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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation

WAGS AND MENACE MAKE A DIFFERENCE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

FOUNDATION SOURCE 501 SILVERSIDE RD

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19809-1377

G Check all that apply

☐ Initial return

☐ Final return

☐ Address change

☐ Initial return of a former public charity

☐ Amended return

☐ Name change

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) ▶ \$ 302,473.

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify)

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

A Employer identification number

46-2447133

B Telephone number (see instructions)

(800) 839-1754

C If exemption application is pending, check here. ▶ ☐

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 ▶ ☐

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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)	333,530.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	855.	855.		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a 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)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	334,385.	855.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) [1]	14.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH .2	16,525.			16,525.
24 Total operating and administrative expenses. Add lines 13 through 23.	16,539.			16,525.
25 Contributions, gifts, grants paid	292,050.			292,050.
26 Total expenses and disbursements. Add lines 24 and 25	308,589.			308,575.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	25,796.			
b Net investment income (if negative, enter -0-)		855.		
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					
	2 Savings and temporary cash investments			276,677.	302,473.	302,473.
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	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					
	10a Investments - U S and state government obligations (attach schedule)					
	b Investments - corporate stock (attach schedule)					
	c Investments - corporate bonds (attach schedule)					
	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			276,677.	302,473.	302,473.
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
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					
	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			276,677.	302,473.	
	30 Total net assets or fund balances (see instructions)			276,677.	302,473.	
	31 Total liabilities and net assets/fund balances (see instructions)			276,677.	302,473.	

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	276,677.
2 Enter amount from Part I, line 27a	2	25,796.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	302,473.
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	302,473.

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 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 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))
2015	321,661.	100,204.	3.210061
2014	253,264.	104,101.	2.432868
2013	7,787.	27,502.	0.283143
2012			
2011			

2 Total of line 1, column (d)	2	5.926072
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	1.975357
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	129,555.
5 Multiply line 4 by line 3.	5	255,917.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	9.
7 Add lines 5 and 6.	7	255,926.
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.	8	308,575.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	9.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	9.
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	9.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	9.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	9.
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	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐ 11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ATCH 3 If "Yes," attach the statement required by General Instruction T.	X	
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, ☐		
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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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?	13	X
Website address ▶ N/A		
14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754		
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
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 2016, 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	X
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.

	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	
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 2016? ☐	1c	X
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶		
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 ▶		
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 2016 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 2016.) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2016?	4b	X

Form 990-PF (2016)

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)? ☐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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
ATCH 5		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. ☐

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

[illegible]

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

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.

1	N/A	
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	

Total. Add lines 1 through 3

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	131,528.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	131,528.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	131,528.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	1,973.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	129,555.
6	Minimum investment return. Enter 5% of line 5	6	6,478.

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	6,478.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9.
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	9.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,469.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	6,469.
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	6,469.

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	308,575.
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	308,575.
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	9.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	308,566.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				6,469.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013 6,736.				
d From 2014 248,165.				
e From 2015 316,679.				
f Total of lines 3a through e	571,580.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>308,575.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				6,469.
e Remaining amount distributed out of corpus.	302,106.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	873,686.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	873,686.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013 6,736.				
c Excess from 2014 248,165.				
d Excess from 2015 316,679.				
e Excess from 2016 302,106.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section	4942(j)(3) or	4942(j)(5)
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		Tax year	Prior 3 years			(e) Total
		(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed . .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
(1)	Value of all assets. . . .					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c	"Support" alternative test - enter					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization.					
(4)	Gross investment income .					

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))

CYNTHIA LEE

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

N/A

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 6				
Total			3a	292,050.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	855.	
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)					855.	
13 Total. Add line 12, columns (b), (d), and (e)						855.

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)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2016▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

WAGS AND MENACE MAKE A DIFFERENCE FOUNDATION

Employer identification number

46-2447133

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

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **WAGS AND MENACE MAKE A DIFFERENCE FOUNDATION**Employer identification number
46-2447133**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	LEE, CYNTHIA 1330 SOUTH GLENCOE STREET DENVER, CO 80222	\$ 331,700.	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)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **WAGS AND MENACE MAKE A DIFFERENCE FOUNDATION**

Employer identification number

46-2447133

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **WAGS AND MENACE MAKE A DIFFERENCE FOUNDATION**

Employer identification number

46-2447133

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF EXTENSION FOR 2015	14.
TOTALS	<u>14.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	7,500.	7,500.
STATE OR LOCAL FILING FEES	25.	25.
WEBSITE HOSTING/SUPPORT	9,000.	9,000.
TOTALS	<u>16,525.</u>	<u>16,525.</u>

ATTACHMENT 3FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS. THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS: DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2016, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED \$292,050. THIS AMOUNT REPRESENTS OVER 25% OF THE FOUNDATION'S NET ASSETS OF \$276,677 (AS MEASURED BY FAIR MARKET VALUE) AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2016. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A SUBSTANTIAL CONTRACTION, IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION. THE FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

/

ATTACHMENT 4FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: THE KANGAROO SANCTUARY
GRANTEE'S ADDRESS: PO BOX 4921
CITY, STATE & ZIP: ALICE SPRINGS
FOREIGN PROVINCE: NT
FOREIGN COUNTRY: AUSTRALIA 0871
GRANT DATE: 01/06/2016
GRANT AMOUNT: 1,000.
GRANT PURPOSE: TO PROVIDE VETERINARY CARE AND FOOD FOR KANGAROOS
AMOUNT EXPENDED: 1,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/5/16
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CYNTHIA LEE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC / TREAS 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
3 SISTERS EQUINE RESCUE 2260 NE HWY 20 #610 BOX 454 BEND, OR 97701	N/A PC		MEDICAL FUND	16,350
3 SISTERS EQUINE RESCUE 2260 NE HWY 20 #610 BOX 454 BEND, OR 97701	N/A PC		MEDICAL FUND	4,000
3 SISTERS EQUINE RESCUE 2260 NE HWY 20 #610 BOX 454 BEND, OR 97701	N/A PC		MEDICAL FUND	4,000
AMAZING AUSSIES LETHAL WHITE RESCUE OF ARIZONA PO BOX 26501 SCOTTSDALE, AZ 85255	N/A PC		MEDICAL FUND	3,000
AMAZING AUSSIES LETHAL WHITE RESCUE OF ARIZONA PO BOX 26501 SCOTTSDALE, AZ 85255	N/A PC		MEDICAL FUND	1,700
ANIMAL HUMANE ASSOCIATION OF NEW MEXICO INC 615 VIRGINIA ST SE ALBUQUERQUE, NM 87108	N/A PC		MEDICAL FUND	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANIMAL HUMANE ASSOCIATION OF NEW MEXICO INC 615 VIRGINIA ST SE ALBUQUERQUE, NM 87108		N/A PC	MEDICAL FUND	1,000
BABY WARM INC 54095 S CIR DR REAR #3656 IDYLLWILD, CA 92549		N/A PC	EMERGENCY MEDICAL CARE	2,000
BABY WARM INC 54095 S CIR DR REAR #3656 IDYLLWILD, CA 92549		N/A PC	NEW INCUBATORS FUND FOR ORPHANED NEWBORNS	2,000
BRAMBLEY HEDGE RABBIT RESCUE INC PO BOX 54506 PHOENIX, AZ 85078		N/A PC	MEDICAL FUND	1,000
BRAMBLEY HEDGE RABBIT RESCUE INC PO BOX 54506 PHOENIX, AZ 85078		N/A PC	MEDICAL FUND	1,000
CALIFORNIA COASTAL HORSE RESCUE PO BOX 1646 OAK VIEW, CA 93022		N/A PC	MEDICAL FUND	1,000

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHEYENNE ANIMAL SHELTER-SERVICES 800 SW DR CHEYENNE, WY 82007	N/A PC		EMERGENCY MEDICAL FUND	2,000
CHEYENNE ANIMAL SHELTER-SERVICES 800 SW DR CHEYENNE, WY 82007	N/A PC		MEDICAL FUND	1,000
CHEYENNE ANIMAL SHELTER-SERVICES 800 SW DR CHEYENNE, WY 82007	N/A PC		IN SUPPORT OF 3 CRITTER CAMP SPONSORSHIPS	1,500
CITY OF IDAHO FALLS - ANIMAL SHELTER 2450 HEMMERT AVE IDAHO FALLS, ID 83401	N/A GOV		MEDICAL FUND	1,000
COLORADO ANIMAL RESCUE INC A NONPROFIT CORPORATION 2801 COUNTY RD 114 GLENWOOD SPGS, CO 81601	N/A PC		MEDICAL FUND	6,000
COLORADO ANIMAL RESCUE INC A NONPROFIT CORPORATION 2801 COUNTY RD 114 GLENWOOD SPGS, CO 81601	N/A PC		MEDICAL FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO HORSE RESCUE 10386 N 65TH ST LONGMONT, CO 80503	N/A PC		MEDICAL FUND	3,000
COLORADO HORSE RESCUE 10386 N 65TH ST LONGMONT, CO 80503	N/A PC		MEDICAL FUND	1,000
COLORADO PUPPY RESCUE OF COLORADO 4553 S MOBILE WAY AURORA, CO 80015	N/A PC		MEDICAL FUND	10,000
COLORADO PUPPY RESCUE OF COLORADO 4553 S MOBILE WAY AURORA, CO 80015	N/A PC		MEDICAL FUND	2,000
COLORADO PUPPY RESCUE OF COLORADO 4553 S MOBILE WAY AURORA, CO 80015	N/A PC		MEDICAL FUND	2,000
CRESCENT CITY MARINE MAMMAL REHABILITATION CENTER 424 HOWE DR CRESCENT CITY, CA 95531	N/A PC		SEAL SPONSORSHIP AND TAIL TALE STORYTIME FUND	1,300

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CRESCENT CITY MARINE MAMMAL REHABILITATION CENTER 424 HOWE DR CRESCENT CITY, CA 95531	N/A PC		IN SPONSORSHIP OF 1 SEAL MEDICAL CARE	600
CRESCENT CITY MARINE MAMMAL REHABILITATION CENTER 424 HOWE DR CRESCENT CITY, CA 95531	N/A PC		IN SPONSORSHIP OF 6 SEALS MEDICAL CARE	3,600
CRESCENT CITY MARINE MAMMAL REHABILITATION CENTER 424 HOWE DR CRESCENT CITY, CA 95531	N/A PC		SEAL MEDICAL SPONSORSHIP FUND	600
CRESCENT CITY MARINE MAMMAL REHABILITATION CENTER 424 HOWE DR CRESCENT CITY, CA 95531	N/A PC		SEAL MEDICAL SPONSORSHIP FUND	600
CRESCENT CITY MARINE MAMMAL REHABILITATION CENTER 424 HOWE DR CRESCENT CITY, CA 95531	N/A PC		CHARITABLE EVENT	700
DANBURY ANIMAL WELFARE SOCIETY INC 147 GRASSY PLAIN ST BETHEL, CT 06801	N/A PC		MEDICAL FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DANBURY ANIMAL WELFARE SOCIETY INC 147 GRASSY PLAIN ST BETHEL, CT 06801	N/A PC		MEDICAL FUND	1,000
DENVER DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	N/A PC		CHARITABLE EVENT	5,000
DENVER DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	N/A PC		CHARITABLE EVENT	6,000
DENVER DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	N/A PC		CHARITABLE EVENT	5,000
DOGS DESERVE BETTER INC 1915 MOONLIGHT RD SMITHFIELD, VA 23430	N/A PC		HEARTWORM EMERGENCY MEDICAL FUND	2,000
DOGS DESERVE BETTER INC 1915 MOONLIGHT RD SMITHFIELD, VA 23430	N/A PC		TO SPONSOR 2 DOGS FOR MEDICAL CARE AND FOR NEW BEDS AND TOYS	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF THE SEA LION INC 20612 LAGUNA CANYON RD LAGUNA BEACH, CA 92651	N/A PC	EMERGENCY MEDICAL FUND	6,400
FRIENDS OF THE SEA LION INC 20612 LAGUNA CANYON RD LAGUNA BEACH, CA 92651	N/A PC	IN SPONSORSHIP OF 6 SEALS MEDICAL CARE	3,600
GARFIELD COUNTY ANIMAL WELFARE FOUNDATION INC PO BOX 1375 RIFLE, CO 81650	N/A PC	MEDICAL FUND AND TAIL TALE STORYTIME SPONSORSHIP	2,000
GARFIELD COUNTY ANIMAL WELFARE FOUNDATION INC PO BOX 1375 RIFLE, CO 81650	N/A PC	MEDICAL FUND	11,000
GARFIELD COUNTY ANIMAL WELFARE FOUNDATION INC PO BOX 1375 RIFLE, CO 81650	N/A PC	MEDICAL FUND	3,000
GARFIELD COUNTY ANIMAL WELFARE FOUNDATION INC PO BOX 1375 RIFLE, CO 81650	N/A PC	THE DOG RACE PROGRAM	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL IMPACT 1199 N FAIRFAX ST STE 300 ALEXANDRIA, VA 22314	N/A PC		EMERGENCY MEDICAL CARE FOR THE SLOTH INSTITUTE OF COSTA RICA	1,000
GOOD SAMARITAN PET ADOPTION CENTER 1349 ELM ST DENVER, CO 80220	N/A PC		MEDICAL FUND	1,000
GOOD SAMARITAN PET ADOPTION CENTER 1349 ELM ST DENVER, CO 80220	N/A PC		MEDICAL FUND	1,000
GUNNISON VALLEY ANIMAL WELFARE LEAGUE INC PO BOX 1834 GUNNISON, CO 81230	N/A PC		MEDICAL FUND	1,000
GUNNISON VALLEY ANIMAL WELFARE LEAGUE INC PO BOX 1834 GUNNISON, CO 81230	N/A PC		MEDICAL FUND	1,000
HEART OF THE VALLEY HUMANE SOCIETY INC PO BOX 11390 BOZEMAN, MT 59719	N/A PC		MEDICAL FUND	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEAVENLY HORSE HAVEN 58290 MARLIS LN ANZA, CA 92539	N/A PC		MEDICAL FUND	12,000
HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT INC 2396 OVERSEAS HWY MARATHON, FL 33050	N/A PC		MEDICAL FUND	1,000
HUMANE SOCIETY OF MOFFAT COUNTY PO BOX 1587 CRAIG, CO 81626	N/A PC		MEDICAL FUND	1,000
HUMANE SOCIETY OF MOFFAT COUNTY PO BOX 1587 CRAIG, CO 81626	N/A PC		MEDICAL FUND	1,000
HUMANE SOCIETY OF UTAH PO BOX 573659 MURRAY, UT 84157	N/A PC		MEDICAL FUND	1,000
INTERNATIONAL ANIMAL RESCUE US PO BOX 137 SHREWSBURY, MA 01545	N/A PC		EMERGENCY MEDICAL CARE FOR ORANGUTANS AND SLOTH BEARS	5,800

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL ANIMAL RESCUE US PO BOX 137 SHREWSBURY, MA 01545	N/A PC	MEDICAL FUND	3,000
INTERNATIONAL ANIMAL RESCUE US PO BOX 137 SHREWSBURY, MA 01545	N/A PC	MEDICAL CARE FOR BABY ORANGUTANS FUND	3,000
LARIMER HUMANE SOCIETY 5137 S COLLEGE AVE FORT COLLINS, CO 80525	N/A PC	3 CRITTER CAMPS, PET CALENDAR, AND MEDICAL FUND	4,100
LUCKY DOG RESCUE INC 4401 MARK DABLING BLVD STE 10 COLORADO SPGS, CO 80907	N/A PC	MEDICAL FUND	2,000
MARINE MAMMAL CARE CENTER LOS ANGELES 3601 S GAFFEY ST, #8 SAN PEDRO, CA 90731	N/A PC	IN SPONSORSHIP OF 2 SEALS MEDICAL CARE	2,000
MARINE MAMMAL CENTER 2000 BUIKER RD, FORT CRONKHITE SAUSALITO, CA 94965	N/A PC	EMERGENCY MEDICAL FUND	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOUNTAIN PET RESCUE PO BOX 1841 WINTER PARK, CO 80482	N/A PC		MEDICAL FUND	2,000
NATIONAL GREAT PYRENEES RESCUE 81 BARNUM RD MAPLECREST, NY 12454	N/A PC		MEDICAL FUND	1,000
NATIONAL GREAT PYRENEES RESCUE 81 BARNUM RD MAPLECREST, NY 12454	N/A PC		EMERGENCY MEDICAL CARE FUND	1,000
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPGS, CO 80908	N/A PC		MEDICAL FUND	5,000
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPGS, CO 80908	N/A PC		MEDICAL FUND	2,000
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPGS, CO 80908	N/A PC		MEDICAL FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEVADA HUMANE SOCIETY INC 2825 LONGLEY LN STE B RENO, NV 89502	N/A PC	MEDICAL FUND	1,000
NEVADA HUMANE SOCIETY INC 2825 LONGLEY LN STE B RENO, NV 89502	N/A PC	MEDICAL FUND	1,000
PETAID COLORADO 191 YUMA ST DENVER, CO 80223	N/A PC	MUTTS AND MODELS VIP SPONSOR PROGRAM	7,500
RANGELY FURRY FRIENDS INC 209 E MAIN ST RANGLEY, CO 81648	N/A PC	MEDICAL FUND	2,000
RED DESERT HUMANE SOCIETY INC 310 YELLOWSTONE RD ROCK SPRINGS, WY 82901	N/A PC	MEDICAL FUND	1,000
RED DESERT HUMANE SOCIETY INC 310 YELLOWSTONE RD ROCK SPRINGS, WY 82901	N/A PC	MEDICAL FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIDGEFIELD OPERATION FOR ANIMAL 45 S ST RIDGEFIELD, CT 06877	N/A PC	MEDICAL FUND	1,000
RIDGEFIELD OPERATION FOR ANIMAL 45 S ST RIDGEFIELD, CT 06877	N/A PC	MEDICAL FUND	1,000
SECOND CHANCE HUMANE SOCIETY INC PO BOX 2096 RIDGWAY, CO 81432	N/A PC	MEDICAL FUND	2,000
SECOND CHANCE HUMANE SOCIETY INC PO BOX 2096 RIDGWAY, CO 81432	N/A PC	MEDICAL FUND	1,000
SPIRIT WIND HORSE RESCUE PO BOX 27 HOTCHKISS, CO 81419	N/A PC	MEDICAL FUND	18,000
SPIRIT WIND HORSE RESCUE PO BOX 27 HOTCHKISS, CO 81419	N/A PC	MEDICAL FUND	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPIRIT WIND HORSE RESCUE PO BOX 27 HOTCHKISS, CO 81419	N/A PC	MEDICAL FUND	4,000
SPIRIT WIND HORSE RESCUE PO BOX 27 HOTCHKISS, CO 81419	N/A PC	IN SUPPORT OF 12 HORSES 4 CREAMS, SPENCER, TAINA, MIKASI, SAGEWIND, JUSTICE, JOURNEY, HARRINGTON AND BAINBRIDGE	12,000
SPIRIT WIND HORSE RESCUE PO BOX 27 HOTCHKISS, CO 81419	N/A PC	IN SUPPORT OF CLEAN DRINKING WATER FOR ADOPTED WILD MUSTANGS	1,200
THE DELTA GAMMA ANCHOR CENTER FOR BLIND CHILDREN 2550 ROSLYN ST DENVER, CO 80238	N/A PC	CHRISTMAS GIFTS / MUSICAL INSTRUMENTS FUND	1,000
THE HUMANE SOCIETY OF BOULDER VALLEY INC 2323 55TH ST BOULDER, CO 80301	N/A PC	MEDICAL CARE FOR A SHELTER DOG	1,000
THE HUMANE SOCIETY OF BOULDER VALLEY INC 2323 55TH ST BOULDER, CO 80301	N/A PC	SHELTER ANIMAL MEDICAL FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONFLD)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE HUMANE SOCIETY OF BOULDER VALLEY INC 2323 55TH ST BOULDER, CO 80301	N/A PC	MEDICAL CARE FOR A SHELTER DOG	1,000
THE HUMANE SOCIETY OF BOULDER VALLEY INC 2323 55TH ST BOULDER, CO 80301	N/A PC	IN SPONSORSHIP OF THE DOG RACE PROGRAM	15,000
THE HUMANE SOCIETY OF BOULDER VALLEY INC 2323 55TH ST BOULDER, CO 80301	N/A PC	CHARITABLE EVENT	4,000
THE KANGAROO SANCTUARY PO BOX 4921 ALICE SPRINGS NT AUSTRALIA 0871	N/A OTHER	TO PROVIDE VETERINARY CARE AND FOOD FOR KANGAROOS	1,000
TOUCAN RESCUE RANCH INC 8233 EAGLENEST RD SPARKS, NV 89436	N/A PC	EMERGENCY MEDICAL CARE FUND	2,000
UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDL 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A PC	MEDICAL CARE FOR 1 BABY ELEPHANT	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDL 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A	PC	MEDICAL CARE FOR 2 BABY ELEPHANTS	2,000
UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDL 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A	PC	MEDICAL CARE FOR 2 BABY ELEPHANTS	2,000
UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDL 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A	PC	MEDICAL CARE FOR 2 BABY ELEPHANTS	2,000
UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDL 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A	PC	ORPHANS PROJECT	2,000
UPPER VALLEY HUMANE SOCIETY INC 300 OLD RTE 10 ENFIELD, NH 03748	N/A	PC	MEDICAL FUND	2,000
WAGGYTAIL RESCUE INC 170 NORFOLK ST APT 10 NEW YORK, NY 10002	N/A	PC	MEDICAL FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WETLANDS AND WILDLIFE CARE CENTER 21900 PACIFIC COAST HWY HUNTINGN BCH, CA 92646	N/A PC	BROWN PELICAN MEDICAL FUND	1,000
WETLANDS AND WILDLIFE CARE CENTER 21900 PACIFIC COAST HWY HUNTINGN BCH, CA 92646	N/A PC	BABY DUCKS AND SHOWERS FUND	1,000
WILD BURRO RESCUE AND PRESERVATION PROJECT 2351 S HWY 395 OLANCHA, CA 93549	N/A PC	MEDICAL FUND	4,500
WILD BURRO RESCUE AND PRESERVATION PROJECT 2351 S HWY 395 OLANCHA, CA 93549	N/A PC	MEDICAL FUND	1,000
WILDLIFE CONSERVATION GLOBAL INC 1615 RIVERSIDE AVE JACKSONVILLE, FL 32204	N/A PC	GIRAFFE CONSERVATION FOUNDATION'S MEDICAL FUND	1,000
ZOOH CORNER RABBIT RESCUE PO BOX 2192 SAN GABRIEL, CA 91778	N/A PC	MEDICAL FUND	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 6 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

ZOOH CORNER RABBIT RESCUE
PO BOX 2192
SAN GABRIEL, CA 91778

N/A
PC

PURPOSE OF GRANT OR CONTRIBUTION

MEDICAL FUND

AMOUNT

1,000

TOTAL CONTRIBUTIONS PAID

292,050