Charity	Operations	1,000
San Francisco SPCA 201 Alabama Street San Francisco,CA 94103	None	Public Charity	Adoptions	331,300
San Diego Humane Society 5500 Gaines Street San Diego,CA 92110	None	Public Charity	Operations	10,000
Rutland County Humane Society 765 Stevens Road Pitsford,VT 05763	None	Public Charity	Operations	26,500
Ruby Ranch Pet Rescue and Sanctuary PO Box 38233 Phoenix,AZ 85069	None	Public Charity	Medical Care	33,500
Total ▶ 3a				15,184,933

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)				
a <i>Paid during the year</i>				
Ring Dog Rescue PO Box 28632 Richmond,VA 23228	None	Public Charity	Medical Care	9,750
Richmond SPCA 2519 Hermitage Road Richmond,VA 23220	None	Public Charity	Adoptions	59,000
Richmond Animal League 11401 International Drive Richmond,VA 23236	None	Public Charity	Operations	17,750
Richmond Animal Care & Control 1600 Chamberlayne Avenue Richmond,VA 23222	None	Government	Medical Care	42,000
Rescue League PO Box 45468 Phoenix,AZ 85064	None	Public Charity	Medical Care	10,000
Purdue University Hovde Hall of Administration 610 Purdue Mall West Lafayette,IN 47907	None	Educational Institut	Shelter Medicine	86,686
Pupz N Palz Rescue 2625F Coffee Road 193 Modesto,CA 95355	None	Public Charity	Operations	1,000
Puppy Hill Farm 5630 Lone Pine Trail Melrose,FL 32666	None	Public Charity	Operations	47,500
Prince George County Adoption Center 8391 County Drive Disputanta,VA 23842	None	Government	Adoptions	31,000
Petaluma Animal Services Foundation 840 Hopper Street Petaluma,CA 94952	None	Public Charity	Operations	10,000
Pennsylvania SPCA 350 E Erie Avenue Philadelphia,PA 19134	None	Public Charity	Research	66,500
Peninsula Humane Society 1450 Rollins Road Burlingame,CA 94010	None	Public Charity	Operations	1,000
PALS East Bay PO Box 571 Alameda,CA 94501	None	Public Charity	Operations	1,000
PAWS Lee County 965 Pondella Road North Ft Myers,FL 33903	None	Public Charity	Operations	20,250
Oregon Humane Society 1067 NE Columbia Road Portland,OR 97211	None	Public Charity	Operations	10,000
Total ▶ 3a				15,184,933

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)				
a Paid during the year				
Oakland Animal Services 1101 29th Avenue Oakland,CA 94601	None	Government	Operations	1,000
North Country Animal League 16 Mountain View Meadow Road Morrisville,VT 05661	None	Public Charity	Operations	13,500
Nevada Humane Society 2825B Longley Lane Reno,NV 89502	None	Public Charity	Adoptions	752,600
National Kitten Coalition 7371 Atlas Walk Way 212 Gainesville,VA 20155	None	Public Charity	Operations	1,000
Muttville PO Box 410207 San Francisco,CA 94141	None	Public Charity	Operations	1,000
Mobile SPCA 620 Zeigler Circle West Mobile,AL 36608	None	Public Charity	Operations	65,250
Mobile County Animal Shelter 7665 Howells Ferry Road Mobile,AL 36618	None	Government	Medical Care	18,000
Minnesota Wisconsin Collie Rescue 1600 18th Avenue NE Box 68006 Minneapolis,MN 55418	None	Public Charity	Operations	1,000
Mayor's Alliance for NYC's Animals 244 Fifth Avenue Suite R290 New York,NY 10001	None	Public Charity	Operations	2,639,250
Marley's Mutts Dog Rescue 785 Tucker Road Suite G 411 Tehachapi,CA 93561	None	Public Charity	Operations	1,000
Maricopa County Animal Care & Control 2500 South 27th Avenue Phoenix,AZ 85009	None	Government	Operations	112,000
Lucy Mackenzie Humane Society PO Box 702 Brownsville,VT 05037	None	Public Charity	Education	12,250
Los Angeles Animal Services 350 South Grand Avenue 45th Floor Suite 4501 Los Angeles,CA 90071	None	Government	Operations	5,000
Lindsay Wildlife Experience 1931 First Avenue Walnut Creek,CA 94597	None	Public Charity	Operations	1,000
Lee County Domestic Animal Services 5600 Banner Drive Fort Myers,FL 33912	None	Government	Operations	52,000
Total ▶ 3a				15,184,933

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)				
a <i>Paid during the year</i>				
KC Pet Project PO Box 414977 Kansas City, MO 64141	None	Public Charity	Operations	10,000
Kansas State University Department of Clinical Sciences 111B Mosier Hall Manhattan, KS 66506	None	Educational Institut	Externship	6,000
Jameson Animal Rescue Ranch 1224 Adams Street Suite C St Helena, CA 94574	None	Public Charity	Operations	10,000
Iroquois County Animal Rescue 100 NW Lincoln Box 7 Iroquois, IL 60945	None	Public Charity	Operations	1,000
Humane Society Silicon Valley 901 Ames Avenue Milpitas, CA 95035	None	Public Charity	Adoptions	576,700
Humane Society of the United States 2100 L Street NW Washington, DC 20037	None	Public Charity	Adoptions	1,988,979
Humane Society of Southeast Texas PO Box 1629 Beaumont, TX 77704	None	Public Charity	Operations	10,000
Humane Society of Chittenden County 142 Kindness Court South Burlington, VT 05403	None	Public Charity	Medical Care	20,500
Humane Society of Central Orego 61170 SE 27th Street Bend, OR 97702	None	Public Charity	Operations	1,000
Humane Society International 700 Professional Drive Gaithersburg, MD 20879	None	Public Charity	Operations	1,000
Humane Network 7250 Pembroke Dr Reno, NV 89502	None	Public Charity	Education	46,000
Horses Healing Hearts Inc 3494 Camino Tassajara 411 Danville, CA 94506	None	Public Charity	Operations	5,000
HOPE for Animals PO Box 1341 Thibodaux, LA 70302	None	Public Charity	Operations	1,000
Homeward Bound Addison County Humane Society 236 Boardman Street Middlebury, VT 05753	None	Public Charity	Operations	22,500
Hillborough County Pet Resources Foundation 440 N Falkenburg Road Tampa, FL 33619	None	Public Charity	Operations	10,000
Total ▶ 3a				15,184,933

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)				
a <i>Paid during the year</i>				
Henrico Humane Society 1521 Sunset Lane Richmond,VA 23221	None	Public Charity	Foster Care	36,250
Helping Paws Animal Sanctuary 10060 Mallory Parkway East Unit D Saint James City,FL 33956	None	Public Charity	Adoptions	10,500
Helping Hands Pet Rescue 14260 W Newberry Road PMB 140 Newberry,FL 32669	None	Public Charity	Operations	76,000
Haven on Earth Animal League PO Box 61088 Fort Myers,FL 33906	None	Public Charity	Adoptions	9,750
Happy Tails 1408 Mcneil Road RockFalls,IL 61071	None	Public Charity	Operations	1,000
Happy Endings Animal Rescue PO Box 1835 Pinedale,WY 82941	None	Public Charity	Operations	1,000
Hanover County Animal Control PO Box 470 Hanover,VA 23069	None	Government	Medical Care	2,500
HALO Animal Rescue 2500 S 27th Avenue Phoenix,AZ 85009	None	Public Charity	Adoptions	125,250
Haile's Angels Pet Rescue 5231 SW 91st Drive Gainesville,FL 32608	None	Public Charity	Adoptions	26,500
Gulf Coast Humane Society 2010 Arcadia Street Fort Myers,FL 33916	None	Public Charity	Operations	27,000
Good Karma Rescue 1853 County Road Montpelier,VT 05602	None	Public Charity	Medical Care	4,500
Golden Retriever Rescue of Southwest Florida PO Box 110987 Naples,FL 34108	None	Public Charity	Adoptions	4,000
Gainesville Pet Rescue 5403 SW Archer Road Gainesville,FL 32608	None	Public Charity	Operations	56,750
Furever Friends Rescue 1015 East Baseline Road Gilbert,AZ 85233	None	Public Charity	Operations	26,250
Friends of the Mobile Animal Shelter 855 Owens Street Mobile,AL 36604	None	Public Charity	Operations	8,250
Total  3a				15,184,933

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)				
a <i>Paid during the year</i>				
Friends for Life Don Sanders Adoption Center 107 E 22nd Street Houston,TX 77008	None	Public Charity	Operations	1,000
Franklin County Animal Rescue 30 Sunset Meadow St Albans,VT 05478	None	Public Charity	Operations	25,250
Foothills Animal Rescue 23030 North Pima Road Scottsdale,AZ 85255	None	Public Charity	Fundraising	20,000
Fearless Kitty Rescue PO Box 19601 Fountain Hills, AZ 85268	None	Public Charity	Adoptions	9,500
Faunalytics PO Box 6476 Olympia,WA 98507	None	Public Charity	Operations	1,000
Eric & Jessie Decker Foundation 400 Broadhollow Road Suite 301 Melville,NY 11747	None	Public Charity	Operations	1,000
East Bay SPCA 8323 Baldwin Street Oakland,CA 94621	None	Public Charity	Operations	1,000
Deserving Pets Rescue PO Box 371 Red Bluff,CA 96080	None	Public Charity	Operations	1,000
Dane County Humane Society 5132 Voges Road Madison,WI 53718	None	Public Charity	Adoptions	352,900
Dane County Friends of Ferals 627 Post Road Madison,WI 53713	None	Public Charity	Medical Care	2,000
Contra Costa County Animal Services Department 4849 Imhoff Place Martinez,CA 94553	None	Government	Operations	130,000
Clayton Police Department 6000 Heritage Trail Clayton,CA 94517	None	Government	Operations	1,000
City of Rupert Animal Control PO Box 426 Rupert,ID 83350	None	Government	Operations	1,000
City of Prichard Animal Resource Department 2402 Rebel Road Mobile,AL 36610	None	Government	Operations	3,500
City of Mobile Animal Shelter 855 Owens Street Mobile,AL 36604	None	Government	Operations	24,750
Total ▶ 3a				15,184,933

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)				
a <i>Paid during the year</i>				
Chesterfield County 9300 Public Works Road Chesterfield,VA 23832	None	Public Charity	Operations	18,750
Charleston Animal Society 2455 Remount Road N Charleston,SC 29406	None	Public Charity	Operations	10,000
Central Vermont Humane Society 1589 Vermont Route 14 South East Montpilier,VT 05651	None	Public Charity	Operations	38,000
Carroll College 1601 North Benton Avenue Helena,MT 59625	None	Educational Institut	Research	20,000
Caring for Canines 4103 East Fanfol Drive Phoenix,AZ 85028	None	Public Charity	Operations	39,000
CANTER CA 260 Los Miradas Drive Los Gatos,CA 95032	None	Public Charity	Operations	1,000
Brightside Animal Center PO Box 1404 Redmond,OR 97756	None	Public Charity	Operations	1,000
Best Friends Animal Society 5001 Angel Canyon Road Kanab,UT 84741	None	Public Charity	Operations	35,000
Bandit's Adoption and Rescue K-9s 12300 Farrington Road Ashland,VA 23005	None	Public Charity	Operations	5,500
Austin Pets Alive 1156 W Cesar Chavez Street Austin,TX 78703	None	Public Charity	Education	20,000
Association of Shelter Veterinarians 7613 E Via Del Placito scottsdale,AZ 85258	None	Public Charity	Event Sponsorship	5,000
Arizona Poodle Rescue 20270 N Toledo Avenue Maricopa,AZ 85138	None	Public Charity	Adoptions	22,250
Arizona Humane Society 1521 W Dobbins Road Phoenix,AZ 85041	None	Public Charity	Adoptions	164,000
Arizona Animal Welfare League 30 N 40th Place Phoenix,AZ 85034	None	Public Charity	Adoptions	125,000
Animal Welfare Society PO Box 43 West Kennebunk,ME 04094	None	Public Charity	Event Sponsorship	2,000
Total ▶ 3a				15,184,933

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)				
a <i>Paid during the year</i>				
Animal Shelter Action Society Inc 500 N 12th Mayfield, KY 42066	None	Public Charity	Operations	1,000
Animal Rescue Foundation 6140 Rangeline Road Theodore, AL 36582	None	Public Charity	Operations	80,000
Animal Refuge Center 18011 Old Bayshore Road N Ft Myers, FL 33917	None	Public Charity	Operations	18,250
Animal Grantmakers c/o Summerlee Foundation 5956 Sherry Lane Dallas, TX 75225	None	Public Charity	Operations	5,000
Almost Home Humane Society 1705 South 2nd Street Lafayette, IN 47905	None	Public Charity	Operations	1,000
All Breed Rescue 491 Industrial Avenue Williston, VT 05495	None	Public Charity	Operations	17,000
Alachua County Humane Society 4025 NW 6th Street Gainesville, FL 32609	None	Public Charity	Operations	57,750
Alachua County Animal Services 3400 NE 53rd Avenue Gainesville, FL 32609	None	Government	Operations	48,250
Alabama Veterinary Medical Foundation PO Box 3514 Montgomery, AL 36109	None	Public Charity	Operations	10,000
Adams County Animal ShelterAdoption Center 10705 Fulton Street Commerce City, CO 80601	None	Government	Operations	1,000
2557 Organizations - Shelter Animals Count Incentive Grant 6150 Stoneridge Mall Road Suite 125 Pleasanton, CA 94588	None	various	Operations	29,000
Total ▶ 3a				15,184,933

TY 2015 Accounting Fees Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	96,717	14,028		84,664

TY 2015 Activities not Previously Reported Explanation

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Explanation: The Duffield Family Foundation made its first program related investment.

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

TY 2015 Depreciation Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

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
PP&E	2012-12-31	800,268	181,751	SL	7 000000000000	176,396	0		

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

TY 2015 Expenditure Responsibility Statement

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Animal Grantmakers Inc	5956 Sherry Lane Dallas, TX 75225	2015-08-10	5,000	To provide operating support for the organization	0	The grantee has not diverted any portion of the funds	June 30, 2016		The grantor has not conducted any independent verification of grantee reports because it has had no reason to doubt their accuracy or reliability

TY 2015 Investments Corporate Bonds Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Goldman Sachs - 336-0	11,902,353	11,902,353
Northern Trust - 2684641	44,239,870	44,239,870

TY 2015 Investments Corporate Stock Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Northern Trust Company - 2610445	11,231,243	11,231,243
Goldman Sachs - 336-0	76,113,810	76,113,810
Goldman Sachs - 248-5	10,458,797	10,458,797
Goldman Sachs - 112-1	174,087	174,087

TY 2015 Investments - Other Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Other Investments	FMV	93,301,052	93,301,052
Goldman Sachs - 336-0	FMV	12,571,386	12,571,386
Program Related Securities	FMV	2,000,000	2,000,000

**TY 2015 Land, Etc.
Schedule**

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
PP&E	800,268	358,147	442,121	

TY 2015 Legal Fees Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	47,596	99		53,215

TY 2015 Other Assets Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Inv Income Receivable	260,842	247,038	247,038

TY 2015 Other Decreases Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Description	Amount
Unrealized Loss on Investments	14,689,348

TY 2015 Other Expenses Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Supplies	115,012	546		105,297
Bank Fees	56,645	562		69,317
Dues & Subscriptions	13,030	0		13,606
Insurance	135,311	83,575		47,408
Postage & Shipping	17,884	108		17,409
Other Taxes & Filing Fees	240,016	236,557		3,585
Partnership Expenses	62,033	62,033		0
Media Advertising	81,241	19,249		52,720
Foster Care program Expenses	88,276	0		96,433
Portfolio Deductions	952,066	952,066		0
Book/Tax adjustments	1,544,751	0		0
Fees Charged on Reclaimable Tax Refunds	2,859	2,859		0

TY 2015 Other Income Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	233,328	202,218	233,328
Reclaimable Foreign Tax Refund	5,354	5,354	5,354
Other Income	6,069	6,069	6,069
Adoption fee revenue	7,686		7,686

TY 2015 Other Liabilities Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Description	Beginning of Year - Book Value	End of Year - Book Value
Derivative Financial Liability	66,830	88,150
Deferred Tax Liability	317,107	207,727

TY 2015 Other Professional Fees Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Financial Consulting	44,200	38,500		20,900
General Consulting	1,546,270	692,812		920,720
Investment Management	1,444,393	1,444,393		0
IT Consulting	318,495	5,888		316,462
Foster Care Contract Expenses	22,944	0		25,060

TY 2015 Taxes Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes	47,361	47,361		0
Excise Tax Expense	57,300	0		0
Payroll Taxes	135,732	0		135,732

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ 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	OMB No 1545-0047 2015
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Name of the organization The Duffield Family Foundation DBA Maddie's Fund	Employer identification number 94-3362163
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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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 other 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 33¹/₃% 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 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 The Duffield Family Foundation DBA Maddie's Fund	Employer identification number 94-3362163
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Part I Contributors (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		\$ 41,400,000	Person ☒
	The David A Duffield Trust 956 Lakeshore Boulevard		Payroll ☐
	Incline Village, NV 89450		Noncash ☒ (Complete Part II for noncash contributions)
2		\$ 6,023	Person ☒
	Workday Inc 6230 Stone ridge Mall Rd		Payroll ☐
	Pleasanton, CA 94588		Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

Name of organization The Duffield Family Foundation DBA Maddie's Fund	Employer identification number 94-3362163
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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
1	Residential Property - 7 Country Oak Lane, Alamo, CA 94507	\$ 39,000,000	2015-12-16
(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
		\$	
(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

The Duffield Family Foundation
DBA Maddie's Fund

Employer identification number

94-3362163

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.) ► \$ _____
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
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