

For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017

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 ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 308,427,602	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)		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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	9,350			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,492	15,492		
	4 Dividends and interest from securities . . .	4,796,531	4,796,531		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,748,441			
	b Gross sales price for all assets on line 6a 42,897,077				
	7 Capital gain net income (from Part IV, line 2) . . .		7,748,441		
	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)	 203,938	-54,584		
	12 Total. Add lines 1 through 11	12,773,752	12,505,880		
	13 Compensation of officers, directors, trustees, etc	579,310	0		579,310
	14 Other employee salaries and wages	1,363,917	0		1,367,867
	15 Pension plans, employee benefits	425,642	0		425,285
	16a Legal fees (attach schedule)	 20,239	0		20,086
	b Accounting fees (attach schedule)	 105,800	15,142		95,819
	c Other professional fees (attach schedule)	 3,769,807	2,411,719		1,307,879
	17 Interest	13,986	13,986		0
	18 Taxes (attach schedule) (see instructions) . . .	 279,577	45,263		142,126
	19 Depreciation (attach schedule) and depletion . . .	 223,534	0		
	20 Occupancy	302,824	260,444		54,783
	21 Travel, conferences, and meetings	203,754	0		194,546
	22 Printing and publications				
	23 Other expenses (attach schedule)	 2,116,898	1,299,923		532,378
	24 Total operating and administrative expenses. Add lines 13 through 23	9,405,288	4,046,477		4,720,079
	25 Contributions, gifts, grants paid	16,588,619			20,566,215
	26 Total expenses and disbursements. Add lines 24 and 25	25,993,907	4,046,477		25,286,294
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-13,220,155			
	b Net investment income (if negative, enter -0-)		8,459,403		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,269,372	4,156,538	4,156,538
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	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	368,292	269,970	269,970
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	97,977,937 	108,252,753	108,252,753
	c	Investments—corporate bonds (attach schedule)	56,142,223 	69,381,363	69,381,363
	11	Investments—land, buildings, and equipment basis ▶ 39,343,247 Less accumulated depreciation (attach schedule) ▶ _____	39,322,193 	39,343,247	39,343,247
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	107,872,438 	86,158,653	86,158,653
	14	Land, buildings, and equipment basis ▶ 1,208,359 Less accumulated depreciation (attach schedule) ▶ 555,720	442,121	652,639	652,639
15	Other assets (describe ▶ _____)	 247,038 	 212,439 	 212,439	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	309,641,719	308,427,602	308,427,602	
Liabilities	17	Accounts payable and accrued expenses	670,340	887,310	
	18	Grants payable	13,897,095	9,419,500	
	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 ▶ _____)	 295,877 	456,123	
	23	Total liabilities (add lines 17 through 22)	14,863,312	10,762,933	
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	294,778,407	297,664,669	
	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)	294,778,407	297,664,669		
31	Total liabilities and net assets/fund balances (see instructions) .	309,641,719	308,427,602		

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	294,778,407
2	Enter amount from Part I, line 27a	2	-13,220,155
3	Other increases not included in line 2 (itemize) ▶ 	3	16,106,417
4	Add lines 1, 2, and 3	4	297,664,669
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	297,664,669

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 Realized gain on investments			2016-12-31
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 42,897,077		35,148,636	7,748,441
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			7,748,441
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	7,748,441
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))
2015	19,884,513	300,776,322	0 066111
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

2 Total of line 1, column (d)	2	0 335032
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 067006
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	299,562,844
5 Multiply line 4 by line 3	5	20,072,508
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	84,594
7 Add lines 5 and 6	7	20,157,102
8 Enter qualifying distributions from Part XII, line 4	8	26,220,560

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

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

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	84,594
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	84,594
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	84,594
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	172,103
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	172,103
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	87,509
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 87,509 Refunded ▶	11	0

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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 ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, FL, GA, IL, IN, MD, MA, MN, NY, NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	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 www.maddiesfund.org	13	Yes	
14	The books are in care of Valerie Stoltenberg Telephone no (925) 310-5450			

Located at **6150 Stoneridge Mall Road No 125 Pleasanton CA** ZIP+4 **94588**

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? 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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 2016? ☐	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 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 ▶ 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 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		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 2016?	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
Organizations relying on a current notice regarding disaster assistance check here.		☐		No
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
If "Yes" to 6b, file Form 8870				No
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	186,776	36,717	0
Sharon Fletcher 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Director of Mktg & C 40 00	129,250	45,377	0
Iars Rabbe 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Chief Information Of 40 00	126,675	12,607	0
Michelle Thompson 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Director of Grants 40 00	115,500	21,127	0
Lynn Fridley 6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588	Co-director of educa 40 00	99,606	8,306	0
Total number of other employees paid over \$50,000.				17

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	763,750
WinWire Technologies Inc 2350 Mission College Blvd Ste 925 Santa Clara, CA 95054	Pet Assistance App Development	364,800
3D Exhibits Inc Dept 20-EXH-001 PO Box 5940 Carol Stream, IL 601975940	Event Management Company	202,975
Olive Development LLC 1 Middle Street Ste 220 Portsmouth, NH 03801	Website development and Maintenance	157,875
Trickey Jennus Inc 5300 W Cyprus St Ste 285 tampa, FL 33607	Marketing	132,677
Total number of others receiving over \$50,000 for professional services. ►		19

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 Incentive Grants - last 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.	3,567,500
2 Technology - this year we partnered with Adopt-A-Pet on five technical projects to increase adoptions and public engagement. The projects have been initiated and we will begin seeing results next year.	2,030,000
3 Shelter Medicine Grants - we provided funding for shelter medicine training at veterinary colleges, and supported their response to disease outbreaks across the country. One of the disease outbreaks was at NYC Animal Care and Control, with 300 cats at risk of being euthanized due a flu outbreak. Due to collaboration and our funding, nearly all of those cats were saved!	1,939,599
4 Research Grants - this year we introduced Maddie's Idea Lab, with three kinds of research funding available. Phase 1 - 4 Project, Basic Research Projects and Summer Scholars. 38 projects were approved for funding this year.	1,906,765

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Shelterluv - 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.	500,000
2 _____	

All other program-related investments. See instructions.	
3 _____	

Total. Add lines 1 through 3. ►	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	258,047,677
b	Average of monthly cash balances.	1b	6,734,668
c	Fair market value of all other assets (see instructions).	1c	39,342,370
d	Total (add lines 1a, b, and c).	1d	304,124,715
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	304,124,715
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,561,871
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	299,562,844
6	Minimum investment return. Enter 5% of line 5.	6	14,978,142

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	14,978,142
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	84,594
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	84,594
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	14,893,548
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	14,893,548
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	14,893,548

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	25,286,294
b	Program-related investments—total from Part IX-B.	1b	500,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	434,266
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	26,220,560
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	84,594
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	26,135,966

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				14,893,548
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				2,425,543
d From 2014.				10,098,755
e From 2015.				4,947,617
f Total of lines 3a through e.	17,471,915			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 26,220,560				
a Applied to 2015, 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 2016 distributable amount.				14,893,548
e Remaining amount distributed out of corpus	11,327,012			
5 Excess distributions carryover applied to 2016 (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	28,798,927			
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 2015 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 2017				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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	28,798,927			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				2,425,543
c Excess from 2014.				10,098,755
d Excess from 2015.				4,947,617
e Excess from 2016.				11,327,012

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	16,601,119
b <i>Approved for future payment</i>				
Total			3b	0

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	15,492	
4 Dividends and interest from securities.			14	4,796,531	
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.	900000	197,004	14	6,934	
8 Gain or (loss) from sales of assets other than inventory	900000	61,518	18	7,686,923	
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).		258,522		12,505,880	0
13 Total. Add line 12, columns (b), (d), and (e).			13		12,764,402

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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.

*****	2018-03-05	*****
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below?
 (see instr. 12) ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	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	55,594	4,895	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				
Laurie Peek	Secretary 30 00	165,781	18,704	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	220,875	63,002	0
6150 Stoneridge Mall Rd Suite 125 pleasanton, CA 94588				
Valerie Stoltenberg	VP Finance 24 00	137,060	16,017	0
6150 Stoneridge Mall Rd Suite 125 Pleasanton, CA 94588				
Steve Hill	Treasurer 5 00	29,680	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 <i>Paid during the year</i>				
Acadiana Animal Aid 142 Le Medicin Rd Carencro, LA 70520	None	PC	Operations	1,500
Adopt a Homeless Animal Rescue PO Box 65351 Baltimore, MD 21212	None	PC	Operations	1,000
Adopt-A-Petcom 310 N Indian Hill Blvd 800 Claremont, CA 91711	None	PC	Technology	2,030,000
Alachua County Humane Society 4205 NW 6th Street Gainesville, FL 32606	None	PC	Operations	6,000
All Breed Rescue 491 Industrial Avenue Williston, VT 05495	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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>				
Allen County SPCA 4914 Hanna Street Fort Wayne, IN 46806	None	PC	Program Support	4,000
Alliance for Contraception in Cats & Dogs 11145 NW Old Cornelius Pass Road Portland, OR 97231	None	PC	Operations	75,000
Almost Home Humane Society PO Box 134 Lafayette, IN 47902	None	PC	Program Support	4,057
Animal Allies Humane Society 4006 Airport Road Duluth, MN 55811	None	PC	Program Support	5,000
Animal Care Centers of NYC 11 Park Place Suite 805 New York, NY 10007	None	PC	Program Support	343,426
Total ▶ 3a				16,601,119

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 Coalition of Tampa 1719 W Lemon Street Tampa, FL 33606	None	PC	Operations	1,000
Animal Grantmakers c/o T Doelger Tst for Animals 405 14th Street Ste 206 Oakland, CA 94612	None	PC	Operations	45,000
Animal Rescue Kare PO Box 427 Munfordville, KY 42765	None	PC	Program Support	6,000
Animal Rescue Konnection 9 Skipper Way Gloucester, MA 01930	None	PC	Research	13,000
Animal Rescue League of Boston 10 Chandler St Boston, MA 02116	None	PC	Program Support	10,000
Total ▶ 3a				16,601,119

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 Resource Team 4171 Ball Rd G-352 Cypress, CA 90630	None	PC	Program Support	5,000
Animal Shelter Assistance Program PO Box 357 Goleta, CA 93116	None	PC	Operations	1,500
Animal Shelter Foundation PO Box 13858 Tallahassee, FL 32317	None	PC	Operations	500
Animal Welfare Federation of New Jersey 1432 Route 179 North Lambertville, NJ 08530	None	PC	Operations	5,000
Animal Welfare League of Alexandria 401 Eisenhower Ave Alexandria, VA 22304	None	PC	Operations	500
Total 				16,601,119
3a				

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 Welfare Program 28 State House Station Augusta, ME 04333	None	PC	Operations	1,000
Animal Welfare Society PO Box 43 West Kennebunk, ME 04094	None	PC	Operations	1,800
AnimalKind PO Box 12568 Raleigh, NC 276052568	None	PC	Program Support	5,000
Appalachian Great Pyrenees Association 8976 Battlefield Park Road Richmond, VA 23231	None	PC	Operations	500
Arizona Animal Welfare League 30 N 40th Place Phoenix, AZ 85034	None	PC	Operations	6,000
Total ▶ 3a				16,601,119

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>				
Arizona Humane Society 1521 W Dobbins Road Phoenix, AZ 85041	None	PC	Program Support	20,000
Arizona State University Box 871104 Tempe, AZ 85287	None	PC	Research	160,000
ASPCA 520 Eighth Avenue 7th Floor New York, NY 10018	None	PC	Operations	615,012
ASPCI PO Box 566 Pell City, AL 35125	None	PC	Operations	500
Augusta Animal Services 4164 Mack Lane Augusta, GA 30906	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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>				
Aurora Animal Shelter 15750 East 32nd Avenue Aurora, CO 80030	None	PC	Operations	1,000
Austin Animal Services 7201 Levander Loop Bldg A Austin, TX 78702	None	PC	Education	180,000
Austin Animal ServicesAnimal Care Centers of NYC 11 Park Place Suite 805 New York, NY 10007	None	PC	Research	5,000
Austin Animal ServicesFriends of VCAS 600 Aviation Drive Camarillo, CA 93010	None	PC	Research	5,000
Austin Animal ServicesKC Pet Project 4400 Raytown Road Kansas City, MO 64129	None	PC	Research	5,000
Total 				16,601,119
3a				

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>				
Austin Animal ServicesLos Angeles Animal Services 221 North Figueroa St Suite 600 Los Angeles, CA 90012	None	PC	Research	5,000
Austin Animal ServicesLouisville Metro Animal Services 3705 Manslick Road Louisville, KY 40065	None	PC	Research	5,000
Austin Animal ServicesPima Animal Care Center 4000 N Silverbell Rd Tuscon, AZ 85745	None	PC	Research	5,000
Austin Humane Society 124 W Anderson Lane Austin, TX 78752	None	PC	Program Support	4,995
Austin Pets Alive 1156 W Cesar Chavez Street Austin, TX 78703	None	PC	Operations	894,950
Total ▶ 3a				16,601,119

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>				
Baltimore Animal Rescue and Care Shelter (BARCS) 301 Stockholm St Baltimore, MD 21230	None	PC	Program Support	5,000
Baltimore Research and Education Foundation Research Svc VA Med Center 10 N Greene St Baltimore, MD 21201	None	PC	Research	27,500
Bark Avenue Foundation 3940 Laurel Canyon Blvd Suite 1506 Studio City, CA 91604	None	PC	Program Support	5,000
Berkeley Animal Care Services 1 Bolivar Drive Berkeley, CA 94710	None	PC	Operations	1,000
Berkeley Humane 2700 Ninth Street Berkeley, CA 94710	None	PC	Operations	50,000
Total ▶ 3a				16,601,119

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>				
Best Friend Dog & Animal Adoption PO Box 335 Cranford, NJ 07016	None	PC	Operations	500
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	None	PC	Operations	1,200,000
Bexar County Animal Control 233 N Pecos La Trinidad Ste 450 San Antonio, TX 78207	None	PC	Operations	10,000
Bishop Animal Shelter SPCA 5718 21st Ave W Bradenton, FL 34209	None	PC	Operations	1,000
Bitter Root Humane Association PO Box 57 Hamilton, MT 59840	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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>				
Blue Mountain Humane Society 7 E George Street Walla Walla, WA 99362	None	PC	Program Support	5,000
Bound Angels 23823 Malibu Rd 50 Malibu, CA 90265	None	PC	Program Support	5,000
Brandywine Valley SPCA 1212 Phoenixville Pike West Chester, PA 19380	None	PC	Program Support	5,000
Brightside Animal Center PO Box 1404 Redmond, OR 97756	None	PC	Operations	1,000
Cache Humane Society 2370 W 200 N Logan, UT 84321	None	PC	Program Support	5,000
Total 				16,601,119
3a				

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>				
CANTER CA 2651 Meadow Glen Drive San Ramon, CA 95583	None	PC	Operations	1,000
Capital Area Humane Society 7095 West Grant River Ave Lansing, MI 49906	None	PC	Program Support	5,000
Cat Adoption Team 14175 SW Galbreath Dr Sherwood, OR 97140	None	PC	Research	65,500
Cat Town PO Box 18675 Oakland, CA 94619	None	PC	Education	250,500
CatCafe Lounge 425 15th St Manhattan Beach, CA 90266	None	PC	Program Support	5,000
Total 3a				16,601,119

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>				
Cause 4 Paws Rescue Crew 17216 Saticoy Avenue Lake Balboa, CA 91406	None	PC	Program Support	5,000
Central Missouri Humane Society 616 Big Bear Blvd Columbia, MO 65202	None	PC	Program Support	3,700
Charleston Animal Society 2455 Remount Road N Charleston, SC 29406	None	PC	Education	376,000
Charlottesville-Albemarle SPCA PO Box 7047 Charlottesville, VA 22906	None	PC	Program Support	5,000
ChattaNeuter 5950 Brainerd Road Chattanooga, TN 37421	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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>				
Cherished Life 781 Racetime Road Westfield, IN 46074	None	PC	Education	3,000
Cherokee County Animal Shelter 1015 Univeter Road Canton, GA 30115	None	PC	Operations	1,000
Chesapeake Feline Association PO Box 743 Northeast, MD 21901	None	PC	Operations	1,500
Citrus County Animal Services 4030 S Airport Road Inverness, FL 34450	None	PC	Operations	2,000
City of Boston Animal Care and Control 1010 Massachusetts Ave Boston, MA 02118	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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>				
City of Dallas Police Department 187 SE Court St Dallas, OR 97338	None	PC	Operations	1,000
City of Huntsville Animal Services 4950 Triana Blvd Huntsville, AL 35805	None	PC	Operations	11,000
City of Idaho Falls Animal Shelter 2450 Hemmert Ave Idaho Falls, ID 83401	None	PC	Operations	2,000
City of Port St Lucie Animal Control 1133 SW South Macedo Boulevard Port St Lucie, FL 34983	None	PC	Operations	2,000
City of Rexburg Animal Shelter PO Box 280 Rexburg, ID 83440	None	PC	Program Support	4,250
Total ▶ 3a				16,601,119

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>				
City of Stockton Animal Shelter 1575 S Lincoln St Stockton, CA 95206	None	PC	Shelter Medicine	28,029
City of Weatherford Animal Services PO Box 255 Weatherford, TX 76086	None	PC	Operations	1,000
Clay County Animal Rescue and Shelter PO Box 623 Flora, IL 62839	None	PC	Program Support	5,000
Clear Creek Cat Rescue PO Box 15231 Fritz Creek, AK 99603	None	PC	Program Support	5,000
Cleveland County Health Department 200 South Post Road Shelby, NC 28152	None	PC	Operations	500
Total ▶ 3a				16,601,119

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>				
Coalition to Unchain Dogs Inc PO Box 3259 Durham, NC 27705	None	PC	Program Support	5,000
Colorado State University College of Veterinary Medicine Biomedical Sciences 1601 Campus Del Fort Collins, CO 805251601	None	PC	Research	5,500
Contra Costa County Animal Services Department 4800 Imhoff Place Martinez, CA 94553	None	PC	Program Support	5,000
Coos County Animal Shelter 92960 Southport Rd Coos Bay, OR 97420	None	PC	Operations	1,000
Cornell University 130 East Seneca Street Suite 400 Ithaca, NY 14850	None	PC	Operations	20,000
Total 				16,601,119
3a				

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>				
Cornell University 130 East Seneca Street Suite 400 Ithaca, NY 14850	None	PC	Shelter Medicine	266,152
Cranston Animal Control 920 Phenix Ave Cranston, RI 02921	None	PC	Operations	1,000
Critters Without Litters 4300 Stine Rd 720 Bakersfield, CA 93313	None	PC	Program Support	5,000
Dakin Humane Society 171 Union St Springfield, MA 01005	None	PC	Operations	1,000
Dallas Companion Animals PO Box 793374 Dallas, TX 75379	None	PC	Operations	1,500
Total ▶ 3a				16,601,119

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>				
Dan Cosgrove Animal Shelter 749 East Main Street Branford, CT 06405	None	PC	Operations	500
Dane County Humane Society 5132 Voges Road Madison, WI 537186940	None	PC	Operations	3,000
Delaney's Dog 17144 Lanark Street Van Nuys, CA 91406	None	PC	Program Support	5,000
Delaware Valley Doberman Pinscher Assistance Inc 357 Third Avenue Phoenixville, PA 19460	None	PC	Operations	1,000
Delaware Valley Golden Retriever Rescue 60 Vera Cruz Road Reinholds, PA 17569	None	PC	Operations	500
Total 				16,601,119
3a				

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>				
Deming Animal Guardians 14325 Hway 549 SE Deming, NM 88030	None	PC	Program Support	10,000
Dogs Playing for Life 728 Rocky Mountain Place Longmont, CO 80504	None	PC	Operations	1,500
Dubuque Regional Humane Society 4242 Chavanelle Road Dubuque, IA 52002	None	PC	Operations	4,000
Dumb Friends League 2080 S Quebec Street Denver, CO 80231	None	PC	Foster Care	300,000
Duo Duo Project 1030 E El Camino Real 302 Sunnyvale, CA 94087	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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>				
Dylan's Hearts 3508-A Gaston Rd Greensboro, NC 27407	None	PC	Program Support	5,000
East Bay SPCA 8323 Baldwin Street Oakland, CA 946211977	None	PC	Operations	1,000
Edward Charles Foundation 269 South Beverly Drive Suite 338 Beverly Hills, CA 90212	None	PC	Operations	750,000
Effingham County Animal Shelter 307 Hwy 119 South Springfield, GA 31329	None	PC	Operations	500
Eskie Rescuers United 8620 Allenswood Rd Randallstown, MD 21133	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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Espanola Valley Humane Society 108 Hamm Parkway Espanola, NM 87532	None	PC	Operations	500
Faunalytics PO Box 6476 Olympia, WA 98507	None	PC	Operations	1,000
Fayette County Humane Society 153 S Main St Ste 3 Washington Court, OH 43160	None	PC	Program Support	5,000
Fear Free LLC PO Box 2775 Twin Falls, ID 83303	None	PC	Education	8,539
Fearless Kitty Rescue PO Box 19601 Fountain Hills, AZ 85268	None	PC	Program Support	5,000
Total 3a				16,601,119

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Felines Under Rescue (FUR) PO Box 1788 Dothan, AL 36302	None	PC	Program Support	5,000
Fetching Tails Foundation PO Box 463 Itasca, IL 60143	None	PC	Program Support	5,000
Fix Our Ferals PO Box 13083 Berkeley, CA 947124083	None	PC	Operations	50,000
Flagler Humane Society 1 Shelter Drive Palm Coast, FL 32137	None	PC	Program Support	4,500
Foothills Animal Rescue 23030 North Pima Road Scottsdale, AZ 85255	None	PC	Program Support	5,000
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For Cats Sake UCC Fund PO Box 341246 West Milwaukee, WI 53234	None	PC	Program Support	5,000
For Our Friends PO Box 203 Oakland Gardens, NY 11364	None	PC	Operations	500
Forever Paws Animal Shelter 300 Lynnwood St Fall River, MA 02721	None	PC	Operations	1,000
Forgotten Cats Inc 4023 Kennett Pike Greenville, DE 19807	None	PC	Program Support	5,000
Fortunate Ferals POBox 933 Alva, FL 33920	None	PC	Program Support	5,000
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Franklin County Animal Shelter 550 Industry Road Farmington, ME 04938	None	PC	Program Support	5,000
Friends of the Bell County Animal Shelter 715 HWY 1534 Pineville, KY 40977	None	PC	Program Support	5,000
Friends of the Burlington County Animal Shelter PO Box 595 Mt Laurel, NJ 08054	None	PC	Operations	500
Friends of the Cleveland Kennel PO Box 770423 Cleveland, OH 44107	None	PC	Operations	1,500
Friends of the Palm Springs Animal Shelter 4575 E Mesquite Ave Palm Springs, CA 92264	None	PC	Operations	500
Total ▶ 3a				16,601,119

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Name and address (home or business)				
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Front Street Animal Shelter 2127 Front Street Sacramento, CA 95818	None	PC	Program Support	5,000
FurEver Animal Rescue 2687 Cornelius Drive San Pablo, CA 94806	None	PC	Program Support	5,000
Furry Friends Rescue Center 2775 Ranger Road Clover, SC 29710	None	PC	Operations	1,000
Gainesville Police Operations Division K-9 Unit 545 NW 8th Ave Gainesville, FL 32601	None	PC	Operations	500
Galveston Island Humane Society 6814 Broadway Galveston, TX 77554	None	PC	Operations	1,000
Total 				16,601,119
3a				

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Name and address (home or business)				
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Garden State German Shepherd Rescue PO Box 495 Edison, NJ 08818	None	PC	Operations	500
Genesee County Animal Control G-4351 West Pasadena Flint, MI 48504	None	PC	Operations	1,500
Gilchrist County Animal Services 1799 NW 10th Street Bell, FL 32619	None	PC	Operations	1,000
Good Karma Animal Rescue of MN 9510 Glacier Lane N Maple Grove, MN 55369	None	PC	Operations	1,000
Grassroots Animal Rescue PO Box 225 Starkville, MS 39760	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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Name and address (home or business)				
a <i>Paid during the year</i>				
Great Plains SPCA 5428 Antioch Dr Merriam, KS 66202	None	PC	Operations	1,000
Gwinnett County Animal Welfare and Enforcement 884 Winder Hwy Lawrenceville, GA 30045	None	PC	Operations	1,000
Habersham County Animal Care & Control 555 Monroe St Unit 20 Clarkesville, GA 30523	None	PC	Program Support	5,000
Happy Tails 1408 Mcneil Road RockFalls, IL 61071	None	PC	Operations	500
Hayward Animal Services Bureau 16 Barnes Court Hayward, CA 94544	None	PC	Operations	2,000
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Name and address (home or business)				
a <i>Paid during the year</i>				
Heartland Humane Society 398 SW Twin Oak Circle Corvallis, OR 97333	None	PC	Program Support	5,000
Helping Pawz Inc 20 Hickory St Rome, GA 30161	None	PC	Program Support	5,000
Highland Lakes SPCA PO Box 1275 Marble Falls, TX 78654	None	PC	Program Support	5,000
Homeward Bound Schnauzer Rescue 8311 Norwood Drive Millersville, MD 21108	None	PC	Program Support	5,000
Homeward Bound Waggin' Inc 526 S 9th St Quincy, IL 62301	None	PC	Operations	1,000
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Name and address (home or business)				
a Paid during the year				
Homeward Trails Animal Rescue PO Box 100968 Arlington, VA 22210	None	PC	Program Support	5,000
Honor Sanctuary Inc 4951 Lorraine Road Bradenton, FL 34211	None	PC	Program Support	6,000
Hound Sanctuary Box 670 Warrenton, OR 97146	None	PC	Program Support	5,000
Humane Network 7250 Pembroke Dr Reno, NV 89502	None	PC	Operations	267,200
Humane Rescue Alliance 71 Oglethorpe Street NW Washington, DC 20011	None	PC	Operations	1,000
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Name and address (home or business)				
a <i>Paid during the year</i>				
Humane Society and Animal Rescue of Muskegon County 2640 Marquette Ave Muskegon, MI 49444	None	PC	Operations	500
Humane Society Calumet Area 8149 Kennedy Ave Highland, IN 46322	None	PC	Program Support	5,000
Humane Society for Greater Savannah 7215 Sallie Mood Drive Savannah, GA 31406	None	PC	Operations	500
Humane Society for Tacoma and Pierce County 2608 Center Street Tacoma, WA 98409	None	PC	Operations	1,000
Humane Society International 1255 23rd Street NW Suite 450 Washington, DC 20037	None	PC	Operations	3,500
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a <i>Paid during the year</i>				
Humane Society of Boulder Valley 2323 55th Street Boulder, CO 80301	None	PC	Operations	1,000
Humane Society of Broward County 2070 Griffin Rd Fort Lauderdale, FL 33312	None	PC	Operations	1,000
Humane Society of Central Oregon 61170 SE 27th Street Bend, OR 97702	None	PC	Operations	1,500
Humane Society of Central Texas 2032 Cir Rd Waco, TX 76706	None	PC	Program Support	5,000
Humane Society of Edmonson County 508 Oscar Raymer Rd Brownsville, KY 42210	None	PC	Program Support	5,000
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Humane Society of El Paso 4991 Fred Wilson Ave El Paso, TX 79906	None	PC	Operations	5,000
Humane Society of Florida Inc PO Box 2945 Boca Raton, FL 33427	None	PC	Program Support	5,000
Humane Society of Indianapolis Inc 7929 North Michigan Road Indianapolis, IN 46256	None	PC	Program Support	5,500
Humane Society of Manatee County 2515 14th Street W Bradenton, FL 34205	None	PC	Program Support	5,000
Humane Society of Midland County PO Box 1034 Midland, MI 48641	None	PC	Program Support	4,500
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a <i>Paid during the year</i>				
Humane Society of Northeast Georgia 845 West Ridge Road Gainesville, GA 30501	None	PC	Program Support	5,000
Humane Society of Parkersburg 530 29th Street Parkersburg, WV 26101	None	PC	Operations	1,000
Humane Society of Portage County 3200 Iber Lane Plover, WI 54467	None	PC	Program Support	5,000
Humane Society of Southern Arizona 3450 North Kelvin Blvd Tucson, AZ 85716	None	PC	Program Support	4,978
Humane Society of Southern Wisconsin 111 South Arch Street Janesville, WI 53548	None	PC	Operations	3,000
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Humane Society of the Pikes Peak Region 610 Abbot Ln Colorado Springs, CO 80905	None	PC	Program Support	5,000
Humane Society of the Tennessee Valley PO Box 51723 Knoxville, TN 37919	None	PC	Operations	8,000
Humane Society of the Treasure Coast Inc 4100 SW Leighton Farm Avenue Palm City, FL 34990	None	PC	Program Support	5,000
Humane Society of Truckee-Tahoe 10961 Stevens Lane Truckee, CA 96161	None	PC	Operations	1,000
Humane Society of Weld County 1620 42nd St Evans, CO 80620	None	PC	Operations	1,000
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a <i>Paid during the year</i>				
Humane Society of West Michigan 3077 Wilson Dr NW Grand Rapids, MI 49534	None	PC	Program Support	5,000
Humane Society Silicon Valley 901 Ames Avenue Milpitas, CA 95035	None	PC	Program Support	42,400
Humane Society Waterville Area 100 Webb Road Waterville, ME 04901	None	PC	Program Support	4,945
Humphreys County Humane Society 1211 Crockett Road New Johnsonville, TN 37134	None	PC	Operations	1,000
Independent Animal Rescue PO Box 14232 Durham, NC 277094232	None	PC	Operations	10,000
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Indianapolis Animal Care Services 2600 S Harding St Indianapolis, IN 46221	None	PC	Program Support	10,000
Iowa State University College of Vet Medicine 1600 S 16th Ames, IA 500111250	None	PC	Shelter Medicine	10,000
Iroquois County Animal Rescue 100 NW Lincoln Box 7 Iroquois, IL 60945	None	PC	Program Support	5,000
Jacksonville Humane Society 8464 Beach Blvd Jacksonville, FL 32216	None	PC	Operations	11,000
Joining Forces Saving Lives 4660 S 86th Ct Lincoln, NE 68526	None	PC	Program Support	5,000
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Kankakee County Animal Control 1270 Stanford Drive Kankakee, IL 60901	None	PC	Operations	1,000
KC Pet Project 4400 Raytown Road Kansas City, MO 64129	None	PC	Program Support	5,000
Kentucky Humane Society 241 Steedly Rd Louisville, KY 40214	None	PC	Program Support	10,000
Kitten Angels 233 Houseman St Mayfield, NY 12117	None	PC	Operations	1,000
Kitty Bungalow Charm School for Wayward Cats 2032 W Martin Luther King Jr Blvd Los Angeles, CA 90062	None	PC	Operations	1,500
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Kitty City Kansas Rescue Inc 5331 Roundtree St Shawnee, KS 662263884	None	PC	Program Support	5,000
Kitty Harbor 2263 Glasgo Rd Griswold, CT 06351	None	PC	Operations	1,000
Kokomo Community Cats PO Box 85 Kokomo, IN 46903	None	PC	Program Support	5,000
LA Baby Mommas 4404 Noyes Drive Shreveport, LA 71119	None	PC	Operations	1,000
Lake City Humane Society 1392 NW Shelter Glen Lake City, FL 32055	None	PC	Program Support	5,000
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Last Hope Animal Rescue Inc 3300 Beltagh Ave Wantagh, NY 11793	None	PC	Operations	500
Lehigh County Humane Society 640 Dixon St Allentown, PA 18103	None	PC	Operations	1,000
Lenawee Humane Society 705 W Beecher Street Adrian, MI 49221	None	PC	Program Support	5,000
Long Beach Animal Care Services 7700 East Spring St Long Beach, CA 90815	None	PC	Program Support	5,000
Longmont Humane Society 9595 Nelson Road Longmont, CO 80501	None	PC	Operations	8,300
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Lost Dog & Cat Rescue Foundation 14083 Silver Hill Rd Sumerduck, VA 22742	None	PC	Operations	1,000
Lost Dogs Arizona PO Box 5115 Glendale, AZ 85312	None	PC	Program Support	5,000
Louie's Legacy Animal Rescue Inc 4725 Boomer Rd Cincinnati, OH 45247	None	PC	Operations	2,000
Lucky Dog Animal Rescue 5159 Lee Hwy Arlington, VA 22207	None	PC	Operations	1,000
Maggie's Mission PO Box 345 Sharon Center, OH 44274	None	PC	Operations	500
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Making a Difference Now 173 Louisiana Ave Lexington, KY 40502	None	PC	Program Support	5,000
Marin Humane Society 171 Bel Marin Keyes Blvd Novato, CA 94949	None	PC	Operations	500
Marley's Mutts Dog Rescue 785 Tucker Road Suite G 411 Tehachapi, CA 93561	None	PC	Operations	1,000
Massachusetts Animal Fund 251 Causeway Street Suite 500 Boston, MA 02114	None	PC	Program Support	5,000
Maui Humane Society PO Box 1047 Puunene, HI 96784	None	PC	Operations	5,500
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Mayor's Alliance for NYC's Animals 244 Fifth Avenue Suite R290 New York, NY 10001	None	PC	Program Support	5,000
McKamey Animal Center 4500 N Access Road Chattanooga, TN 37415	None	PC	Program Support	5,000
MCPAWS Regional Animal Shelter PO Box 1375 McCall, ID 83638	None	PC	Program Support	5,000
Memphis Animal Services 2350 Appling City Cove Memphis, TN 38133	None	PC	Operations	500
Merrimack River Feline Rescue Society 63 Elm Street Salisbury, MA 01952	None	PC	Program Support	5,000
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Miami-Dade County Animal Services Department 7401 NW 74th Street Miami, FL 33166	None	PC	Operations	-1,000
Michigan State University 426 Auditorium Road East Lansing, MI 48824	None	PC	Research	12,619
Midwest Community Cat Alliance PO Box 1400 Farmington, MO 63640	None	PC	Program Support	5,000
Minnesota Spay Neuter Assistance Program 2822 Washington Ave N Minneapolis, MN 55411	None	PC	Program Support	5,000
Mohawk Hudson Humane Society 3 Oakland Avenue Menands, NY 12204	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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Monmouth University 142 Howard Hall Depart of Psych 400 Cedar Avenue West Long Branch, NJ 07720	None	PC	Research	105,867
Monroe County Animal Shelter 170 Kefauver Lane Madisonville, TN 37354	None	PC	Operations	1,000
Montgomery County Animal Care and Control 616 N Spring Street Clarksville, TN 37040	None	PC	Operations	1,000
Morris Animal Refuge 1242 Lombard Street Philadelphia, PA 19147	None	PC	Program Support	5,500
Mostly Mutts Animal Rescue and Adoption Inc 3283 Cherokee Street Kennesaw, GA 30144	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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Motley Zoo Animal Rescue 23316 NE Redmond-Fall City Rd 522 Redmond, WA 98053	None	PC	Program Support	5,000
Muttville 255 Alabama Street San Francisco, CA 94110	None	PC	Capital	1,019,500
Muttville 3R Rescue PO Box 608 Winters, CA 95694	None	PC	Education	1,500
Muttville Almost Home Humane Society PO Box 134 Lafayette, IN 47902	None	PC	Education	1,500
Muttville Animal Care Centers of NYC 11 Park Place Suite 805 New York, NY 10007	None	PC	Education	1,500
Total 3a				16,601,119

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Muttville Boxer Lovers Rescue 8713 Austin St Boise, ID 83714	None	PC	Education	1,500
Muttville Contra Costa County Animal Services Department 4800 Imhoff Place Martinez, CA 94553	None	PC	Education	1,500
Muttville Denver Animal Shelter 1241 W Bayaud Ave Denver, CO 80223	None	PC	Education	1,500
Muttville Kern County Animal Services 3951 Fruitvale Avenue Bakersfield, CA 93308	None	PC	Education	1,500
Muttville Sacramento SPCA 6201 Florin Perkins Rd Sacramento, CA 95828	None	PC	Education	1,500
Total 				16,601,119
3a				

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Muttville SPCA of Brevard 6035 Sisson Road Titusville, FL 32780	None	PC	Education	1,500
Muttville SpokAnimal CARE 710 N Napa Spokane, WA 99224	None	PC	Education	1,500
Muttville Texas Star Rescue 749 Etheredge Rd Longview, TX 75602	None	PC	Education	1,500
Muttville Willamette Humane Society 4246 Turner Rd SE Salem, OR 97317	None	PC	Education	1,500
NOAH 31300 Brandstrom Road Stanwood, WA 98292	None	PC	Program Support	5,000
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Natchitoches Hope for Paws PO Box 2552 Natchitoches, LA 71457	None	PC	Program Support	5,000
National Animal Care & Control Association 40960 California Oaks Road 242 Murrieta, CA 92562	None	PC	Event Sponsorship	5,000
National Disaster Search Dog Foundation 6800 Wheeler Canyon Road Santa Paula, CA 93060	None	PC	Operations	1,000
National Kitten Coalition 7371 Atlas Walk Way 212 Gainsville, VA 20155	None	PC	Operations	5,500
Neighborhood Cats 2472 Broadway No 321 New York, NY 10025	None	PC	Program Support	5,000
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a <i>Paid during the year</i>				
Nevada Humane Society 2825B Longley Lane Reno, NV 89502	None	PC	Operations	1,000
New Beginnings for Cats 7701 E 3500 N Road Bourbonnais, IL 60914	None	PC	Program Support	5,000
New Hampshire SPCA PO Box 196 Stratham, NH 03885	None	PC	Program Support	5,000
Norfolk SPCA 916 Ballentine Boulevard Norfolk, VA 23504	None	PC	Operations	1,000
NOVA Pets Alive 54094 Majestic Lane 138 Fairfax, VA 22033	None	PC	Operations	1,000
Total 				16,601,119
3a				

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Nuzzles & Co Pet Rescue and Adoption PO Box 682155 Park City, UT 84061	None	PC	Program Support	5,000
Oktibbeha County Humane Society PO Box 297 Starkville, MS 39759	None	PC	Operations	500
One Love Animal Rescue 10 Miniver Court Mount Laurel, NJ 08054	None	PC	Operations	500
One Tail at a Time 2144 N Wood Street Chicago, IL 60614	None	PC	Program Support	5,000
Operation Catnip PO Box 141023 Gainesville, FL 326141023	None	PC	Program Support	5,000
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Oregon Humane Society 1067 NE Columbia Rd Portland, OR 97211	None	PC	Operations	16,500
Oregon State University 308 Kerr Administration Corvallis, OR 973312140	None	PC	Research	65,629
Oshkosh Area Humane Society 1925 Shelter Ct Oshkosh, WI 54901	None	PC	Program Support	5,000
Our Neighborhoooves Paws & More 13901 Fort Apache Lane El Paso, TX 79938	None	PC	Operations	1,000
PAWS Lee County 965 Pondella Road North Ft Myers, FL 33903	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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>				
Panhandle Animal Shelter 870 Kootenai Cut-Off Rd Ponderay, ID 83852	None	PC	Program Support	5,000
Paris Animal Welfare Society 6 Legion Rd Paris, KY 40361	None	PC	Program Support	15,000
PARTNERS Canines 222 W Barnes St Clayton, NC 27520	None	PC	Program Support	5,000
Pasadena Humane Society 361 S Raymond Avenue Pasadena, CA 91105	None	PC	Operations	1,000
Paw Prints in the Sand Animal Rescue 220 Newport Center Drive 11-525 Newport Beach, CA 92660	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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>				
Pawfect Life Rescue Inc 55 Arbor Road Uxbridge, MA 01569	None	PC	Operations	1,000
Paws 6440 E Floral Avenue Selma, CA 93662	None	PC	Program Support	5,000
PAWS Chicago 1933 N Marcey Street Chicago, IL 60614	None	PC	Operations	26,000
Paws Crossed Animal Rescue 100 Warehouse Lane Elmsford, NY 10523	None	PC	Operations	500
PAWS Humane Inc 4900 Milgen Road Columbus, GA 31907	None	PC	Operations	500
Total ▶ 3a				16,601,119

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>				
Paws In Need PO Box 3436 San Ramon, CA 94583	None	PC	Operations	1,000
Paws South Florida Rescue Inc 6879 NW 28th Ave Ft Lauderdale, FL 33309	None	PC	Program Support	5,000
Peggy Adams Animal Rescue League 3200 N Military Trail West Palm Beach, FL 33409	None	PC	Operations	500
Pennsylvania SPCA 350 E Erie Avenue Philadelphia, PA 19134	None	PC	Education	114,000
Petaluma Animal Services Foundation 840 Hopper Street Petaluma, CA 94952	None	PC	Operations	1,000
Total ► 3a				16,601,119

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>				
PetConnect Rescue Inc PO Box 60714 Potomac, MD 20859	None	PC	Program Support	5,000
Pets Alive Inc 363 Derby Road Middletown, NY 10940	None	PC	Program Support	5,000
Philadelphia Animal Welfare Society 100 N 2nd Street Philadelphia, PA 19106	None	PC	Research	5,000
Pibbles & More Animal Rescue 94 Pine Street Binghamton, NY 13901	None	PC	Operations	3,000
Pima Animal Care Center 4000 N Silverbell Rd Tucson, AZ 85745	None	PC	Program Support	5,000
Total 3a				16,601,119

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>				
Pitt County Animal Services 4550 County Home Rd Greenville, NC 27858	None	PC	Program Support	5,000
Players for Pits NFP PO Box 370 Warrenville, IL 60555	None	PC	Operations	500
Pound Puppies-n-Kittens 1200 Industrial Parkway Loganville, GA 30052	None	PC	Operations	500
Prairie Paws Animal Shelter 3173 Highway K 68 Ottawa, KS 66062	None	PC	Program Support	10,000
Prince William Humane Society PO Box 769 Dumfries, VA 22026	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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>				
Progressive Animal Welfare Society PO Box 1037 Lynnwood, WA 98046	None	PC	Operations	1,000
Project Meow 801 South 48th St Philadelphia, PA 19143	None	PC	Operations	500
Pupz N Palz Rescue 2625F Coffee Road 193 Modesto, CA 95355	None	PC	Operations	1,000
Ramona Humane Society 690 Humane Way San Jacinto, CA 92582	None	PC	Program Support	5,000
Regional Animal Services of King County 21615 64th Ave S Kent, WA 98032	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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>				
Rescue Animals In Need PO Box 60935 Fort Myers, FL 339060935	None	PC	Program Support	5,000
Rescue Dogs Rock Inc PO Box 101 Gracie Station New York, NY 10028	None	PC	Operations	1,000
Rescue Express 85943 McBeth Rd Eugene, OR 97405	None	PC	Program Support	5,000
Rescue Ranch 2216 Oberlin Rd Yreka, CA 96097	None	PC	Program Support	5,000
Responsible Pet Care of Oxford Hills PO Box 82 Norway, ME 04268	None	PC	Operations	1,000
Total 3a				16,601,119

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>				
Rezdawg Rescue POB 1556 Paonia, CO 81428	None	PC	Program Support	5,000
Richmond SPCA 2519 Hermitage Road Richmond, VA 23220	None	PC	Operations	35,000
Rochester Animal Services 184 Verona St Rochester, NY 14608	None	PC	Program Support	5,000
Rocket Dog Rescue PO Box 460826 San Francisco, CA 94146	None	PC	Operations	5,000
Rotten Rottie Rescue 335 S Granite Ct Gilbert, AZ 85296	None	PC	Program Support	5,000
Total 				16,601,119
3a				

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>				
Rottweilers of Las Vegas 5893 Audria Falls Avenue Las Vegas, NV 89131	None	PC	Program Support	5,000
Ruff Patches 2010 West Ave K 424 Lancaster, CA 93535	None	PC	Program Support	5,000
Ruff Start Rescue PO Box 129 Princeton, MN 55371	None	PC	Operations	1,000
SCRUFF PO Box 200 Guilderland, NY 12084	None	PC	Operations	1,000
SPARC 705 E Santa Barbara St Santa Paula, CA 93060	None	PC	Program Support	5,000
Total 3a				16,601,119

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>				
Sacramento SPCA 6201 Florin Perkins Rd Sacramento, CA 95828	None	PC	Program Support	5,000
Safe Humane Chicago PO Box 7342 Chicago, IL 606807342	None	PC	Program Support	5,000
Sammy's Hope PO Box 7281 North Brunswick, NJ 08902	None	PC	Operations	1,000
San Francisco SPCA 201 Alabama Street San Francisco, CA 94103	None	PC	Operations	39,900
Santa Cruz SPCA and Humane Society 2685 Chanticleer Avenue Santa Cruz, CA 95065	None	PC	Operations	1,000
Total ► 3a				16,601,119

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>				
Santa Fe Animal Shelter & Humane Society 100 Caja del Rio Road Santa Fe, NM 87507	None	PC	Program Support	10,000
Save One Soul Animal Rescue League PO Box 498 Wakefield, RI 02880	None	PC	Operations	2,500
SaveKitty Foundation PO Box 260096 Bellerose, NY 11426	None	PC	Operations	500
Saving Grace PO Box 803 Winchester, OR 97495	None	PC	Program Support	5,000
Saving Grace Rescue 2314 Columbia St SW Olympia, WA 98501	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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>				
Saving Sunny 304 Pleasantview Ave Louisville, KY 40205	None	PC	Operations	1,000
SCRAPS Hope Foundation 6815 E Trent Spokane Valley, WA 99212	None	PC	Program Support	5,000
Seattle Animal Control 2061 - 15th Ave West Seattle, WA 98119	None	PC	Operations	1,000
Seattle Area Feline Rescue 14717 Aurora Ave N Shoreline, WA 98133	None	PC	Program Support	5,000
Seattle Humane Society 13212 SE Eastgate Way Bellevue, WA 98005	None	PC	Operations	1,500
Total ▶ 3a				16,601,119

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>				
Second Chance Animal Shelter Inc 111 Young Road East Brookfield, MA 01515	None	PC	Research	11,740
Second Chance Sheridan Cat Rescue 945 Werco Ave Sheridan, WY 82801	None	PC	Operations	1,000
Sevier County Humane Society PO Box 976 Pigeon Forge, TN 37868	None	PC	Operations	10,000
Shelter Animals Count 2700 S Woodlands Village Blvd Flagstaff, AZ 86001	None	PC	Operations	100,000
Shenandoah Valley Animal Services Center 1001 Mt Torrey Rd Lyndhurst, VA 22952	None	PC	Program Support	5,000
Total 				16,601,119
3a				

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				
Snake River Animal Shelter PO Box 51741 Idaho Falls, ID 83405	None	PC	Program Support	5,000
South Hills Pet Rescue PO Box 224 Monaca, PA 15061	None	PC	Program Support	5,000
South Suburban Humane Society 1103 West End Avenue Chicago Heights, IL 60411	None	PC	Operations	6,500
Southern Pines Animal Shelter PO Box 2021 Hattiesburg, MS 39403	None	PC	Operations	6,000
Spay ASAP 163 Clay Hill Rd Hartland, VT 05048	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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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>				
Spay Spa & Neuter NookRude Ranch Animal Rescue 3200 Ivy Way Harwood, MD 20776	None	PC	Program Support	5,000
Spay To Save PO Box 2453 Port Angeles, WA 98362	None	PC	Program Support	5,000
Spay-Neuter Illinois Pets (SNIP) Alliance 17 Junction Dr Glen Carbon, IL 62034	None	PC	Program Support	5,000
SPCA of Anne Arundel County 1815 Bay Ridge Avenue Annapolis, MD 21403	None	PC	Operations	1,000
SPCA of Brazoria County 141 Canna Lane Lake Jackson, TX 77566	None	PC	Operations	500
Total ▶ 3a				16,601,119

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>				
SPCA of Texas 2400 Lone Star Drive Dallas, TX 75212	None	PC	Research	25,000
SPCA of Tompkins County 1640 Hanshaw Rd Ithaca, NY 14850	None	PC	Program Support	5,000
SpokAnimal CARE 710 N Napa Spokane, WA 99224	None	PC	Program Support	5,000
Springfield Humane Society 401 Skitchewaug Trail Springfield, VT 05156	None	PC	Program Support	10,000
St Landry Parish Animal Control 255 Hanger Rd Opelousas, LA 70570	None	PC	Operations	500
Total ▶ 3a				16,601,119

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>				
St Charles Park Foundation 213 Walnut Street St Charles, IL 60174	None	PC	Program Support	2,500
St Hubert's Animal Welfare Center 575 Woodland Avenue PO Box 159 Madison, NJ 07940	None	PC	Education	90,000
St Mary's Animal Welfare League PO Box 1232 Leonardtown, MD 20650	None	PC	Program Support	10,000
Stray Cat Alliance PO Box 661277 Los Angeles, CA 90066	None	PC	Research	51,450
Sumner Spay Neuter Alliance 720 Blythe Ave Gallatin, TN 37066	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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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>				
Suwanee PAWS Inc 1427 Ohio Avenue North Live Oak, FL 32064	None	PC	Program Support	5,000
Tails of Hope PO Box 875 Mount Airy, MD 21771	None	PC	Operations	1,000
Tails of the City Animal Rescue 2539 7th Avenue Los Angeles, CA 90018	None	PC	Operations	500
Tallahassee Animal Services Center 1125 Easterwood Dr Tallahassee, FL 32311	None	PC	Operations	7,000
Terrebonne Parish Animal Shelter PO Box 2768 Houma, LA 70361	None	PC	Operations	1,000
Total ► 3a				16,601,119

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>				
Texas Best Choices Animal Rescue 2502 Red Bud Trail Quinlan, TX 75474	None	PC	Program Support	5,000
Texas Star Rescue 749 Etheredge Rd Longview, TX 75602	None	PC	Operations	500
Texas Tech University Animal Food Sciences Bldg 219 1248 Indiana Ave Lubbock, TX 79415	None	PC	Research	58,617
The Animal Foundation 655 North Mojave Rd Las Vegas, NV 89101	None	PC	Program Support	5,000
The Franklin County Humane Society PO Box 187 Winchester, TN 37398	None	PC	Program Support	5,000
Total ▶ 3a				16,601,119

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 Humane Society at Lollypop Farms 99 Victor Rd Fairport, NY 14450	None	PC	Program Support	10,000
The Humane Society of the United States 2100 L Street NW Washington, DC 20037	None	PC	Adoptions	1,124,750
The Meow Mission PO Box 192 Mishawaka, IN 46546	None	PC	Program Support	5,000
Thomasville-Thomas County Humane Society Inc 180 Big Star Dr Thomasville, GA 31757	None	PC	Program Support	5,000
Tiki Kiti Rescue 13660 Orange Grove Blvd West Palm Beach, FL 33411	None	PC	Operations	500
Total 				16,601,119
3a				

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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>				
Toccoa Stephens County Humane Shelter 1747 Scenic Dr Toccoa, GA 30577	None	PC	Program Support	5,000
Toledo Area Humane Society 827 Illinois Ave Maumee, OH 43537	None	PC	Operations	500
Tony La Russa's Animal Rescue Foundation 2890 Mitchell Drive Walnut Creek, CA 94598	None	PC	Event Sponsorship	278,500
Topeka Spay Neuter Project PO Box 232 Topeka, KS 66601	None	PC	Program Support	5,000
Town Cats PO Box 1828 Morgan Hill, CA 95038	None	PC	Program Support	15,000
Total 				16,601,119
3a				

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>				
Trap Neuter Return Riverside 8428 Williamsburg Pl Riverside, CA 92504	None	PC	Program Support	5,000
Trenton Cats Rescue 1977 North Aden Ave 327 Trenton, NJ 08618	None	PC	Operations	1,500
University of California Davis Vet Hospital Center for Companion Health Davis, CA 95616	None	PC	Research	1,225,729
University of Denver 2148 S High St Denver, CO 80208	None	PC	Research	134,173
University of Florida Off of Research and Grad Programs 219 Grinter Hall Box 11550 Gainesville, FL 32611	None	PC	Research	1,622,012
Total 				16,601,119
3a				

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>				
University of Illinois 1901 S First Street Suite A M/C 685 Champaign, IL 618207406	None	PC	Research	10,500
University of North Carolina at Charlotte 9201 University City Boulevard Charlotte, NC 28223	None	PC	Research	55,000
University of Pennsylvania The School of Vet Medicine Off of the Dean 3800 Spruce Street Philadelphia, PA 191046044	None	PC	Education	62,000
University of Tennessee 600 Henley Street Suite 209 Knoxville, TN 379964123	None	PC	Research	391,420
University of Wisconsin-Madison School of Vet Medicine Depart of PB Sciences 2015 Madison, WI 537061102	None	PC	Shelter Medicine	624,980
Total ► 3a				16,601,119

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>				
Upper Peninsula Animal Welfare Shelter 84 Snowfield Road Negaunee, MI 49866	None	PC	Program Support	12,500
Valley Humane Society 3670 Nevada Street Pleasanton, CA 94566	None	PC	Program Support	6,000
Valley Humane Society 15699 W Aniceto Rd Casa Grande, AZ 85193	None	PC	Program Support	4,000
Ventura County Animal Services 600 Aviation Dr Camarillo, CA 93010	None	PC	Program Support	5,000
Veterinary Care Foundation 16550 NW 46th St Morrison, FL 32668	None	PC	Operations	500
Total ▶ 3a				16,601,119

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>				
Voices of Chance Animal League Inc 17500 Mahan Dr Tallahassee, FL 32309	None	PC	Operations	500
Wag-n-Train Dog Rescue PO Box 182 Ephraim, UT 846620182	None	PC	Program Support	5,000
Washington County Animal Shelter 801 W Clydesdale Dr Fayetteville, AR 72701	None	PC	Operations	1,000
Watauga Humane Society PO Box 1835 Boone, NC 28607	None	PC	Program Support	5,000
Wenatchee Valley Humane Society 1474 S WENATCHEE AVE Wenatchee, WA 98801	None	PC	Operations	1,000
Total ▶ 3a				16,601,119

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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>				
Westfield Homeless Cat Project 302 Fairway Village Leeds, MA 01053	None	PC	Operations	1,000
Whitman County Humane Society PO Box 453 Pullman, WA 99163	None	PC	Program Support	5,000
Willamette Humane Society 4246 Turner Rd SE Salem, OR 97317	None	PC	Program Support	7,000
Williamson County Regional Animal Shelter 1855 SE Inner Loop Georgetown, TX 78626	None	PC	Operations	500
Wisconsin Humane Society 4500 W Wisconsin Avenue Milwaukee, WI 53208	None	PC	Program Support	5,000
Total ► 3a				16,601,119

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>				
Wonder Cat Rescue 1429 Page Street Apt B San Francisco, CA 94117	None	PC	Operations	500
Woods Humane Society 875 Oklahoma Avenue San Luis Obispo, CA 93405	None	PC	Operations	1,000
Yakima Humane Society 2405 West Birchfield Road Yakima, WA 98901	None	PC	Operations	6,000
Total ▶ 3a				16,601,119

TY 2016 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	105,800	15,142		95,819

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

TY 2016 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	1,208,359	358,147	SL	7 000000000000	197,573	0		

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

TY 2016 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	5,000	the grantee has not diverted any portion of the funds	12/31/2016	2016-12-31	Grant expended according to grant agreement, as reported

TY 2016 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	13,608,072	13,608,072
Northern Trust - 2684641	55,773,291	55,773,291

TY 2016 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	13,862,575	13,862,575
Goldman Sachs - 336-0	82,893,758	82,893,758
Goldman Sachs - 248-5	10,522,038	10,522,038
Goldman Sachs - 112-1	974,382	974,382

TY 2016 Investments - Land 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
Land	39,343,247	0	39,343,247	39,343,247

TY 2016 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	71,209,408	71,209,408
Goldman Sachs - 336-0	FMV	12,949,245	12,949,245
Program Related Securities	FMV	2,000,000	2,000,000

TY 2016 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	20,239	0		20,086

TY 2016 Other Assets Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Inv Income Receivable	247,038	212,439	212,439

TY 2016 Other Expenses Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Supplies	194,178	1,002		208,320
Bank Fees	89,895	0		83,244
Dues & Subscriptions	11,665	0		11,665
Insurance	135,040	94,503		40,344
Postage & Shipping	23,619	112		23,642
Other Taxes & Filing Fees	281,631	273,551		7,519
Media Advertising	237,092	100,023		149,684
Portfolio Deductions	828,308	828,308		0
Book/Tax adjustments	313,046	0		0
Fee charged on refundable tax refund	2,424	2,424		0

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foster care expenses	0	0		7,960

TY 2016 Other Income Schedule**Name:** The Duffield Family Foundation

DBA Maddie's Fund

EIN: 94-3362163**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership Income	186,539	-71,983	186,539
Other Income	10,465	10,465	10,465
reclaimable foreign tax refund	6,934	6,934	6,934

TY 2016 Other Increases Schedule

Name: The Duffield Family Foundation
DBA Maddie's Fund

EIN: 94-3362163

Description	Amount
Unrealized gain on Investments	16,106,417

TY 2016 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	88,150	239,915
Deferred Tax Liability	207,727	216,208

TY 2016 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	29,680	20,540		9,920
General Consulting	1,101,214	621,572		455,200
Investment Management	1,766,408	1,766,408		0
IT Consulting	392,925	3,199		383,803
Foster Care Contract Expenses	479,580	0		458,956

TY 2016 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	45,263	45,263		0
Excise Tax Expense	92,187	0		0
Payroll Taxes	142,127	0		142,126

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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization The Duffield Family Foundation DBA Maddie's Fund	Employer identification number 94-3362163

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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).

Employer identification number

94-3362163

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The Clorox Company Foundation	\$ 5,000	Person ☒
	POBox 24305		Payroll ☐
	Oakland, CA94623		Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			

Employer identification number

94-3362163

Part II

(a)

Description of noncash property given

(see instructions)

Date received

:

(b)
Description of noncash property given

(see instructions)

Date received

2

(b)
Description of noncash property given

(see instructions)

(a)
Date received

•

(b)
Description of noncash property given

FMV (or estimate
(see instructions))

(u)
Date received

•

(b)
Description of personal property given

FMV (or estimate)

(d)
Date received

(b)

FMV (or estimate)

(d)

Name of organizationThe 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	
	_____	_____	_____
	_____	_____	_____
	(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	