

Petsmart Charities Inc.
2017 (FYE 01.30.2017 – 01.28.2018) Exempt Income Tax Return
Public Disclosure Copy

BRENDA A. BLUNT, CPA
PARTNER

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STATEMENT THAT THIS IS A TAX RETURN
NOT A FINANCIAL STATEMENT

The accompanying federal income tax return does **NOT** constitute a financial statement. We have not audited, reviewed or compiled the accompanying income tax return and, accordingly, do not express an opinion or any other form of assurance on it.

An income tax return is not intended to constitute financial statements prepared in accordance with generally accepted accounting principles. Accordingly, it does not necessarily include all financial information or disclosures required by generally accepted accounting principles. If the omitted financial information or disclosures were included with the tax return, they might influence the users' conclusions about the taxpayer's financial position, results of operations and cash flows. Accordingly, this income tax return is not designed to be used in lieu of financial statements.

RECORD RETENTION

Copies of your tax returns are enclosed for your files. It is your responsibility to retain copies of your tax information. We recommend the following guidelines:

- Tax returns – keep indefinitely.
- Supporting documentation – keep for 8 years.
- Records supporting your tax basis in personal, investment and business assets and gift documentation – keep indefinitely.

Please note: Eide Bailly retains copies of tax returns, workpapers and other tax information for a period of eight years. After that, we dispose of all records. If you have questions regarding retention of tax records, please contact us.

TAX RETURN FILING INSTRUCTIONS

** FORM 990 PUBLIC DISCLOSURE COPY **

FOR THE YEAR ENDING

January 28, 2018

Prepared for	Ms. Deborah K. Turcott PetSMART Charities Inc. 19601 North 27th Ave Phoenix, AZ 85027
Prepared by	EIDE BAILLY LLP 1850 N CENTRAL AVE., STE 400 PHOENIX, AZ 85004-4624
Amount due or refund	Not applicable
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Not applicable
Return must be mailed on or before	Not applicable
Special Instructions	This copy of the return is provided ONLY for Public Disclosure purposes. Any confidential information regarding large donors has been removed.

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

A For the **2017** calendar year, or tax year beginning **JAN 30, 2017** and ending **JAN 28, 2018**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization PETSMART CHARITIES, INC.		D Employer identification number 93-1140967
	Doing business as		E Telephone number 800-423-7387
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	City or town, state or province, country, and ZIP or foreign postal code PHOENIX, AZ 85027		G Gross receipts \$ 84,879,817.
F Name and address of principal officer: DAVID HAWORTH SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
J Website: WWW.PETSMARTCHARITIES.ORG		If "No," attach a list. (see instructions)	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		H(c) Group exemption number ▶	
L Year of formation: 1994		M State of legal domicile: AZ	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PETSMART CHARITIES, INC. (PCI) IS A NONPROFIT ANIMAL WELFARE ORGANIZATION (CONTINUED SCHED O)		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	6
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	13
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 48,218,067.	Current Year 55,607,997.
	9 Program service revenue (Part VIII, line 2g)	0.	62,293.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-256,385.	1,374,755.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,678,280.	15,715,602.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	49,639,962.	72,760,647.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	34,434,841.	49,687,950.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,071,757.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	15,885,970.	15,438,849.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	50,320,811.	65,126,799.
19 Revenue less expenses. Subtract line 18 from line 12	-680,849.	7,633,848.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 45,827,042.	End of Year 59,447,444.
	21 Total liabilities (Part X, line 26)	3,368,397.	6,069,522.
	22 Net assets or fund balances. Subtract line 21 from line 20	42,458,645.	53,377,922.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	DEBORAH K. TURCOTT, TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name BRENDA BLUNT	Preparer's signature BRENDA BLUNT	Date 07/25/18	Check if self-employed <input type="checkbox"/>	PTIN P00075126
	Firm's name ▶ EIDE BAILLY LLP	Firm's EIN ▶ 45-0250958	Phone no. 602-264-5844		
Firm's address ▶ 1850 N CENTRAL AVE., STE 400 PHOENIX, AZ 85004-4624					

May the IRS discuss this return with the preparer shown above? (see instructions) **Yes** **No**

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: PCI'S MISSION IS TO FIND LIFELONG, LOVING HOMES FOR ALL PETS BY SUPPORTING PROGRAMS AND THOUGHT LEADERSHIP THAT BRING PEOPLE AND PETS TOGETHER.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 21,613,069. including grants of \$ 14,527,982.) (Revenue \$ 35,845.) SUPPORTING THE BOND BETWEEN PEOPLE AND PETS - MORE THAN 500,000 DOGS AND CATS FIND HOMES EACH YEAR THROUGH PETSMART CHARITIES (PCI) ADOPTION PROGRAM IN MOST PETSMART STORES AND SPONSORED ADOPTION EVENTS. PCI PARTNERED WITH MORE THAN 2,900 PARTNER ANIMAL WELFARE GROUPS THROUGHOUT THE UNITED STATES.

4b (Code:) (Expenses \$ 17,897,068. including grants of \$ 15,502,166.) (Revenue \$ 11,661.) PREVENTING PET HOMELESSNESS- EACH YEAR, PETSMART CHARITIES PROVIDES MILLIONS OF DOLLARS IN GRANTS TO HELP COMMUNITIES CONTROL PET OVERPOPULATION BY PROVIDING LOW-COST SPAY/NEUTER SURGERIES, KEEP PETS AND FAMILIES TOGETHER DURING LIFE TRANSITIONS AND ENCOURAGING PET WELLNESS AND BEHAVIOR EDUCATION TO PREVENT OWNER SURRENDER.

4c (Code:) (Expenses \$ 17,283,011. including grants of \$ 14,513,616.) (Revenue \$ 10,917.) HELPING SHELTER PETS THRIVE - GRANTS ARE PROVIDED TO IMPROVE THE SHELTER ENVIRONMENT TO PROVIDE PETS WITH THE HIGHEST QUALITY OF CARE AND SUPPORTS PET TRANSPORT AND OTHER PROGRAMS THAT FACILITATE PET ADOPTION.

4d Other program services (Describe in Schedule O.) (Expenses \$ 5,997,890. including grants of \$ 5,144,186.) (Revenue \$ 3,870.)

4e Total program service expenses 62,791,038.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O

Main table with columns for question numbers (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, foreign accounts, prohibited tax shelter transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, IN
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: DEBORAH K. TURCOTT - 800-423-7387 19601 NORTH 27TH AVE, PHOENIX, AZ 85027

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ASHLEY DOBBS DIRECTOR	2.00	X						0.	0.	0.
(2) R. CHRISTINE HERSHEY DIRECTOR	2.00	X						0.	0.	0.
(3) MICHAEL J. MASSEY DIRECTOR (THRU 8/10/17)	2.00	X						0.	0.	0.
(4) ELIZABETH MCLAUGHLIN DIRECTOR	2.00	X						0.	0.	0.
(5) MARK STETTER DIRECTOR	2.00	X						0.	0.	0.
(6) DR. PHILIP A. BUSHBY DIRECTOR (THRU 2/23/17)	2.00	X						0.	0.	0.
(7) STEVE MARTON CHAIR/PRESIDENT	2.00	X		X				0.	0.	0.
(8) PAULETTE DODSON VICE-CHAIR/VICE-PRESIDENT	2.00 1.00	X		X				0.	0.	0.
(9) ERAN COHEN VICE-CHAIR/VP (THRU 11/16/17)	2.00	X		X				0.	0.	0.
(10) J. DAVID HAWORTH PRESIDENT	40.00			X				0.	0.	0.
(11) DEBORAH TURCOTT TREASURER (START 7/13/17)	40.00			X				0.	0.	0.
(12) ROGER HASTON TREAS(THRU 7/13/17)SEC.AFTER 7/13/17	40.00			X				0.	0.	0.
(13) JANET HENRY ASSISTANT SECRETARY	40.00			X				0.	0.	0.

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a 207,834.				
	b Membership dues	1b				
	c Fundraising events	1c 1,604,116.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 53,796,047.				
	g Noncash contributions included in lines 1a-1f: \$	3,520,577.				
	h Total. Add lines 1a-1f	▶ 55,607,997.				
Program Service Revenue	2 a MANAGEMENT FEE INCOME	Business Code 900099	62,293.	62,293.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f	▶ 62,293.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶ 894,591.			894,591.	
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶ 15,760,824.			15,760,824.	
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)	▶				
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses	11,921,951.			
		c Gain or (loss)	480,164.			
	d Net gain or (loss)	▶ 480,164.			480,164.	
	8 a Gross income from fundraising events (not including \$ 1,604,116. of contributions reported on line 1c). See Part IV, line 18	a 151,997.				
		b Less: direct expenses	b 197,219.			
c Net income or (loss) from fundraising events		▶ -45,222.			-45,222.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
Miscellaneous Revenue		Business Code				
11	a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d	▶				
12 Total revenue. See instructions.	▶ 72,760,647.	62,293.	0.	17,090,357.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	49,687,950.	49,687,950.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	5,145,297.	4,785,717.	324,753.	34,827.
b Legal	44,223.		44,223.	
c Accounting	40,879.		40,879.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	240,193.		240,193.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	655,604.	421,419.	230,504.	3,681.
12 Advertising and promotion	1,929,487.	1,925,360.		4,127.
13 Office expenses	217,953.	45,005.	79,061.	93,887.
14 Information technology	472,281.	148,111.	68,646.	255,524.
15 Royalties				
16 Occupancy				
17 Travel	326,215.	206,422.	111,260.	8,533.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	171,610.	76,912.	91,553.	3,145.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,134,456.	1,086,676.	32,932.	14,848.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SUPPLIES	3,505,488.	3,505,488.		
b BANK FEES	596,501.			596,501.
c POSTAGE & SHIPPING	576,205.	567,085.		9,120.
d PROGRAM SUPPORT	267,032.	267,032.		
e All other expenses	115,425.	67,861.		47,564.
25 Total functional expenses. Add lines 1 through 24e	65,126,799.	62,791,038.	1,264,004.	1,071,757.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	5,647,500.	1	10,101,214.
	2 Savings and temporary cash investments	742,673.	2	787,053.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	3,188,232.	4	3,366,339.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	708,610.	9	292,861.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 9,199,830.		
	b Less: accumulated depreciation	10b 6,886,351.		
		3,198,770.	10c	2,313,479.
	11 Investments - publicly traded securities	32,341,257.	11	36,972,138.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	50,000.
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11	0.	15	5,564,360.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	45,827,042.	16	59,447,444.	
Liabilities	17 Accounts payable and accrued expenses	959,464.	17	1,919,095.
	18 Grants payable	2,325,382.	18	4,055,244.
	19 Deferred revenue	25,500.	19	0.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	58,051.	21	95,183.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	3,368,397.	26	6,069,522.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	42,402,468.	27	53,362,521.
	28 Temporarily restricted net assets	56,177.	28	15,401.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	42,458,645.	33	53,377,922.	
34 Total liabilities and net assets/fund balances	45,827,042.	34	59,447,444.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	72,760,647.
2	Total expenses (must equal Part IX, column (A), line 25)	2	65,126,799.
3	Revenue less expenses. Subtract line 2 from line 1	3	7,633,848.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	42,458,645.
5	Net unrealized gains (losses) on investments	5	3,285,429.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	53,377,922.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization PETSMA R CHARITIES, INC.	Employer identification number 93-1140967
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	46,592,287.	48,506,455.	49,409,357.	48,218,067.	55,607,997.	248,334,163.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	46,592,287.	48,506,455.	49,409,357.	48,218,067.	55,607,997.	248,334,163.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						18,045,709.
6 Public support. Subtract line 5 from line 4.						230,288,454.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4	46,592,287.	48,506,455.	49,409,357.	48,218,067.	55,607,997.	248,334,163.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...	2,927,640.	3,090,197.	3,332,561.	2,426,354.	16,655,415.	28,432,167.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						276,766,330.

12 Gross receipts from related activities, etc. (see instructions) **12**

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	83.21 %
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	87.92 %

16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		
11a		
11b		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
1		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			
2a			
2b			
3a			
3b			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations *(continued)*

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

PETSMART CHARITIES, INC.

Employer identification number

93-1140967

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization PETSMART CHARITIES, INC.	Employer identification number 93-1140967
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/> <hr/>	\$ 4,583,402.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/> <hr/>	\$ 1,048,463.	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization PETSMART CHARITIES, INC.	Employer identification number 93-1140967
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	SUPPLIES FOR ADOPTION CENTERS AND ER _____ _____ _____	\$ 3,505,488.	01/28/18
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization PETSMART CHARITIES, INC.	Employer identification number 93-1140967
--	--

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 info. once.) ▶ \$ _____
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	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization PETSMART CHARITIES, INC. **Employer identification number** 93-1140967

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2017

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		7,774,165.	5,617,136.	2,157,029.
d Equipment		92,743.	79,865.	12,878.
e Other		1,332,922.	1,189,350.	143,572.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				2,313,479.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) BUY A BAG GIVE A MEAL-SUPPLIES	5,564,360.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	5,564,360.

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	88,574,365.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	3,285,429.
b	Donated services and use of facilities	2b	12,830,775.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	16,116,204.
3	Subtract line 2e from line 1	3	72,458,161.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	240,193.
b	Other (Describe in Part XIII.)	4b	62,293.
c	Add lines 4a and 4b	4c	302,486.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	72,760,647.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	77,655,088.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	12,830,775.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	12,830,775.
3	Subtract line 2e from line 1	3	64,824,313.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	240,193.
b	Other (Describe in Part XIII.)	4b	62,293.
c	Add lines 4a and 4b	4c	302,486.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	65,126,799.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART IV, LINE 2B:

PETSMART CHARITIES, INC. IS THE ESCROW AGENT FOR THE ARIZONA STATE MOTOR

VEHICLE SPAY NEUTER COMMITTEE. THE BALANCE IN THE ACCOUNT AS OF THE END

OF THE FISCAL YEAR WAS \$95,183.

PART X, LINE 2:

THE ORGANIZATION EVALUATES ITS UNCERTAIN TAX POSITIONS, IF ANY, ON A

CONTINUAL BASIS THROUGH REVIEW OF ITS POLICIES AND PROCEDURES, REVIEW OF

ITS REGULAR TAX FILINGS, AND DISCUSSIONS WITH OUTSIDE EXPERTS. MANAGEMENT

MUST ALSO ASSESS WHETHER UNCERTAIN TAX POSITIONS COULD RESULT IN THE

RECOGNITION OF A LIABILITY FOR POSSIBLE INTEREST AND PENALTIES IF ANY. THE

ORGANIZATION'S POLICY IS TO INCLUDE INTEREST AND PENALTIES RELATED TO

Part XIII Supplemental Information (continued)

UNCERTAIN TAX POSITIONS IN MANAGEMENT AND GENERAL EXPENSE, AS OF JANUARY

31, 2018 AND JANUARY 31, 2017, THERE WERE NO UNCERTAIN TAX POSITIONS, AND

THE ORGANIZATION DOES NOT ANTICIPATE A CHANGE IN ITS TAX POSITION IN THE

12 MONTHS FOLLOWING JANUARY 31, 2018.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

MANAGEMENT FEE REVENUE 62,293.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

MANAGEMENT FEE-CANADA 62,293.

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events NONE	(d) Total events (add col. (a) through col. (c))
		GOLF TOURNAMENT (event type)	(event type)	(total number)	
Revenue	1 Gross receipts	1,756,113.			1,756,113.
	2 Less: Contributions	1,604,116.			1,604,116.
	3 Gross income (line 1 minus line 2)	151,997.			151,997.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	16,840.			16,840.
	6 Rent/facility costs				
	7 Food and beverages	106,524.			106,524.
	8 Entertainment	42,055.			42,055.
	9 Other direct expenses	31,800.			31,800.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				197,219.
11 Net income summary. Subtract line 10 from line 3, column (d)				-45,222.	

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
Revenue	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____
a Is the organization licensed to conduct gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization **PETSMART CHARITIES, INC.** Employer identification number **93-1140967**

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
4 LUV OF DOG RESCUE 2308 16TH AVE S FARGO, ND 58103	39-2075804	501(C)3	5,210.	0.			ADOPTION
4 PAWS 4 U 4 EVER 29W150 ROOSEVELT RD WEST CHICAGO, IL 60185	20-2318215	501(C)3	5,750.	0.			ADOPTION
4 PAWS FOR ABILITY INC 253 DAYTON AVE XENIA, OH 45385	31-1625484	501(C)3	20,000.	0.			THERAPY
4 PET SAKE RESCUE 116 DARRACOTT DR. ANDERSON, SC 29624	20-8866008	501(C)3	30,918.	0.			ADOPTION
A HOME 4 SPOT ANIMAL RESCUE 8908 WOLF DANCER AVE LAS VEGAS, NV 89143	27-3545831	501(C)3	38,270.	0.			ADOPTION
A LIFE TO LIVE ANIMAL SHELTER AND ADOPTIONION CENTER - 6814 HUNTERS TRACE LN - BAYTOWN, TX 77521	47-1817617	501(C)3	5,910.	0.			ADOPTION, EMERGENCY RELIEF

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **987.**

3 Enter total number of other organizations listed in the line 1 table **3.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2017)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A NEW BEGINNING PET RESCUE, INC. PO BOX 536113 ORLANDO, FL 32853	59-3749154	501(C)3	5,940.	0.			ADOPTION
A NEW LEASH ON LIFE 707 ANDREW JACKSON WAY NE HUNTSVILLE, AL 35801	34-2013011	501(C)3	58,690.	0.			ADOPTION
A PAW AND A PRAYER DOG RESCUE 738 SUNSET MOUNTAIN DR CHATTANOOGA, TN 37421	80-0917399	501(C)3	29,340.	0.			ADOPTION
A R K HUMANE SOCIETY LTD 477 ST RD RT 26 LACON, IL 61540	36-4245768	501(C)3	5,400.	0.			SHELTER MANAGEMENT
A REJOYCEFUL ANIMAL RESCUE PO BOX 46354 MOUNT CLEMENS, MI 48046	26-2963082	501(C)3	17,500.	0.			ADOPTION, SHELTER MANAGEMENT
A SECOND CHANCE PUPPIES AND KITTENS RESCUE, INC. - P.O. BOX 211924 - ROYAL PALM BEACH, FL 33421	26-1296492	501(C)3	19,510.	0.			ADOPTION, SHELTER MANAGEMENT
ACADIANA ANIMAL AID P.O. BOX 298 CARENCRO, LA 70520	23-7414331	501(C)3	38,880.	0.			ADOPTION, EMERGENCY RELIEF, PET TRANSPORT
ACTION PROGRAMS FOR ANIMALS PO BOX 125 LAS CRUCES, NM 88004	27-0234541	501(C)3	31,360.	0.			ADOPTION, SPAY/NEUTER
ADAMS APPLE, INC. 21621 HORSESHOE DR PORTER, TX 77365	90-0736176	501(C)3	7,830.	0.			ADOPTION, SHELTER MANAGEMENT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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ADAMS COUNTY PET RESCUE PO BOX 612 OTHELLO, WA 99344	91-1829881	501(C)3	10,260.	0.			ADOPTION
AGEE MEMORIAL WILDLIFE FUND 2059 SWEET VALLEY ROAD EL DORADO HILLS, CA 95762	88-0435331	501(C)3	6,290.	0.			ADOPTION
AK CAT 3400 E NAOMI AVE WASILLA, AK 99654	27-3280829	501(C)3	18,600.	0.			EMERGENCY RELIEF
ALACHUA COUNTY HUMANE SOCIETY, INC 4205 NW 6TH STREET GAINESVILLE, FL 32609	59-1908492	501(C)3	17,000.	0.			ADOPTION, INTAKE/DIVERSION
ALBEMARLE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - PO BOX 7047 - CHARLOTTESVILLE, VA 22906	54-0595009	501(C)3	5,985.	0.			ADOPTION
ALL 4 THE LOVE OF CATS P.O. BOX 1113 PALATINE, IL 60067	26-3106091	501(C)3	5,180.	0.			ADOPTION
ALL ABOUT ANIMALS RESCUE 23451 PINWOOD WARREN, MI 48091	20-3006686	501(C)3	75,000.	0.			SPAY/NEUTER
ALL ABOUT ANIMALS RESCUE INC. 4401 W DAILEY ST GLENDALE, AZ 85306	27-5410456	501(C)3	19,200.	0.			ADOPTION
ALL NEW HOPE ANIMAL RESCUE P.O. BOX 191351 ST. LOUIS, MO 63119	45-3760251	501(C)3	5,610.	0.			ADOPTION

Schedule I (Form 990)

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ALL PAWS RESCUE PO BOX 6012 EDMOND, OK 73083	81-4373184	501(C)3	5,640.	0.			ADOPTION
ALL SATOS RESCUE, INCORPORATED 212 CALLE EM\MANUELLI SAN JUAN, PR 00917	66-0720910	501(C)3	10,000.	0.			EMERGENCY RELIEF
ALL TERRIER RESCUE HUNTERS CROSSING, INC. - 18325 S.W. DIVISION STREET - ALOHA, OR 97007	93-1284055	501(C)3	8,300.	0.			ADOPTION
ALLEN COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 4914 HANNA ST. - FORT WAYNE, IN 46806	35-6042135	501(C)3	61,268.	0.			ADOPTION, INTAKE/DIVERSION
ALLEY CAT ADVOCATES, INC. 3044 BARDSTOWN RD #204 LOUISVILLE, KY 40205	61-1343210	501(C)3	65,000.	0.			SPAY/NEUTER
ALLIANCE FOR COMPANION ANIMALS, INC - 1521 W DOBBINS RD - PHOENIX, AZ 85041	83-0417002	501(C)3	262,000.	0.			SPAY/NEUTER
ALLIANCE FOR STERILIZING ANY PET DBA HUMANE SOCIETY OF WEST TEXAS - P.O. BOX 65645 - LUBBOCK, TX 79464	75-2534120	501(C)3	12,670.	0.			ADOPTION
ALMOST HOME FOUNDATION P.O. BOX 308 ELK GROVE VILLAGE, IL 60009	04-3805366	501(C)3	20,330.	0.			ADOPTION, SHELTER MANAGEMENT
ALMOST HOME HUMANE SOCIETY, INC. 1705 SOUTH 2ND STREET LAFAYETTE, IN 47905	35-0984028	501(C)3	17,080.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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ALPHA BRAVO CANINE PO BOX 16030 PHILADELPHIA, PA 19114	47-3126286	501(C)3	5,000.	0.			THERAPY
ALTERED TAILS 950 W. HATCHER ROAD PHOENIX, AZ 85021	02-0710228	501(C)3	200,750.	0.			SPAY/NEUTER
ALTUS ANIMAL WELFARE ASSOCIATION 3009 LEARLY LN ALTUS, OK 73521	81-1137820	501(C)3	32,000.	0.			SPAY/NEUTER
AMERICAN ANIMAL HOSPITAL ASSOCIATION - 12575 W BAYAUD AVE. - LAKEWOOD, CO 80228	35-1043944		25,000.	0.			RESEARCH
AMERICAN HUMANE ASSOCIATION 1400 16TH STREET NW WASHINGTON, DC 20036	84-0432950	501(C)3	40,000.	0.			EMERGENCY RELIEF
ANGEL OF HOPE P.O. BOX 17012 SAINT PAUL, MN 55117	81-0572205	501(C)3	18,130.	0.			ADOPTION
ANICIRA VETERINARY CENTER 910 N. LIBERTY ST HARRISONBURG, VA 22802	20-8358468	501(C)3	48,420.	0.			ADOPTION, SPAY/NEUTER
ANIMAL AID, INC. 5581 NW 51ST AVE. COCONUT CREEK, FL 33073	65-1057649	501(C)3	27,670.	0.			ADOPTION, EMERGENCY RELIEF
ANIMAL ALLIANCE OF GALVESTON COUNTY, INC. - P.O. BOX 627 - LA MARQUE, TX 77568	46-0499199	501(C)3	55,000.	0.			EMERGENCY RELIEF

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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ANIMAL ARK RESCUE, INC 7133 SACEDTE LANE COLUMBUS, GA 31907	45-1744558	501(C)3	14,690.	0.			ADOPTION, SHELTER MANAGEMENT
ANIMAL ASSISTANCE FOUNDATION 405 URBAN ST. SUITE 340 LAKEWOOD, CO 80228	84-0715412	501(C)3	40,000.	0.			RESEARCH
ANIMAL CARE AND CONTROL OF NEW YORK CITY, INC - 11 PARK PLACE, SUITE 805 - NEW YORK, NY 10007	13-3788986	501(C)3	90,000.	0.			INTAKE/DIVERSION, SHELTER MANAGEMENT
ANIMAL CARE AND CONTROL TEAM 111 W HUNTING PARK AVE PHILADELPHIA, PA 19140	45-3985637	501(C)3	348,843.	0.			ADOPTION, INTAKE/DIVERSION MANAGEMENT, SPAY/NEUTER
ANIMAL CARE TRUST 4500 N. ACCESS RD. CHATTANOOGA, TN 37415	01-0824858	501(C)3	28,860.	0.			ADOPTION, SHELTER MANAGEMENT
ANIMAL COMPASSION TEAM OF CALIFORNIA - 589 DRAKE LN - SQUAW VALLEY, CA 93675	27-0647770	501(C)3	5,210.	0.			ADOPTION
ANIMAL DEFENSE LEAGUE OF ARIZONA P.O. BOX 33093 PHOENIX, AZ 85067	74-2493030	501(C)3	45,000.	0.			SPAY/NEUTER
ANIMAL FRIENDS OF BARBOUR COUNTY, INC. - P.O. BOX 452 - PHILIPPI, WV 26416	11-3649801	501(C)3	42,910.	0.			ADOPTION, PET TRANSPORT
ANIMAL FRIENDS OF WASHINGTON COUNTY - 3901 HWY 36 N - BRENHAM, TX 77833	35-2205139	501(C)3	35,000.	0.			SPAY/NEUTER

Schedule I (Form 990)

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ANIMAL GRANTMAKERS INC. 5956 SHERRY LANE DALLAS, TX 75225	26-0688246	501(C)3	35,000.	0.			CONFERENCE, RESEARCH
ANIMAL HOPE ALLIANCE INC PO BOX 237 BLACKSBURG, VA 24063	20-5409570	501(C)3	5,430.	0.			ADOPTION
ANIMAL HOUSE SHELTER, INC. 1628 COLONIAL PARKWAY INVERNESS, IL 60067	36-4483106	501(C)3	5,400.	0.			SHELTER MANAGEMENT
ANIMAL HUMANE ASSOCIATION OF NEW MEXICO, INC. - 615 VIRGINIA ST SE - ALBUQUERQUE, NM 87108	85-0207652	501(C)3	52,870.	0.			ADOPTION, CONFERENCE, INTAK
ANIMAL HUMANE SOCIETY 845 MEADOW LANE NORTH GOLDEN VALLEY, MN 55422	41-0693842	501(C)3	51,464.	0.			SPAY/NEUTER
ANIMAL LEAGUE OF GASTON COUNTY 972 E. FRANKLIN BLVD. GASTONIA, NC 28054	03-0417697	501(C)3	40,880.	0.			SPAY/NEUTER
ANIMAL LIFE SAVERS INC P.O. BOX 12 PALISADES PARK, NJ 07650	01-0564863	501(C)3	5,320.	0.			ADOPTION
ANIMAL LOVERS, INC. P.O. BOX 223 THREE OAKS, MI 49128	42-1642066	501(C)3	5,260.	0.			ADOPTION
ANIMAL OUTREACH OF THE MOTHER LODGE P.O. BOX 480 DIAMOND SPRINGS, CA 95619	68-0272499	501(C)3	63,130.	0.			ADOPTION, SPAY/NEUTER

Schedule I (Form 990)

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ANIMAL PROTECTION LEAGUE P.O. BOX 1863 STOCKTON, CA 95201	68-0193683	501(C)3	61,670.	0.			ADOPTION
ANIMAL PROTECTION LEAGUE, INC. 613 DEWEY ST. ANDERSON, IN 46018	35-2204674	501(C)3	6,080.	0.			ADOPTION, SHELTER MANAGEMENT
ANIMAL PROTECTION OF NEW MEXICO INC - PO BOX 11395 - ALBUQUERQUE, NM 87192	85-0283292	501(C)3	10,000.	0.			INTAKE/DIVERSION
ANIMAL PROTECTIVE ASSOCIATION OF MISSOURI - 1705 S HANLEY RD - ST. LOUIS, MO 63144	43-0699783	501(C)3	68,352.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT, SPAY/NEUTER
ANIMAL PROTECTIVE LEAGUE OF SPRINGFIELD AND SANGAMON COUNTY - 1001 TAINTOR RD - SPRINGFIELD, IL 62702	23-7095476	501(C)3	6,870.	0.			ADOPTION
ANIMAL RELIEF AND RESCUE FELLOWSHIP - 1201 OAK STREET - CONWAY, AR 72032	64-0926255	501(C)3	80,500.	0.			SHELTER MANAGEMENT
ANIMAL RESCUE AND WELFARE SERVICES, INC. - PO BOX 2341 - PLATTSBURGH, NY 12901	30-0950784	501(C)3	7,790.	0.			ADOPTION, SHELTER MANAGEMENT
ANIMAL RESCUE CENTER P.O. BOX 110685 CLEVELAND, OH 44111	05-0541186	501(C)3	12,330.	0.			ADOPTION
ANIMAL RESCUE COALITION INC 47 SOUTH PALM AVENUE, SUITE 209 SARASOTA, FL 34236	65-0950292	501(C)3	35,000.	0.			SPAY/NEUTER

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ANIMAL RESCUE CORPS, INC 1380 MONROE ST NW #326 WASHINGTON, DC 20010	90-0640069	501(C)3	8,150.	0.			EMERGENCY RELIEF
ANIMAL RESCUE FOUNDATION INC P.O. BOX 471483 TULSA, OK 74147	73-1374403	501(C)3	8,330.	0.			ADOPTION
ANIMAL RESCUE LEAGUE OF BOSTON 10 CHANDLER ST BOSTON, MA 02116	04-2103714	501(C)3	90,330.	0.			ADOPTION, INTAKE/DIVERSION MANAGEMENT
ANIMAL RESCUE LEAGUE OF IOWA, INCORPORATED - 5452 NE 22ND ST. - DES MOINES, IA 50313	42-0680427	501(C)3	49,410.	0.			ADOPTION, CONFERENCE, INTAK
ANIMAL RESCUE LEAGUE OF NORTHWEST GEORGIA, INC. - 1384 SELF LAKE RD - FAIRMOUNT, GA 30139	26-0680909	501(C)3	6,530.	0.			ADOPTION, SHELTER MANAGEMENT
ANIMAL RESCUE OF THE ROCKIES PO BOX 5531 BRECKENRIDGE, CO 80424	20-1055815	501(C)3	6,010.	0.			ADOPTION
ANIMAL RESCUE, INC. 2 HERITAGE FARM DRIVE NEW FREEDOM, PA 17349	23-2180310	501(C)3	5,110.	0.			ADOPTION
ANIMAL WELFARE ASSOCIATION, INCORPORATED - 509 CENTENNIAL BLVD - VOORHEES, NJ 08043	22-1752792	501(C)3	28,170.	0.			ADOPTION, PET TRANSPORT
ANIMAL WELFARE GROUP OF EL PASO 228 DEER GRASS LN CHAPARRAL, NM 88081	74-2715731	501(C)3	6,310.	0.			ADOPTION

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ANIMAL WELFARE LEAGUE 10305 SOUTHWEST HIGHWAY CHICAGO RIDGE, IL 60415	36-2235155	501(C)3	35,510.	0.			ADOPTION
ANIMAL WELFARE LEAGUE OF ARLINGTON VA INCORPORATED - 2650 S. ARLINGTON MILL DR - ARLINGTON, VA 22206	54-0603502	501(C)3	5,570.	0.			ADOPTION, SHELTER MANAGEMENT, RESEARCH
ANIMAL WELFARE LEAGUE OF CHARLOTTE COUNTY FLORIDA, INC - 3519 DRANCE ST - PT CHARLOTTE, FL 33980	59-1146309	501(C)3	13,500.	0.			ADOPTION, EMERGENCY RELIEF
ANIMAL WELFARE LEAGUE OF THE GREATER CAPITAL DISTRICT, INC. - P.O. BOX 6426 - ALBANY, NY 12206	14-1784402	501(C)3	6,000.	0.			ADOPTION
ANIMAL WELFARE SOCIETY OF CAMDEN COUNTY - PO BOX 475 - BLACKWOOD, NJ 08012	20-0549531	501(C)3	7,870.	0.			ADOPTION
ANIMAL WELFARE SOCIETY, INC. P.O. BOX 43 W KENNEBUNK, ME 04094	23-7018176	501(C)3	240,160.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER, PE TRANSPORT
ANIMALS FIRST RESCUE OF THE CAROLINAS - 1417 WHISPERING OAKS CIR - MATTHEWS, NC 28104	46-1527620	501(C)3	6,810.	0.			ADOPTION
ANN & ROBERT H LURIE CHILDRENS HOSPITAL OF CHICAGO - 225 E CHICAGO AVE PR DPT BOX 269 - CHICAGO, IL 60611	36-2170833	501(C)3	51,074.	0.			THERAPY
ANOTHER CHANCE FOR ANIMALS, INC. P.O. BOX 4336 EVANSVILLE, IN 47724	27-3401956	501(C)3	20,908.	0.			ADOPTION

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ANTI-CRUELTY SOCIETY 157 W. GRAND AVE CHICAGO, IL 60654	36-2179814	501(C)3	125,515.	0.			ADOPTION, INTAKE/DIVERSION MANAGEMENT, SPAY/NEUTER
ANTRIM COUNTY PET & ANIMAL WATCH P.O. BOX 94 ACME, MI 49610	38-3287504	501(C)3	5,740.	0.			ADOPTION
ARF-ANAGE DOG RESCUE 1602 W CHARLESTON AVE PHOENIX, AZ 85023	47-4390147	501(C)3	13,960.	0.			ADOPTION
ARF-IL 23W042 WOODCROFT DRIVE GLEN ELLYN, IL 60137	36-4236669	501(C)3	14,470.	0.			ADOPTION
ARISTOCATS PO BOX 740075 ORANGE CITY, FL 32774	26-3753508	501(C)3	5,090.	0.			ADOPTION
ARIZONA ANIMAL WELFARE LEAGUE, INC. - 25 N 40TH ST - PHOENIX, AZ 85034	23-7149453	501(C)3	77,560.	0.			ADOPTION, INTAKE/DIVERSION MANAGEMENT
ARIZONA HUMANE SOCIETY 1521 W DOBBINS RD PHOENIX, AZ 85041	86-0135567	501(C)3	148,355.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION, T MANAGEMENT
ARIZONA SMALL DOG RESCUE 1102 W HATCHER RD PHOENIX, AZ 85021	26-3993160	501(C)3	9,790.	0.			ADOPTION
ARIZONA STATE UNIVERSITY FOUNDATION FOR A NEW AMERICAN UNIVERSITY - PO BOX 2260 - TEMPE, AZ 85280	86-6051042	501(C)3	14,872.	0.			CONFERENCE, RESEARCH

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ARK CAT SANCTUARY PO BOX 50237 PARKS, AZ 86018	20-5883650	501(C)3	12,330.	0.			ADOPTION
ARROWS HEART 26657 146TH ST NW ZIMMERMAN, MN 55398	81-1983281	501(C)3	11,400.	0.			ADOPTION
ASHEVILLE HUMANE SOCIETY, INC. 14 FOREVER FRIEND LN ASHEVILLE, NC 28806	56-1444098	501(C)3	79,287.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
ASHLAND ANIMAL RESCUE FUND (AARF) 131 NEW HAMPSHIRE DR ASHLAND, KY 41101	27-0163309	501(C)3	7,765.	0.			ADOPTION
ASOCIACION PRO ALBERGUE DE ANIMALES INC - PO BOX 3537, MARINA STATION - MAYAGUEZ, PR 00681	66-0413650	501(C)3	13,160.	0.			ADOPTION, SHELTER MANAGEMENT
ASSISI ANIMAL CLINICS OF VIRGINIA, INC. - 819 WALHALLA CT - ROANOKE, VA 24019	54-2021941	501(C)3	114,384.	0.			ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER, PET TRANSPORT
ASSOCIATED HUMANE SOCIETIES, INC. 124 EVERGREEN AVENUE NEWARK, NJ 07114	22-1487122	501(C)3	6,080.	0.			ADOPTION, SHELTER MANAGEMENT
ATHENS AREA HUMANE SOCIETY OF CLARKE COUNTY AND SPCA, INC. - 1781 MARS HILL RD - WATKINSVILLE, GA 30677	58-1847318	501(C)3	5,000.	0.			ADOPTION
ATLANTA HUMANE SOCIETY & SOCIETY PREVENTION OF CRUELTY TO ANIMALS - 981 HOWELL MILL RD NW - ATLANTA, GA 30318	58-0685900	501(C)3	267,500.	62,842.	FMV	PET SUPPLIES/FOOD	CONFERENCE, EMERGENCY RELIEF, SPAY/NEUTER, PET TRANSPORT

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AZ CENTER FOR ANIMAL RESCUE AND EDUCATION-AZ CARE - 4390 E SANTA CLARA DR - SAN TAN VLY, AZ 85140	47-1719860	501(C)3	5,030.	0.			ADOPTION
AZALEA CITY CAT COALITION P.O. BOX 1612 MOBILE, AL 36633	26-1999865	501(C)3	5,670.	0.			ADOPTION
BALTIMORE ANIMAL RESCUE AND CARE SHELTER, INC. - 301 STOCKHOLM ST. - BALTIMORE, MD 21230	86-1130456	501(C)3	272,920.	0.			ADOPTION, INTAKE/DIVERSION MANAGEMENT, SPAY/NEUTER
BANDITS ADOPTIONION AND RESCUE OF K-9S INC - 12300 FARRINGTON RD - ASHLAND, VA 23005	90-0195675	501(C)3	7,090.	0.			ADOPTION
BARSTOW HUMANE SOCIETY 2480 E MAIN ST BARSTOW, CA 92311	95-2125105	501(C)3	37,480.	0.			ADOPTION, SPAY/NEUTER
BASTROP COUNTY PO BOX 676 BASTROP, TX 78602	74-6000226	COUNTY OF BASTRO	20,000.	0.			SPAY/NEUTER
BAY AREA ANIMAL RESCUE CREW 1470 DETROIT AVE APT E CONCORD, CA 94520	47-4990106	501(C)3	10,425.	0.			ADOPTION
BAY COUNTY BOARD OF COUNTY COMMISSIONERS - 6401 BAYLINE RD - PANAMA CITY, FL 32404	59-6000512	COUNTY OF BAY	9,100.	0.			ADOPTION
BEAVER COUNTY HUMANE SOCIETY 3394 BRODHEAD ROAD ALIQUIPPA, PA 15001	25-1064313	501(C)3	12,020.	0.			ADOPTION

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BELLA FOUNDATION PO BOX 20035 OKLAHOMA CITY, OK 73156	20-5781826	501(C)3	17,420.	0.			ADOPTION
BERKELEY-EAST BAY HUMANE SOCIETY P.O. BOX 2222 2700 9THST BERKELEY, CA 94702	94-1347069	501(C)3	50,000.	0.			SPAY/NEUTER
BERKS COUNTY COMMUNITY FOUNDATION, INC. - 237 COURT ST - READING, PA 19601	23-2769892	501(C)3	5,000.	0.			THERAPY
BERNALILLO COUNTY COMMISSIONER 1 CIVIC PLAZA NW ALBUQUERQUE, NM 87102	85-6000202	COUNTY OF BERNAL	50,000.	0.			SPAY/NEUTER
BINGHAM COUNTY HUMANE SOCIETY P.O. BOX 385 BLACKFOOT, ID 83221	30-0047258	501(C)3	12,820.	0.			ADOPTION
BISSELL PET FOUNDATION 2345 WALKER AVE NW GRAND RAPIDS, MI 49544	38-3853264	501(C)3	68,180.	0.			ADOPTION
BLOOMINGDALE ANIMAL SHELTER SOCIETY, INC. - P.O. BOX 24 - BLOOMINGDALE, NJ 07403	22-3402212	501(C)3	5,970.	0.			ADOPTION
BLOUNT COUNTY HUMANE SOCIETY 1005 E. BROADWAY AVENUE MARYVILLE, TN 37802	73-1674982	501(C)3	7,240.	0.			ADOPTION
BLUE MOUNTAIN HUMANE SOCIETY 7 GEORGE ST WALLA WALLA, WA 99362	91-0828499	501(C)3	15,550.	0.			ADOPTION, EMERGENCY RELIEF, THERAPY

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BOWLING GREEN - WARREN COUNTY HUMANE SOCIETY - P.O. BOX 1456 - BOWLING GREEN, KY 42102	61-0653278	501(C)3	8,560.	0.			ADOPTION
BRANDYWINE VALLEY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 1212 PHOENIXVILLE PIKE - WEST CHESTER, PA 19380	23-1381030	501(C)3	74,363.	9,911.	FMV	PET SUPPLIES/FOOD	ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER, PET TRANSPORT
BRAZORIA COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 141 CANNA LANE - LAKE JACKSON, TX 77566	23-7404451	501(C)3	53,250.	0.			ADOPTION, EMERGENCY RELIEF
BRIGADOON SERVICE DOGS 4759 MISSION RD BELLINGHAM, WA 98226	27-0100385	501(C)3	15,000.	0.			THERAPY
BRISTOL HUMANE SOCIETY 16222 LEE HWY BRISTOL, VA 24202	54-0927975	501(C)3	60,518.	0.			SPAY/NEUTER
BROADWAY FESTIVALS, INC PO BOX 1643 LUBBOCK, TX 79408	75-2387813	501(C)3	5,000.	0.			ADOPTION
BROOKHAVEN ANIMAL RESCUE LEAGUE P.O. BOX 3477 BROOKHAVEN, MS 39603	64-0659454	501(C)3	25,000.	0.			SPAY/NEUTER
BROTHER WOLF ANIMAL RESCUE, INC. P.O. BOX 8195 ASHEVILLE, NC 28814	20-8787719	501(C)3	9,660.	0.			ADOPTION, EMERGENCY RELIEF
BROWARD COUNTY BOARD OF COUNTY COMMISSIONERS - 1870 SOUTHWEST 39 STREET - FORT LAUDERDALE, FL 33315	59-6000531	COUNTY OF BROWAR	75,000.	90,298.	FMV	PET SUPPLIES/FOOD	EMERGENCY RELIEF, INTAKE/DIVERSION

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BROWNSVILLE ANIMAL DEFENSE 1225 N EXPRESSWAY 77 SUITE C1 BROWNSVILLE, TX 78520	27-1929122	501(C)3	7,638.	0.			ADOPTION
BROWNSVILLE PAWS INC. 3400 CHARMAINE LANE BROWNSVILLE, TX 78526	26-1341155	501(C)3	8,380.	0.			ADOPTION, SHELTER MANAGEMENT
BUCKEYE ANIMAL RESCUE & KENNEL 1919 N 200TH AVE BUCKEYE, AZ 85396	46-3227031	501(C)3	28,660.	0.			ADOPTION
BUDDIES PLACE CAT RESCUE 130 CANULL LANE WEATHERFORD, TX 76087	26-1379675	501(C)3	8,010.	0.			ADOPTION
BURLINGTON COUNTY ANIMAL ALLIANCE 7 PIONEER LANE WILLINGBORO, NJ 08046	22-3691757	501(C)3	31,950.	0.			ADOPTION
BYRAM ANIMAL RESCUE KINDNESS SQUAD P.O. BOX 593 STANHOPE, NJ 07874	22-2333521	501(C)3	5,450.	0.			ADOPTION
C A R E 4 PAWS INC. PO BOX 60524 SANTA BARBARA, CA 93160	27-0207473	501(C)3	10,000.	0.			INTAKE/DIVERSION
CALHOUN COUNTY ANIMAL CENTER, INC. 165 S UNION ST BATTLE CREEK, MI 49014	20-5870763	501(C)3	5,000.	0.			EMERGENCY RELIEF
CAMP CHAOS PUPPY RESCUE 4733 OLD HIGHWAY 21 IMPERIAL, MO 63052	46-1685895	501(C)3	14,340.	0.			ADOPTION

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CAMP COMPANION INC P.O. BOX 7478 ROCHESTER, MN 55903	32-0165702	501(C)3	12,710.	0.			ADOPTION
CAN DO CANINES 9440 SCIENCE CTR DR NEW HOPE, MN 55428	41-1594165	501(C)3	15,000.	0.			THERAPY
CANINE COMPANIONS FOR INDEPENDENCE, INC. - P.O. BOX 446 - SANTA ROSA, CA 95402	94-2494324	501(C)3	111,811.	0.			THERAPY, SHELTER MANAGEMENT
CANINE PARTNERS OF THE ROCKIES INC. - 651 E POTOMAC ST - AURORA, CO 80011	75-3025982	501(C)3	15,000.	0.			THERAPY
CANINE REHABILITATION CENTER AND SANCTUARY - 59 DAMONTE RANCH PKWY - RENO, NV 89521	90-0687180	501(C)3	12,015.	0.			ADOPTION, SHELTER MANAGEMENT
CANINE THERAPY CORPS, INC. 1700 W IRVING PARK RD STE 311 CHICAGO, IL 60613	36-3821587	501(C)3	10,000.	0.			THERAPY
CANINES WITH A CAUSE FOUNDATION INCORPORATED - PO BOX 680426 - PARK CITY, UT 84068	27-4402344	501(C)3	15,000.	0.			THERAPY
CAPITAL AREA HUMANE SOCIETY 7095 W GRAND RIVER AVE LANSING, MI 48906	38-1601542	501(C)3	5,220.	0.			ADOPTION
CAROLINA POODLE RESCUE 6705 UNION HWY PACOLET, SC 29372	20-3192287	501(C)3	5,167.	0.			ADOPTION, EMERGENCY RELIEF

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CARROLL COUNTY HUMANE SOCIETY 535 E MONTGOMERY ST STE B VILLA RICA, GA 30180	58-2284855	501(C)3	39,820.	0.			ADOPTION, SPAY/NEUTER
CARTHAGE HUMANE SOCIETY, INCORPORATED - 13860 DOG KENNEL RD. - CARTHAGE, MO 64836	43-6064526	501(C)3	5,250.	0.			ADOPTION
CASTAWAY CATS RESCUE OF COASTAL GEORGIA, INC. - 473 DEVEREAUX RD - HINESVILLE, GA 31313	47-4316324	501(C)3	5,350.	0.			ADOPTION
CASTAWAYS PET RESCUE, INC. 11659 GA HIGHWAY 99 DARIEN, GA 31305	47-1838686	501(C)3	16,870.	0.			ADOPTION
CAT ADOPTIONION TEAM 303 SPYGLASS CT APT 303 WILDER, KY 41076	26-4590060	501(C)3	70,900.	0.			ADOPTION, SHELTER MANAGEMENT, PET TRANSPORT
CAT ANGEL NETWORK, INC. PO BOX 3071 STOWE, PA 19464	23-2957541	501(C)3	12,700.	0.			ADOPTION
CAT COVE PET RESCUE 9023 ROSE ST SPC D5 BELLFLOWER, CA 90706	46-5723137	501(C)3	7,840.	0.			ADOPTION
CAT CRUSADERS 20647 LONGLEAF PINE AVE TAMPA, FL 33647	27-3257614	501(C)3	6,180.	0.			ADOPTION
CAT HAVEN, INC. 11130 N. HARRELL'S FERRY ROAD BATON ROUGE, LA 70816	72-1454718	501(C)3	12,630.	0.			ADOPTION, SHELTER MANAGEMENT

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CAT NETWORK, INC. P.O. BOX 347228 MIAMI, FL 33234	65-0597008	501(C)3	11,100.	0.			ADOPTION, SHELTER MANAGEMENT
CAT RESCUE, INC. 1917 BENEFIT RD. CHESAPEAKE, VA 23322	54-1861487	501(C)3	6,140.	0.			ADOPTION
CAT TAILS CAT ADOPTIONION SERVICES INC - 6622 BEACH DR. SW - OCEAN ISLE BCH, NC 28469	32-0116520	501(C)3	16,532.	0.			ADOPTION, SHELTER MANAGEMENT
CAT TALES, INC. P.O. BOX 165 WARMINSTER, PA 18974	35-2182828	501(C)3	5,900.	0.			ADOPTION
CATERING TO CATS & DOGS, INC. 8711 PURPLE THISTLE LN CHARLOTTE, NC 28215	26-4298314	501(C)3	6,550.	0.			ADOPTION
CATHEY'S K-9 RESCUE PO BOX 622 LAKE ISABELLA, CA 93240	91-2134340	501(C)3	30,035.	0.			ADOPTION, SHELTER MANAGEMENT
CATMANDOO 4712 ADMIRALTY WAY 968 MARINA DEL REY, CA 90292	46-1316286	501(C)3	8,010.	0.			ADOPTION
CATNIP 15442 JACK FORK RD FOLSOM, LA 70437	47-4528787	501(C)3	13,990.	0.			ADOPTION, SHELTER MANAGEMENT
CATS ABOUT TOWN SOCIETY (C.A.T.S.) 1833 ALICE WAY SACRAMENTO, CA 95834	68-0407757	501(C)3	25,920.	0.			ADOPTION

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CATS CRADLE OF THE SHENANDOAH VALLEY, INC. - PO BOX 612 - STAUNTON, VA 24402	20-3269224	501(C)3	37,680.	0.			ADOPTION, SPAY/NEUTER
CATS IN NEED OF HUMAN CARE (HEADQUARTERS) - 404 S SCHUG ST - ORANGE, CA 92869	95-4302262	501(C)3	16,270.	0.			ADOPTION
CATS-CAN, INC. 572 SEMINOLE WOODS BLVD. GENEVA, FL 32732	68-0539788	501(C)3	15,200.	0.			ADOPTION
CAUSE 4 PAWS PO BOX 301 LOCUST GROVE, VA 22508	80-0022384	501(C)3	5,570.	0.			ADOPTION
CAUSE FOR CANINES, INC 9438 E STELLA RD TUCSON, AZ 85730	47-3969555	501(C)3	10,130.	0.			ADOPTION
CAUZICANCARE, INC 245 KENNETH CIRCLE CRAWFORDVILLE, FL 32327	26-1286327	501(C)3	6,010.	0.			ADOPTION
CEDARTOWN ANIMAL RESCUE EDUCATION & STERILIZATION INC - PO BOX 1314 - CEDARTOWN, GA 30125	47-3296826	501(C)3	10,860.	0.			ADOPTION
CENTRAL CALIFORNIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 103 S. HUGHES AVE - FRESNO, CA 93706	94-1207695	501(C)3	12,210.	0.			ADOPTION
CENTRAL MISSOURI HUMANE SOCIETY 616 BIG BEAR BOULEVARD COLUMBIA, MO 65202	43-0666742	501(C)3	6,580.	0.			ADOPTION

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CENTRAL NEW YORK SPAY NEUTER ASSISTANCE PROGRAM CNY SNAP - 178 CENTRAL AVE - CORTLAND, NY 13045	20-3322730	501(C)3	34,290.	0.			ADOPTION
CENTRAL VALLEY RESCUE RAILROAD P.O. BOX # 44 LINDSAY, CA 93277	26-4241992	501(C)3	5,500.	0.			ADOPTION
CHAMPAIGN AREA TRAP SPAY NEUTER AND ADOPTIONION PROGRAM - CATSNAP - P.O. BOX 456 - SAVOY, IL 61874	20-2876609	501(C)3	14,790.	0.			ADOPTION, AT-RISK
CHARLESTON ANIMAL SOCIETY 2455 REMOUNT RD N CHARLESTON, SC 29406	57-6021863	501(C)3	57,330.	0.			ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER
CHATTANEUTER 6332 EAST VALLEY ROAD DUNLAP, TN 37327	81-1072918	501(C)3	56,000.	0.			SPAY/NEUTER
CHAUTAUQUA COUNTY HUMANE SOCIETY 2825 STRUNK RD JAMESTOWN, NY 14701	16-6000221	501(C)3	8,349.	0.			ADOPTION
CHEAHA REGIONAL HUMANE SOCIETY, INC - 1112 WILMER AVE - ANNISTON, AL 36201	46-4185474	501(C)3	7,105.	0.			ADOPTION
CHEROKEE COUNTY HUMANE SOCIETY, INC. - 5900 BELLS FERRY ROAD - ACWORTH, GA 30102	58-1588122	501(C)3	14,960.	0.			ADOPTION
CHEYENNE ANIMAL SHELTER SERVICES FOUNDATION - 800 SOUTHWEST DRIVE - CHEYENNE, WY 82007	20-5610344	501(C)3	25,000.	0.			SPAY/NEUTER

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CHEYENNE ANIMAL SHELTER-SERVICES 800 SOUTHWEST DR CHEYENNE, WY 82007	83-0217643	501(C)3	7,500.	0.			SHELTER MANAGEMENT
CHILDREN'S HOSPITAL & MEDICAL CENTER FOUNDATION - 8401 W DODGE RD STE 120 - OMAHA, NE 68114	47-6105603	501(C)3	5,000.	0.			THERAPY
CHILDREN'S HOSPITAL CORPORATION 401 PARK DRIVE SUITE 602 BOSTON, MA 02115	04-2774441	501(C)3	116,616.	0.			THERAPY
CHILDRENS HOSPITAL MEDICAL CENTER 3333 BURNET AVE ML 4900 CINCINNATI, OH 45229	31-0833936	501(C)3	65,000.	0.			THERAPY
CHILDRENS MEDICAL CENTER FOUNDATION - 1935 MEDICAL DISTRICT DR - DALLAS, TX 75235	75-2062015	501(C)3	90,000.	0.			THERAPY
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVE NW WASHINGTON, DC 20010	52-1640403	501(C)3	88,114.	0.			THERAPY
CHLOES PET RESCUE 1744 CRYSTAL WAY PLANO, TX 75074	82-0930566	501(C)3	10,110.	0.			ADOPTION
CHOC FOUNDATION 1201 W LA VETA AVE ORANGE, CA 92868	95-6097416	501(C)3	15,000.	0.			THERAPY
CIRCLE OF FRIENDS ANIMAL SOCIETY, INC. - P.O. BOX 1235 - GREENSBORO, GA 30642	20-8346787	501(C)3	15,533.	0.			ADOPTION

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CITY AND COUNTY OF DENVER 201 W COLFAX AVE DEPT 1109 DENVER, CO 80202	84-6000580	CITY AND COUNTY	36,042.	0.			ADOPTION, SPAY/NEUTER
CITY IMPACT FOUNDATION 950 E SAHARA AVE LAS VEGAS, NV 89104	26-2216119	501(C)3	0.	53,742.	FMV	PET SUPPLIES/FOOD	ADOPTION
CITY OF ABILENE 925 S. 25TH ABILENE, TX 79602	75-6000440	CITY OF ABILENE	35,430.	0.			ADOPTION, SPAY/NEUTER
CITY OF AUGUSTA 530 GREENE STREET AUGUSTA, GA 30901	58-2204274	CITY OF AUGUSTA	11,480.	0.			ADOPTION, SHELTER MANAGEMENT
CITY OF AURORA 15750 E. 32ND AVENUE AURORA, CO 80011	84-6000564	CITY OF AURORA	117,560.	0.			ADOPTION
CITY OF AUSTIN 7201 LEVANDER LOOP AUSTIN, TX 78702	74-6000085	CITY OF AUSTIN	25,750.	0.			ADOPTION, EMERGENCY RELIEF
CITY OF BURBANK 275 E OLIVE AVE BURBANK, CA 91502	95-6000683	CITY OF BURBANK	42,290.	0.			SHELTER MANAGEMENT
CITY OF CABOT PO BOX 1113 CABOT, AR 72023	71-0334905	CITY OF CABOT	20,980.	0.			ADOPTION, SPAY/NEUTER
CITY OF CEDAR HILL 285 UPTOWN BLVD., STE 100 CEDAR HILL, TX 75104	75-6000480	CITY OF CEDAR HI	53,310.	0.			ADOPTION, SPAY/NEUTER

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CITY OF CHARLOTTE 600 E FOURTH ST., 10TH FLOOR CHARLOTTE, NC 28202	52-1333483	CITY OF CHARLOTT	50,020.	0.			ADOPTION, INTAKE/DIVERSION
CITY OF CHICO P.O. BOX 3420 CHICO, CA 95927	94-6000308	CITY OF CHICO	15,010.	0.			ADOPTION, SPAY/NEUTER
CITY OF CLEVELAND 601 LAKESIDE AVENUE CLEVELAND, OH 44114	34-6000646	CITY OF CLEVELAN	150,000.	0.			SHELTER MANAGEMENT
CITY OF DALLAS 1500 MARILLA STREET ROOM 2BS DALLAS, TX 75201	75-6000508	CITY OF DALLAS	81,700.	0.			ADOPTION
CITY OF DICKINSON 4403 HIGHWAY 3 DICKINSON, TX 77539	74-2139604	CITY OF DICKINSO	25,000.	0.			EMERGENCY RELIEF
CITY OF EL PASO TEXAS 2 CIVIC CENTER PLAZA RM 202 EL PASO, TX 79901	74-6000749	CITY OF EL PASO	90,190.	0.			ADOPTION, SPAY/NEUTER
CITY OF FORT WORTH 1000 THROCKMORTON ST FORT WORTH, TX 76102	75-6000528	CITY OF FORT WOR	278,439.	0.			ADOPTION, SPAY/NEUTER
CITY OF GLENDALE 5850 W GLENDALE AVE GLENDALE, AZ 85301	86-6000247	CITY OF GLENDALE	5,000.	0.			THERAPY
CITY OF HAYWARD (ANIMAL SERVICES) 16 BARNES COURT HAYWARD, CA 94544	94-6000346	CITY OF HAYWARD	7,170.	0.			ADOPTION, SPAY/NEUTER

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CITY OF HENDERSON 240 SOUTH WATER STREET HENDERSON, NV 89015	88-6000720	CITY OF HENDERSO	5,070.	0.			ADOPTION
CITY OF HOUSTON 611 WALKER STREET HOUSTON, TX 77002	74-6001164	CITY OF HOUSTON	6,470.	0.			ADOPTION
CITY OF INDIANAPOLIS 200 E. WASHINGTON ST STE 2221 INDIANAPOLIS, IN 46204	35-6001063	CITY OF INDIANAP	5,800.	0.			ADOPTION
CITY OF JACKSONVILLE 117 W DUVAL ST STE 375 JACKSONVILLE, FL 32202	59-6000344	CITY OF JACKSONV	65,658.	0.			ADOPTION, SPAY/NEUTER
CITY OF LORDSBURG 409 W WABASH ST LORDSBURG, NM 88045	85-6000151	CITY OF LORDSBUR	30,000.	0.			SPAY/NEUTER
CITY OF LOS ANGELES 221 NORTH FIGUEROA STREET 5TH FLOO LOS ANGELES, CA 90012	95-6000735	CITY OF LOS ANGE	10,120.	0.			ADOPTION, RESEARCH
CITY OF LUFKIN (ANIMAL SERVICES) 1901 HILL ST LUFKIN, TX 75904	75-6000591	CITY OF LUFKIN	39,770.	0.			ADOPTION, SHELTER MANAGEMENT
CITY OF MEMPHIS 125 NORTH MAIN STREET SUITE 34B MEMPHIS, TN 38103	62-6000361	CITY OF MEMPHIS	50,000.	4,355.	FMV	PET SUPPLIES/FOOD	SHELTER MANAGEMENT, PET TRANSPORT
CITY OF MIAMI BEACH 1700 CONVENTION CENTER DRIVE MIAMI BEACH, FL 33139	59-6000372	CITY OF MIAMI BE	54,221.	0.			SPAY/NEUTER

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CITY OF OKLAHOMA CITY (ANIMAL WELFARE DIVISION) - 100 N WALKER 3RD FLOOR - OKLAHOMA CITY, OK 73102	73-6005359	CITY OF OKLAHOMA	17,830.	0.			ADOPTION
CITY OF POCATELLO PO BOX 4169 POCATELLO, ID 83205	82-6000244	CITY OF POCATELL	50,140.	0.			ADOPTION, SPAY/NEUTER
CITY OF PORT ARTHUR 444 4TH STREET PORT ARTHUR, TX 77640	74-6001885	CITY OF PORT ART	15,000.	0.			EMERGENCY RELIEF
CITY OF REDLANDS PO BOX 3005 REDLANDS, CA 92373	95-6000766	CITY OF REDLANDS	5,690.	0.			ADOPTION
CITY OF REXBURG PO BOX 280 REXBURG, ID 83440	82-6000250	CITY OF REXBURG	27,000.	0.			SHELTER MANAGEMENT
CITY OF ROCHESTER 30 CHURCH ST., RM 106A ROCHESTER, NY 14614	16-6002551	CITY OF ROCHESTE	83,950.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
CITY OF SAN ANTONIO TEXAS PO BOX 839966 SAN ANTONIO, TX 78283	74-6002070	CITY OF SAN ANTO	101,160.	0.			ADOPTION, INTAKE/DIVERSION
CITY OF SAN MARCOS 630 E HOPKINS ST SAN MARCOS, TX 78666	74-6002238	CITY OF SAN MARC	35,280.	0.			ADOPTION, SHELTER MANAGEMENT
CITY OF STOCKTON 1675 S. LINCOLN STREET STOCKTON, CA 95206	94-6000436	CITY OF STOCKTON	165,761.	0.			SPAY/NEUTER, PET TRANSPORT

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CITY OF SUGAR LAND P.O. BOX 110 SUGAR LAND, TX 77487	74-6027491	CITY OF SUGAR LA	5,940.	0.			ADOPTION
CITY OF TULSA 3031 N. ERIE AVENUE TULSA, OK 74115	73-6005470	CITY OF TULSA	5,000.	0.			RESEARCH
CITY OF WASCO 801 - 8TH STREET WASCO, CA 93280	95-6000809	CITY OF WASCO	28,028.	0.			SHELTER MANAGEMENT
CLARK COUNTY SPCA, INC 21 WALTER ST SPRINGFIELD, OH 45506	81-4542927	501(C)3	34,215.	0.			ADOPTION, SHELTER MANAGEMENT
CLARKSDALE ANIMAL RESCUE EFFORT & SHELTER, INC - PO BOX 142 - CLARKSDALE, MS 38614	45-3765360	501(C)3	73,050.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER, PE TRANSPORT
CLAY COUNTY ANIMAL RESCUE AND SHELTER - PO BOX 623 - FLORA, IL 62839	46-0780223	501(C)3	7,385.	0.			ADOPTION
CLEAR CREEK CAT RESCUE P.O. BOX 602 TALKEETNA, AK 99676	27-2265973	501(C)3	10,183.	0.			EMERGENCY RELIEF
COASTAL PET RESCUE INC. P.O. BOX 30462 SAVANNAH, GA 31410	04-3752526	501(C)3	5,420.	0.			ADOPTION, EMERGENCY RELIEF
COCONINO COUNTY HUMANE ASSN P.O. BOX 66 FLAGSTAFF, AZ 86002	86-0176883	501(C)3	13,470.	0.			ADOPTION

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COLONIAL CAPITAL HUMANE SOCIETY PO BOX326 NEW BERN, NC 28563	58-1314712	501(C)3	14,670.	0.			ADOPTION
COLORADO STATE UNIVERSITY FOUNDATION - 410 UNIVERSITY SERVICES CENTER - FORT COLLINS, CO 80523	23-7098397	501(C)3	250,000.	0.			SPAY/NEUTER
COLUMBUS PET RESCUE 13700 ADAMS RD PLAIN CITY, OH 43064	46-1549971	501(C)3	8,410.	0.			ADOPTION
COLUMBUS PURRS N PAWS 8113 UPATOI RDG UPATOI, GA 31829	47-4475103	501(C)3	5,243.	0.			ADOPTION
COMMUNITY ANIMAL WELFARE SOCIETY CAWS - P.O. BOX 160554 - CLEARFIELD, UT 84016	87-0515959	501(C)3	11,860.	0.			ADOPTION
COMMUNITY FOUNDATION FOR SOUTHERN ARIZONA - 2250 E BROADWAY BLVD - TUCSON, AZ 85719	94-2681765	501(C)3	10,000.	0.			ADOPTION
COMPANION ANIMAL ACTION TEAM PO BOX 512 WILLIAMSBURG, NM 87942	45-5639740	501(C)3	10,000.	0.			SPAY/NEUTER
COMPANION ANIMAL ALLIANCE 402 N 4TH ST BATON ROUGE, LA 70802	27-1204719	501(C)3	102,810.	0.			ADOPTION, SPAY/NEUTER
COMPANION ANIMAL RESCUE OF ASCENSION - 9894 AIRLINE HWY - SORRENTO, LA 70778	90-0877497	501(C)3	9,662.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT

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COMPASSION WITHOUT BORDERS 1006 BUSH ST SANTA ROSA, CA 95404	20-4698227	501(C)3	20,000.	0.			PET TRANSPORT
COUNTRY CATS RESCUE PO BOX 1444 SPOTSYLVANIA, VA 22553	46-2489164	501(C)3	5,300.	0.			ADOPTION, SHELTER MANAGEMENT
COUNTY OF BEDFORD 205 LANE PARKWAY SHELBYVILLE, TN 37160	62-6000483	COUNTY OF BEDFOR	10,000.	0.			SPAY/NEUTER
COUNTY OF BERKELEY PO BOX 6122 MONCKS CORNER, SC 29461	57-6000312	COUNTY OF BERKEL	13,100.	0.			SHELTER MANAGEMENT
COUNTY OF CAPE MAY 4 MOORE ROAD DN 501B CAPE MAY COURT HOUSE, NJ 08210	21-6000106	COUNTY OF CAPE M	5,320.	0.			ADOPTION
COUNTY OF CUMBERLAND P.O. BOX 1829 FAYETTEVILLE, NC 28302	56-6000291	COUNTY OF CUMBER	17,370.	0.			ADOPTION
COUNTY OF GLOUCESTER 1200 N. DELSEA DR. CLAYTON, NJ 08312	21-6000660	COUNTY OF GLOUCE	13,280.	0.			ADOPTION
COUNTY OF GREENVILLE 301 UNIVERSITY RIDGE STE. 200 GREENVILLE, SC 29601	57-6000356	COUNTY OF GREENV	40,280.	0.			ADOPTION, SHELTER MANAGEMENT
COUNTY OF HILLSBOROUGH 601 E KENNEDY BLVD 25TH FLR TAMPA, FL 33602	59-6000661	COUNTY OF HILLSB	15,710.	0.			ADOPTION

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COUNTY OF LOUDON 100 RIVER RD STE 109 LOUDON, TN 37774	62-6000721	COUNTY OF LOUDON	6,959.	0.			ADOPTION
COUNTY OF MONTGOMERY PO BOX 368 CLARKSVILLE, TN 37041	62-6000764	COUNTY OF MONTGO	36,000.	0.			SHELTER MANAGEMENT
COUNTY OF MOORE P.O. BOX 279 CARTHAGE, NC 28327	56-6000322	COUNTY OF MOORE	6,500.	0.			ADOPTION, SHELTER MANAGEMENT
COUNTY OF ONSLOW 328 NEW BRIDGE STREET JACKSONVILLE, NC 28540	56-6000326	COUNTY OF ONSLOW	18,740.	0.			ADOPTION
COUNTY OF PEORIA 2600 NE PERRY AVENUE PEORIA, IL 61603	37-6001761	COUNTY OF PEORIA	10,530.	0.			ADOPTION, SHELTER MANAGEMENT
COUNTY OF PINELLAS BOARD OF COUNTY COMMISSIONERS - 12450 ULMERTON RD. - LARGO, FL 33774	59-6000800	COUNTY OF PINELL	6,770.	0.			ADOPTION
COUNTY OF RIVERSIDE 72050 PETLAND PLACE THOUSAND PALMS, CA 92276	95-6000930	COUNTY OF RIVERS	65,000.	0.			SPAY/NEUTER
COUNTY OF RUTHERFORD 285 JOHN RICE BLVD MURFREESBORO, TN 37129	62-6017922	COUNTY OF RUTHER	67,800.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
COUNTY OF SALT LAKE 2001 S STATE STREET N4-200 SALT LAKE CITY, UT 84190	87-6000316	COUNTY OF SALT L	7,960.	0.			ADOPTION, EMERGENCY RELIEF

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COUNTY OF VENTURA 600 AVIATION DRIVE CAMARILLO, CA 93010	95-6000944	COUNTY OF VENTUR	12,480.	0.			ADOPTION, SHELTER MANAGEMENT
COWETA COUNTY SHERIFF'S OFFICE 560 GREISON TRL NEWNAN, GA 30263	61-1803901	COUNTY OF COWETA	31,841.	0.			THERAPY, SHELTER MANAGEMENT
CRAZY CATS ANIMAL RESCUE 3417 TRASHWOOD CIRCLE CINCINNATI, OH 45208	81-3762198	501(C)3	11,330.	0.			ADOPTION
CREEKSID ANIMAL RESCUE, INC. 11791 N COUNTY ROAD 800 E ROACHDALE, IN 46172	81-1086930	501(C)3	11,130.	0.			ADOPTION
CRITTER SHACK HUMANE SOCIETY OF MENARD - PO BOX 192 - WALL, TX 76957	41-2090330	501(C)3	12,536.	0.			ADOPTION
CRITTERS WITHOUT LITTERS, INC. 3813 MESA GRANDE ST BAKERSFIELD, CA 93304	27-1606167	501(C)3	30,000.	0.			SPAY/NEUTER
CROSSING PATHS ANIMAL RESCUE 210 DEAVERS TOWN RD CLEVELAND, AL 35049	06-1803505	501(C)3	14,240.	0.			ADOPTION
CURATORS OF THE UNIVERSITY OF MISSOURI - 121 UNIVERSITY HALL - COLUMBIA, MO 65211	43-6003859	STATE OF MISSOUR	10,000.	0.			SPAY/NEUTER
D & R RESCUE, INC. 21336 E. TERRE HAUTE RD. PARIS, IL 61944	35-2005670	501(C)3	15,960.	0.			ADOPTION

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DAKIN PIONEER VALLEY HUMANE SOCIETY, INC. - PO BOX 6307 - SPRINGFIELD, MA 01101	20-5318898	501(C)3	41,229.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
DAKOTA'S DREAM ANIMAL RESCUE PO BOX 1814 WINCHESTER, VA 22604	27-2505758	501(C)3	6,560.	0.			ADOPTION
DALHART ANIMAL WELLNESS GROUP AND SANCTUARY DAWGS - P.O. BOX 911 - DALHART, TX 79022	41-2090530	501(C)3	76,210.	0.			ADOPTION, PET TRANSPORT
DALLAS CAT RESCUE P.O. BOX 262571 PLANO, TX 75026	35-2302714	501(C)3	5,100.	0.			ADOPTION
DALLAS PETS ALIVE 3722 SEQUIN DR DALLAS, TX 75220	46-2768869	501(C)3	10,040.	0.			ADOPTION, INTAKE/DIVERSION
DANTE'S HOPE 14427 BROWN RD BAKER, LA 70714	81-2920129	501(C)3	17,540.	0.			ADOPTION, SHELTER MANAGEMENT
DANVILLE-BOYLE COUNTY HUMANE SOCIETY - P.O. BOX 487 - DANVILLE, KY 40422	61-0732934	501(C)3	17,062.	0.			ADOPTION
DAWSON COUNTY HUMANE SOCIETY, INC. 633 MARTIN ROAD DAWSONVILLE, GA 30534	75-3054671	501(C)3	7,260.	0.			ADOPTION
DEAFINITELY DOGS 2121 N TOWNE LN NE STE A CEDAR RAPIDS, IA 52402	47-1590153	501(C)3	5,000.	0.			THERAPY

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DEATH ROW DOG RESCUE, INCORPORATED 35 BRETT'S POINT SHARPSBURG, GA 30277	56-2561199	501(C)3	7,900.	0.			ADOPTION
DENVER DUMB FRIENDS LEAGUE 2080 S QUEBEC ST DENVER, CO 80231	84-0405254	501(C)3	293,105.	0.			ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER, RESEAR
DESERT PAWS RESCUE P.O. BOX 50594 MESA, AZ 85208	06-1721946	501(C)3	6,640.	0.			ADOPTION
DIXIE ADOPTIONABLES PO BOX 1113 LUCEDALE, MS 39452	26-3593696	501(C)3	20,260.	0.			ADOPTION, SHELTER MANAGEMENT
DIXIE SPAY NEUTER EXPRESS 182 AIRPORT RD NW CLEVELAND, TN 37312	26-2203324	501(C)3	26,970.	0.			ADOPTION, SPAY/NEUTER
DOG IT DIG IT RESCUE INC. 16953 S US HIGHWAY 41 FARMERSBURG, IN 47850	80-0686035	501(C)3	5,190.	0.			ADOPTION
DOGGY SMILES RESCUE 44756 SHADOWCREST DR LANCASTER, CA 93536	46-3259773	501(C)3	18,160.	0.			ADOPTION
DOGS ON DEPLOYMENT PO BOX 710286 SANTEE, CA 92072	45-3109600	501(C)3	5,000.	0.			AT-RISK
DON'T BULLY US RESCUE, INC PO BOX 246 WENONAH, NJ 08090	47-4755971	501(C)3	5,460.	0.			ADOPTION

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DUTCHESS COUNTY SPCA, INC. 636 VIOLET AVE HYDE PARK, NY 12538	14-1340058	501(C)3	7,515.	0.			EMERGENCY RELIEF
EASEL ANIMAL RESCUE LEAGUE, INC. 33 QUAKER RD PRINCETON JCT., NJ 08550	80-0155306	501(C)3	5,590.	0.			ADOPTION
EAST BAY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 8323 BALDWIN STREET - OAKLAND, CA 94621	94-1322202	501(C)3	33,526.	0.			INTAKE/DIVERSION, SHELTER MANAGEMENT
EASTERN STATES VETERINARY ASSOCIATION, INC. - 5003 SW 41ST BLVD - GAINESVILLE, FL 32608	59-2243237	501(C)3	40,000.	0.			RESEARCH
EL CAJON ANIMAL CONTROL SHELTER 1275 N MARSHALL EL CAJON, CA 92020	95-6000703	CITY OF EL CAJON	50,000.	0.			SPAY/NEUTER
EMANCIPET PO BOX 6396 AUSTIN, TX 78762	74-2913624	501(C)3	450,000.	0.			CONFERENCE, EMERGENCY RELIEF
EMPTY BOWL PET FOOD PANTRY INC 610 N BELL RD PHOENIX, AZ 85022	01-0975325	501(C)3	5,000.	0.			ADOPTION
ERIE COUNTY SPCA 205 ENSMINGER RD. TONAWANDA, NY 14150	16-0425315	501(C)3	6,850.	0.			ADOPTION
ESPAOLA VALLEY HUMANE SOCIETY 108 HAMM PARKWAY ESPANOLA, NM 87532	85-0406234	501(C)3	50,000.	0.			SPAY/NEUTER

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EVERY CREATURE COUNTS 1245 FACTORY CIR FORT LUPTON, CO 80621	84-1214288	501(C)3	21,260.	0.			ADOPTION
FABULOUS FELINES NWA INC 1307 OZARK ACRES RD BENTONVILLE, AR 72712	46-1249080	501(C)3	12,700.	0.			ADOPTION
FAMILY PROMISE OF GREATER WICHITA 1724 N WESTFIELD ST WICHITA, KS 67212	47-5491118	501(C)3	5,000.	0.			AT-RISK
FANCY CATS RESCUE TEAM 13110 PELFREY FAIRFAX, VA 22033	54-1859914	501(C)3	16,330.	0.			ADOPTION
FARMINGTON PET ADOPTIONION CENTER P.O. BOX 45 FARMINGTON, MO 63640	43-1207485	501(C)3	7,150.	0.			ADOPTION
FAYETTE COUNTY HUMANE SOCIETY 153 S MAIN ST STE 3 WSHNGTN CT HS, OH 43160	31-1009520	501(C)3	6,990.	0.			ADOPTION
FAYETTE COUNTY HUMANE SOCIETY, INC. - P.O. BOX 244 - FAYETTEVILLE, GA 30214	58-1592706	501(C)3	28,990.	0.			ADOPTION
FEEDING AMERICA 35 E WACKER DR. STE. 200 CHICAGO, IL 60601	36-3673599	501(C)3	0.	3,720,925.	FMV	PET SUPPLIES/FOOD	SHELTER MANAGEMENT
FELINE URBAN RESCUE & REHAB, INC PO BOX 144 STEWARTSVILLE, NJ 08886	04-3753676	501(C)3	6,010.	0.			ADOPTION

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FERAL CAT PROGRAM OF GEORGIA, INC. P.O. BOX 3622 ALPHARETTA, GA 30023	27-0694932	501(C)3	6,030.	0.			ADOPTION
FERAL FELINE FRIENDS OF EAST TENNESSEE - PO BOX 32121 - KNOXVILLE, TN 37930	80-0254016	501(C)3	13,660.	0.			ADOPTION
FERAL FELINE RETREAT P.O. BOX 70363 HOUSTON, TX 77270	26-3604398	501(C)3	5,370.	0.			ADOPTION
FERAL FIXERS, NFP P.O. BOX 1416 LOMBARD, IL 60148	13-4364615	501(C)3	5,250.	0.			ADOPTION
FIELDHAVEN FELINE CENTER 2754 IRONWOOD LN LINCOLN, CA 95648	30-0240425	501(C)3	13,590.	0.			ADOPTION
FIXNATION INC. P.O. BOX 26 WOODLAND HILLS, CA 90365	83-0452460	501(C)3	50,000.	0.			PET TRANSPORT
FLAGLER HUMANE SOCIETY INC 1 SHELTER DR PALM COAST, FL 32137	59-2247034	501(C)3	30,423.	0.			ADOPTION, SHELTER MANAGEMENT
FLORIDA KEYS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC. - 5230 COLLEGE RD - KEY WEST, FL 33040	65-0891564	501(C)3	68,000.	0.			EMERGENCY RELIEF, SPAY/NEUTER
FLORIDA STATE ANIMAL RESPONSE COALITION, INC - 235 APOLLO BEACH BLVD STE 311 - APOLLO BEACH, FL 33572	27-2884191	501(C)3	50,000.	445,315.	FMV	PET SUPPLIES/FOOD	EMERGENCY RELIEF

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FOLLOW YOUR HEART ANIMAL RESCUE 10303 E IRWIN AVE MESA, AZ 85209	46-1991182	501(C)3	34,930.	0.			ADOPTION
FOOD DEPOT 1222 SILER RD STE A SANTA FE, NM 87507	85-0416803	501(C)3	10,000.	0.			INTAKE/DIVERSION
FOOTHILLS ANIMAL RESCUE, INC. 10197 E BELL RD SCOTTSDALE, AZ 85260	86-0789269	501(C)3	5,180.	0.			ADOPTION
FOR THE LOVE OF CATS RESCUE AND ADOPTIONION - 30370 CASTLEFORD CT - FARMINGTN HLS, MI 48331	47-3977463	501(C)3	5,910.	0.			ADOPTION
FOR THE LOVE OF CATS, INC. PO BOX 1777 MARCO ISLAND, FL 34146	20-4188963	501(C)3	5,520.	0.			ADOPTION
FOR THE LOVE OF STRAYS P.O. BOX 8122 CORPUS CHRISTI, TX 78468	90-0544487	501(C)3	7,785.	0.			ADOPTION
FORECLOSED UPON PETS, INC. 620 N 20TH ST LAS VEGAS, NV 89101	26-3297087	501(C)3	5,550.	0.			ADOPTION
FOREVER LOVED PET SANCTUARY INC PO BOX 12142 SCOTTSDALE, AZ 85267	27-4552987	501(C)3	5,000.	0.			SHELTER MANAGEMENT
FOREVER PETS, INC 104 PONDELLA RD N. FT MYERS, FL 33903	26-3589720	501(C)3	14,260.	0.			ADOPTION, EMERGENCY RELIEF

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FOREVER YOURS DOG RESCUE, INC. 15208 MEGAN CIR OKLAHOMA CITY, OK 73170	45-3851948	501(C)3	27,565.	0.			ADOPTION
FORGOTTEN CATS INC. 4023 KENNETT PIKE, SUITE 422 GREENVILLE, DE 19807	20-0691180	501(C)3	228,910.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
FORGOTTEN FELINES, INC. P.O. BOX 60 CAPSHAW, AL 35742	36-4595253	501(C)3	5,840.	0.			ADOPTION, EMERGENCY RELIEF
FORGOTTEN TAILS, INC. PO BOX 595 COLONIAL HGTS., VA 23834	47-2280660	501(C)3	13,070.	0.			ADOPTION
FORT COLLINS CAT RESCUE & SPAY NEUTER CLINIC - 2321 E. MULBERRY ST 1 AND 9 - FORT COLLINS, CO 80524	20-4969731	501(C)3	73,936.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
FORTUNATE POOCHES & LAB RESCUE, INC - P. O. BOX 1296 - PALATINE, IL 60078	20-0351812	501(C)3	13,140.	0.			ADOPTION
FOUNDATION AGAINST COMPANION ANIMAL EUTHANASIA, INC. - 1505 MASSACHUSETTS AVE - INDIANAPOLIS, IN 46201	35-1917847	501(C)3	37,520.	0.			ADOPTION, SPAY/NEUTER
FOUR PAWS RESCUE, INC. 105 WEST 100 NORTH MILLVILLE, UT 84326	31-1724412	501(C)3	5,300.	0.			ADOPTION
FOUR PRECIOUS PAWS LOW COST SPAY & NEUTER CLINIC - 3117 S LAFOUNTAIN ST - KOKOMO, IN 46902	47-2552399	501(C)3	5,020.	0.			ADOPTION, SHELTER MANAGEMENT

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FOX VALLEY HUMANE ASSOCIATION N115 TWO MILE RD APPLETON, WI 54914	39-0992559	501(C)3	85,550.	0.			ADOPTION, PET TRANSPORT
FRANKLIN COUNTY HUMANE SOCIETY OF MISSOURI - P.O. BOX 400 - UNION, MO 63084	43-1244655	501(C)3	8,090.	0.			ADOPTION, SHELTER MANAGEMENT
FRANKLIN COUNTY HUMANE SOCIETY, INC. - 1041 KENTUCKY AVE - FRANKFORT, KY 40601	61-0498423	501(C)3	6,410.	0.			ADOPTION, EMERGENCY RELIEF
FREEDOM FARM ANIMAL SANCTUARY P.O. BOX 2482 HENDERSONVILLE, TN 37077	62-1772083	501(C)3	6,620.	0.			ADOPTION
FREEDOM SERVICE DOGS, INC. P.O. BOX 150217 LAKEWOOD, CO 80215	84-1068936	501(C)3	32,000.	0.			THERAPY
FRESNO HUMANE ANIMAL SERVICES 760 W NIELSEN AVE FRESNO, CA 93706	47-4798338	501(C)3	135,740.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
FRIENDS FOR ANIMALS SOUTH COAST HUMAN SOCIETY - 828 RAILROAD ST - BROOKINGS, OR 97415	93-1091269	501(C)3	5,350.	0.			ADOPTION
FRIENDS OF MADERA ANIMAL SHELTER P.O. BOX 923 MADERA, CA 93639	77-0553194	501(C)3	73,380.	0.			ADOPTION, SPAY/NEUTER
FRIENDS OF AUSTIN ANIMAL CENTER PO BOX 297 AUSTIN, TX 78767	20-5687086	501(C)3	25,000.	0.			EMERGENCY RELIEF

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FRIENDS OF CEDAREEDGE ANIMAL CONTROL - P.O. BOX 853 - CEDAREEDGE, CO 81413	75-3047960	501(C)3	10,630.	0.			ADOPTION, SHELTER MANAGEMENT
FRIENDS OF CHICAGO ANIMAL CARE & CONTROL, INC. - 9704 S. CHARLES ST. - CHICAGO, IL 60643	36-4427796	501(C)3	16,080.	0.			ADOPTION, INTAKE/DIVERSION
FRIENDS OF COLLETON COUNTY ANIMAL SHELTER - 33 POOR FARM RD - WALTERBORO, SC 29488	26-4474266	501(C)3	10,000.	0.			SHELTER MANAGEMENT
FRIENDS OF COMMUNITY-CATS RESCUE 1061 W 700 N W BOUNTIFUL, UT 84087	45-5290594	501(C)3	6,230.	0.			ADOPTION
FRIENDS OF FELINES INC P.O. BOX 8147 STAMFORD, CT 06905	04-3632995	501(C)3	6,490.	0.			ADOPTION, SHELTER MANAGEMENT
FRIENDS OF LEAGUE CITY ANIMAL SHELTER - PO BOX 57069 - WEBSTER, TX 77598	26-4034216	501(C)3	11,730.	0.			ADOPTION, EMERGENCY RELIEF
FRIENDS OF OAKLAND ANIMAL SHELTER PO BOX 3132 OAKLAND, CA 94609	20-4053711	501(C)3	40,765.	0.			SHELTER MANAGEMENT
FRIENDS OF SOUTHERN OCEAN COUNTY ANIMAL SHELTER, INC. - PO BOX 1162 - MANAHAWKIN, NJ 08050	30-0445803	501(C)3	13,200.	0.			ADOPTION
FRIENDS OF SWITCHPOINT 948 NORTH 1300 WEST 1 SAINT GEORGE, UT 84770	76-0740457	501(C)3	5,000.	0.			INTAKE/DIVERSION

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FRIENDS OF THE ANIMAL COMMUNITY P.O. BOX 4627 SONORA, CA 95370	91-2164651	501(C)3	6,640.	0.			ADOPTION
FRIENDS OF THE ANIMAL SHELTER 2018 INDIAN HILLS DR STE B SIOUX CITY, IA 51104	47-4148599	501(C)3	17,230.	0.			ADOPTION
FRIENDS OF THE ANIMAL SHELTER IN HANCOCK COUNTY - P.O. BOX 2274 - BAY ST. LOUIS, MS 39521	04-3596790	501(C)3	43,000.	0.			INTAKE/DIVERSION, SPAY/NEU
FRIENDS OF THE CITY OF CLEVELAND KENNEL - PO BOX 770423 - LAKEWOOD, OH 44107	27-2026307	501(C)3	9,100.	0.			INTAKE/DIVERSION
FRIENDS OF THE FAIRFAX COUNTY ANIMAL SHELTER - P.O. BOX 2321 - CENTREVILLE, VA 20122	20-5009244	501(C)3	12,000.	0.			EMERGENCY RELIEF
FRIENDS OF THE ORANGE COVE ANIMAL SHELTER - 850 E HAMPTON WAY - FRESNO, CA 93704	47-3460754	501(C)3	7,550.	0.			SPAY/NEUTER
FRIENDS OF THE PALM SPRINGS ANIMAL SHELTER - 4575 E MESQUITE AVE - PALM SPRINGS, CA 92264	33-0731853	501(C)3	45,690.	0.			ADOPTION, SHELTER MANAGEMENT
FRIENDS OF THE PERRY ANIMAL SHELTER, INC. - P.O. BOX 2001 - PERRY, GA 31069	20-2720444	501(C)3	12,300.	0.			ADOPTION
FROM CLOUD TO GROUND ANIMAL RESCUE 16245 MOSSDALE AVE LANCASTER, CA 93535	47-5590757	501(C)3	5,420.	0.			ADOPTION

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FULTON COUNTY ANIMAL CENTER 1540 WENTZEL ST ROCHESTER, IN 46975	45-1601406	501(C)3	13,860.	0.			ADOPTION, SHELTER MANAGEMENT
FUR KEEPS ANIMAL RESCUE INC 142 OLD DUNDEE RD BARRINGTON HILLS, IL 60010	36-4335387	501(C)3	13,000.	0.			ADOPTION
FUREVER BUDDYS RESCUE PO BOX 623 BLUEBELL, UT 84007	45-2488353	501(C)3	5,010.	0.			ADOPTION
FUREVER YOURS RESCUE, INC. 200 MARON RD HATFIELD, PA 19440	81-2465540	501(C)3	6,410.	0.			ADOPTION
FURKIDS, INC. 2650 PLEASANTDALE RD., STE 8 ATLANTA, GA 30340	01-0766844	501(C)3	32,940.	0.			ADOPTION, SHELTER MANAGEMENT
FURREVER HOMES ANIMAL RESCUE, INC. 3258 BELLINGRATH DR FOLEY, AL 36535	45-3661443	501(C)3	13,618.	0.			ADOPTION
FURRY FRIENDS ANIMAL RESCUE 3916 RIDGETOP LN PLANO, TX 75074	46-3350567	501(C)3	13,220.	0.			ADOPTION
FURRY FRIENDS ROCKIN RESCUE 2500 14TH AVE SE MANDAN, ND 58554	47-4976049	501(C)3	5,120.	0.			ADOPTION
FYIMS INCORPORATED 107 E 22ND ST HOUSTON, TX 77008	26-0020294	501(C)3	27,060.	0.			ADOPTION

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GABRIEL'S ANGELS 727 E BETHANY HOME RD STE C-100 PHOENIX, AZ 85014	86-0991198	501(C)3	20,000.	0.			THERAPY
GALVESTON ISLAND HUMANE SOCIETY, INC. - 6814 BROADWAY ST - GALVESTON, TX 77554	74-2159658	501(C)3	78,780.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION
GEORGIA ANIMAL PROJECT, INC. PO BOX 689 HOLLY SPRINGS, GA 30142	56-2623576	501(C)3	64,950.	0.			SPAY/NEUTER
GEORGIA ANIMAL RESCUE AND DEFENCE, INC. - 100 DICHORIC DRAGON DR - PEMBROKE, GA 31321	20-5021466	501(C)3	10,460.	0.			ADOPTION, SHELTER MANAGEMENT
GEORGIA CANINE RESCUE AND REHABILITATION, INC. - 235 MACTHOMPSON RD - COCHRAN, GA 31014	42-1734842	501(C)3	24,490.	0.			ADOPTION
GOLDEN BELT HUMANE AND ANIMAL WELFARE SOCIETY, INC - PO BOX 1653 - GREAT BEND, KS 67530	48-0681041	501(C)3	74,666.	0.			SHELTER MANAGEMENT, SPAY/NEUTER
GOLDIE AND PAPIS' ANIMAL RESCUE, INC. - PO BOX 5242 - RICHMOND, CA 94805	46-5149847	501(C)3	5,600.	0.			ADOPTION
GREAT DANE RESCUE OF TAMPA BAY, INC. - PO BOX 7172 - TAMPA, FL 33673	65-0883958	501(C)3	13,290.	0.			ADOPTION
GREAT PLAINS SPCA 5428 ANTIOCH DR MERRIAM, KS 66202	05-0552529	501(C)3	87,740.	0.			ADOPTION, SPAY/NEUTER

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GREATER BIRMINGHAM HUMANE SOCIETY 300 SNOW DR BIRMINGHAM, AL 35209	63-0288810	501(C)3	75,130.	0.			ADOPTION, SPAY/NEUTER
GREATERGOOD.ORG 600 UNIVERSITY ST STE 1000 SEATTLE, WA 98101	20-4846675	501(C)3	75,000.	4,616,670.	FMV	PET SUPPLIES/FOOD	EMERGENCY RELIEF, SM
GULF COAST AND SOUTHERN TEXAS ANIMAL RESCUE SERVICES INC - 125 BLOSSOM ST - LAKE JACKSON, TX 77566	45-5376905	501(C)3	8,180.	0.			ADOPTION, SHELTER MANAGEMENT
H.O.P.E. FOR ANIMALS 1333 MAYCREST DRIVE FORT WAYNE, IN 46805	26-2466638	501(C)3	40,150.	0.			SPAY/NEUTER
HAILE'S ANGELS PET RESCUE, INC 5231 SW 91ST DRIVE GAINESVILLE, FL 32608	20-0746368	501(C)3	13,070.	0.			ADOPTION
HALFWAY HOME RESCUE INC P.O. BOX 712 NORTH HAVEN, CT 06473	20-1912291	501(C)3	5,240.	0.			ADOPTION
HALFWAY TO HOME, INC. 6700 GIBB MOJAVE, CA 93501	32-0071067	501(C)3	15,440.	0.			ADOPTION, SHELTER MANAGEMENT
HALIFAX HUMANE SOCIETY, INC. 2364 LPGA BLVD. DAYTONA BEACH, FL 32124	59-0530990	501(C)3	155,870.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT
HALO 2500 S. 27TH AVE PHOENIX, AZ 85009	86-0832160	501(C)3	34,560.	0.			ADOPTION, RESEARCH

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HAND IN PAW P.O. BOX 8004 BOSSIER CITY, LA 71113	65-1257442	501(C)3	6,150.	0.			ADOPTION
HANDI-DOGS, INC. 75 S MONTEGO DR TUCSON, AZ 85710	95-3247091	501(C)3	10,000.	0.			THERAPY
HAND-IN-PAW INC 617 38TH ST S BIRMINGHAM, AL 35222	63-1190375	501(C)3	5,000.	0.			THERAPY
HANDS HELPING PAWS RESCUE 53 W BAY BLVD S LAKE WALES, FL 33859	47-4703775	501(C)3	8,030.	0.			ADOPTION
HAPPY HOME ANIMAL SANCTUARY P.O. BOX 742 SEARCHLIGHT, NV 89046	38-3778085	501(C)3	8,600.	0.			ADOPTION, SHELTER MANAGEMENT
HAPPY PAWS KITTEN RESCUE 3006 FORESTDALE AVE KNOXVILLE, TN 37917	47-3636271	501(C)3	5,560.	0.			ADOPTION
HAPPY TAILS DOG RESCUE, INC. PO BOX 69 SMITHTOWN, NY 11787	47-4863806	501(C)3	6,410.	0.			ADOPTION
HAPPY TAILS HAPPY HOME P.O. BOX 28752 BELLINGHAM, WA 98228	27-5325873	501(C)3	5,940.	0.			ADOPTION, SHELTER MANAGEMENT
HARMONY FAMILY CENTER INC 118 MABRY HOOD RD STE 400 KNOXVILLE, TN 37922	62-1772291	501(C)3	5,000.	0.			THERAPY

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HARRIS COUNTY 1001 PRESTON, 8TH FLOOR SUITE 800 HOUSTON, TX 77002	76-0454514	COUNTY OF HARRIS	50,470.	0.			ADOPTION, EMERGENCY RELIEF
HART COUNTY HUMANE SOCIETY INC PO BOX 1062 HARTWELL, GA 30643	20-8220374	501(C)3	26,398.	0.			ADOPTION, SHELTER MANAGEMENT
HAVEN HUMANE SOCIETY P.O. BOX 992202 REDDING, CA 96099	94-1634752	501(C)3	68,767.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
HAWAII ISLAND HUMANE SOCIETY 74-5225 QUEEN KAAHUMANU HWY. KAILUA-KONA, HI 96740	99-6009437	501(C)3	30,000.	0.			PET TRANSPORT
HAWAIIAN HUMANE SOCIETY 2700 WAIALAE AVE HONOLULU, HI 96826	99-0073490	501(C)3	202,880.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT, SPAY/NEUTER
HEADING HOME ANIMAL RESCUE 260 MIDDLETON DR BOULDER CREEK, CA 95006	45-1314568	501(C)3	13,380.	0.			ADOPTION, THERAPY
HEART OF AMERICA HUMANE SOCIETY P.O. BOX 12703 OVERLAND PARK, KS 66282	48-1120427	501(C)3	5,250.	0.			ADOPTION
HEARTLAND HUMANE SOCIETY OF MISSOURI - P.O. BOX 113 - O'FALLON, MO 63366	43-1819515	501(C)3	5,390.	0.			ADOPTION
HEARTLAND SMALL ANIMAL RESCUE, INC. - P.O. BOX 6033 - SOUTH BEND, IN 46660	20-5670962	501(C)3	29,980.	0.			ADOPTION

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HEAVEN CAN WAIT ANIMAL SOCIETY P.O. BOX 30158 LAS VEGAS, NV 89173	88-0450947	501(C)3	61,530.	0.			ADOPTION, SPAY/NEUTER
HEAVEN ON EARTH SOCIETY FOR ANIMALS INC - P.O. BOX 8171 - VAN NUYS, CA 91409	77-0538189	501(C)3	6,880.	0.			ADOPTION
HELP FOR ANIMALS, INC. 1 HUMANE WAY BARBOURSVILLE, WV 25504	31-1000816	501(C)3	18,500.	0.			SPAY/NEUTER
HELPING HANDS PET RESCUE, INC 16703 HWY 441 SOUTH MICANOPY, FL 32667	20-0530879	501(C)3	30,540.	0.			ADOPTION
HELPING HOUNDS DOG RESCUE INC 6606 KINNE ROAD DEWITT, NY 13214	26-4132608	501(C)3	26,760.	0.			ADOPTION
HERITAGE HUMANE SOCIETY 430 WALLER MILL ROAD WILLIAMSBURG, VA 23185	54-1641580	501(C)3	12,570.	0.			ADOPTION
HEROES FOR PAWS HC 7 BOX 32105 JUANA DIAZ, PR 00795	66-0875436	501(C)3	16,520.	0.			ADOPTION, SHELTER MANAGEMENT
HILL COUNTRY ANIMAL LEAGUE SPCA, INC. - 924 NORTH MAIN STREET - BOERNE, TX 78006	74-2401243	501(C)3	60,000.	0.			SPAY/NEUTER
HILLSIDE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - PO BOX 233 - POTTSVILLE, PA 17901	22-2723191	501(C)3	8,729.	0.			SHELTER MANAGEMENT

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HOLIDAYS FOR HEROES, INC PO BOX 2631 NANTUCKET, MA 02584	65-1273020	501(C)3	1,491,328.	0.			THERAPY
HOLLEY'S HOPPING HABITAT 208 WEST MCKINLEY HAUGHTON, LA 71108	46-5542891	501(C)3	5,134.	0.			ADOPTION, EMERGENCY RELIEF
HOME FOR LIFE CAT SANCTUARY 225 NEW HOPE RD BUFFALO, MO 65622	43-1865999	501(C)3	6,300.	0.			ADOPTION
HOMELESS ANIMAL RESCUE TEAM OF CINCINNATI - HART, INC. - PMB #222, 11711 PRINCETON PIKE STE. 341 - CINCINNATI, OH 45246	36-4562074	501(C)3	7,290.	0.			ADOPTION
HOMELESS ANIMALS RESCUE TEAM INC P.O. BOX 7261 FAIRFAX STATION, VA 22039	54-1564904	501(C)3	6,470.	0.			ADOPTION
HOMELESS HOUNDS ANIMAL RESCUE 212 TIMBERLINE DR N COLLEYVILLE, TX 76034	81-3119166	501(C)3	12,620.	0.			ADOPTION
HOMEWARD BOUND CAT ADOPTIONIONS P.O. BOX 60025 LAS VEGAS, NV 89160	26-0569097	501(C)3	13,360.	0.			ADOPTION
HOMEWARD BOUND PET RESCUE P.O. BOX 4335 IRMO, SC 29063	27-2693717	501(C)3	5,870.	0.			ADOPTION
HOMEWARD BOUND PET RESCUE, INC. P.O. BOX 792 ELLIJAY, GA 30540	58-2579052	501(C)3	28,060.	0.			ADOPTION, SHELTER MANAGEMENT

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HONORHEALTH FOUNDATION 8125 N HAYDEN RD SCOTTSDALE, AZ 85258	74-2355411	501(C)3	2,475.	206,222.	FMV	PET SUPPLIES/FOOD	ADOPTION, THERAPY
HOPE SPAY/NEUTER CLINIC 9640 COUNTY HIGHWAY 330 UPPER SANDSKY, OH 43351	31-1152797	501(C)3	10,000.	0.			SPAY/NEUTER
HOUSE RABBIT SOCIETY OF MISSOURI (HEADQUARTERS) - P.O. BOX 6362 - CHESTERFIELD, MO 63006	43-1850628	501(C)3	14,080.	0.			ADOPTION, SHELTER MANAGEMENT
HOUSTON HUMANE SOCIETY 14700 ALMEDA ROAD HOUSTON, TX 77053	74-1340341	501(C)3	49,500.	0.			SPAY/NEUTER
HOUSTON PETSET 1302 WAUGH DRIVE SUITE 825 HOUSTON, TX 77019	20-0800623	501(C)3	50,000.	0.			EMERGENCY RELIEF
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 900 PORTWAY DR - HOUSTON, TX 77024	74-1287171	501(C)3	154,872.	73,860.	FMV	PET SUPPLIES/FOOD	ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT
HUMAN ANIMAL BOND RESEARCH FOUNDATION - 1615 M STREET NW - WASHINGTON, DC 20036	27-4159453	501(C)3	50,000.	0.			THERAPY
HUMANE ANIMAL RESCUE 6620 HAMILTON AVE. PITTSBURGH, PA 15206	25-0325750	501(C)3	27,300.	0.			ADOPTION, SHELTER MANAGEMENT
HUMANE ANIMAL WELFARE SOCIETY OF WAUKESHA COUNTY INC - 701 NORTHVIEW RD - WAUKESHA, WI 53188	39-6108644	501(C)3	11,030.	0.			ADOPTION, PET TRANSPORT

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HUMANE EDUCATIONAL SOCIETY OF CHATTANOOGA, TENNESSEE - 212 N HIGHLAND PARK AVE - CHATTANOOGA, TN 37404	62-0478240	501(C)3	5,650.	0.			ADOPTION
HUMANE HEROES, INC. 10930 E. CRYSTAL FALLS PARKWAY LEANDER, TX 78641	74-2069592	501(C)3	29,580.	0.			ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER
HUMANE SOCEITY OF THE UPPER VALLEY PO BOX 51021 IDAHO FALLS, ID 83405	82-0488015	501(C)3	5,490.	0.			ADOPTION
HUMANE SOCIETY FOR SEATTLE-KING CO 13212 SE EASTGATE WAY BELLEVUE, WA 98005	91-0282060	501(C)3	5,290.	0.			ADOPTION
HUMANE SOCIETY OF AUSTIN & TRAVIS COUNTY - 124 W. ANDERSON LN - AUSTIN, TX 78752	74-6013665	501(C)3	51,040.	0.			ADOPTION, SPAY/NEUTER
HUMANE SOCIETY OF BROWARD COUNTY, INC. - 2070 GRIFFIN ROAD - FORT LAUDERDALE, FL 33312	59-6002321	501(C)3	50,000.	0.			EMERGENCY RELIEF, SHELTER MANAGEMENT
HUMANE SOCIETY OF CARROLL CO INC 2517 LITTLESTOWN PIKE WESTMINSTER, MD 21158	52-0689149	501(C)3	87,800.	0.			ADOPTION, SHELTER MANAGEMENT
HUMANE SOCIETY OF CHARLOTTE, INC. 2700 TOOMEY AVENUE CHARLOTTE, NC 28203	58-1342479	501(C)3	20,800.	0.			SPAY/NEUTER
HUMANE SOCIETY OF DALLAS COUNTY 2719 MANOR WAY DALLAS, TX 75235	23-7361482	501(C)3	7,720.	0.			ADOPTION

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HUMANE SOCIETY OF EAST TENNESSEE P.O. BOX 4133 MARYVILLE, TN 37802	45-2944236	501(C)3	6,725.	0.			ADOPTION
HUMANE SOCIETY OF EL PASO 4991 FRED WILSON AVENUE EL PASO, TX 79906	74-1156430	501(C)3	12,120.	0.			ADOPTION
HUMANE SOCIETY OF ELMORE COUNTY INC - 255 CENTRAL PLANK RD. - WETUMPKA, AL 36092	63-0897123	501(C)3	16,220.	0.			ADOPTION, SHELTER MANAGEMENT
HUMANE SOCIETY OF FLOWER MOUND 1601 ARROWHEAD DR. FLOWER MOUND, TX 75028	75-2727224	501(C)3	6,390.	0.			ADOPTION
HUMANE SOCIETY OF GREATER JUPITER TEQUESTA, INC. - 401 MAPLEWOOD DR STE 8 - JUPITER, FL 33458	59-2111273	501(C)3	5,970.	0.			ADOPTION, EMERGENCY RELIEF
HUMANE SOCIETY OF GROVE AND GRAND LAKE, INC. - P. O. BOX 451205 - GROVE, OK 74345	73-1229887	501(C)3	11,280.	0.			SPAY/NEUTER
HUMANE SOCIETY OF HALL COUNTY 845 W RIDGE RD GAINESVILLE, GA 30501	58-0678817	501(C)3	46,050.	0.			ADOPTION, SPAY/NEUTER
HUMANE SOCIETY OF HARLINGEN P.O. BOX 1884 HARLINGEN, TX 78551	74-2516749	501(C)3	32,560.	0.			ADOPTION, SPAY/NEUTER
HUMANE SOCIETY OF HARRISBURG AREA, INC. - 7790 GRAYSON ROAD - HARRISBURG, PA 17111	23-1365361	501(C)3	9,522.	0.			ADOPTION, SHELTER MANAGEMENT

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HUMANE SOCIETY OF HURON VALLEY 3100 CHERRY HILL RD ANN ARBOR, MI 48105	38-1474931	501(C)3	35,010.	0.			ADOPTION, INTAKE/DIVERSION TRANSPORT
HUMANE SOCIETY OF IMPERIAL COUNTY 1575 W PICO AVE. EL CENTRO, CA 92243	23-7108184	501(C)3	6,500.	0.			ADOPTION
HUMANE SOCIETY OF LAWTON COMANCHE COUNTY - P.O. BOX 3134 - LAWTON, OK 73502	73-1288816	501(C)3	17,210.	0.			ADOPTION
HUMANE SOCIETY OF LINCOLN COUNTY P.O. BOX 2832 RUIDOSO, NM 88355	85-0171020	501(C)3	71,251.	0.			ADOPTION, SPAY/NEUTER
HUMANE SOCIETY OF LINCOLN COUNTY, INC. - P.O. BOX 23 - LINCOLNTON, NC 28093	58-1828564	501(C)3	6,400.	0.			ADOPTION
HUMANE SOCIETY OF MARLBORO COUNTY, INC. - PO BOX 135 - BENNETTSVILLE, SC 29512	58-2360360	501(C)3	25,010.	0.			ADOPTION, PET TRANSPORT
HUMANE SOCIETY OF MEMPHIS & SHELBY COUNTY - 935 FARM RD - MEMPHIS, TN 38134	23-7236238	501(C)3	5,120.	0.			INTAKE/DIVERSION
HUMANE SOCIETY OF MISSOURI 1201 MACKLIND AVE ST. LOUIS, MO 63110	43-0652638	501(C)3	86,459.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION
HUMANE SOCIETY OF MOHAVE COUNTY 1707 E ANDY DEVINE AVE KINGMAN, AZ 86401	47-5313372	501(C)3	11,620.	0.			ADOPTION

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HUMANE SOCIETY OF NEW BRAUNFELS AREA - 3353 MORNINGSIDE DR - NEW BRAUNFELS, TX 78132	23-7327299	501(C)3	20,070.	0.			ADOPTION, SHELTER MANAGEMENT
HUMANE SOCIETY OF NORTH TEXAS 1840 E. LANCASTER AVE FORT WORTH, TX 76103	75-1245911	501(C)3	148,593.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT
HUMANE SOCIETY OF POMONA VALLEY, INC - 500 S HUMANE WAY - POMONA, CA 91766	95-1660842	501(C)3	12,490.	0.			ADOPTION
HUMANE SOCIETY OF PUTNAM COUNTY P.O. BOX 995 COOKEVILLE, TN 38503	58-1387894	501(C)3	40,000.	0.			SPAY/NEUTER
HUMANE SOCIETY OF ROCHESTER AND MONROE COUNTY - 99 VICTOR RD - FAIRPORT, NY 14450	16-0743047	501(C)3	45,050.	0.			ADOPTION, SPAY/NEUTER
HUMANE SOCIETY OF SAN ANTONIO 4804 FREDERICKSBURG RD. SAN ANTONIO, TX 78229	74-6024105	501(C)3	45,500.	0.			EMERGENCY RELIEF, SPAY/NEUTER
HUMANE SOCIETY OF SAN BERNARDINO VALLEY - 374 WEST ORANGE SHOW ROAD - SAN BERNARDINO, CA 92407	23-7078944	501(C)3	45,450.	0.			SPAY/NEUTER
HUMANE SOCIETY OF SEDONA, INC. 2115 SHELBY DR SEDONA, AZ 86336	23-7276252	501(C)3	6,911.	0.			ADOPTION
HUMANE SOCIETY OF SHELBY COUNTY 381 MCDOW RD COLUMBIANA, AL 35051	63-0817987	501(C)3	14,670.	0.			ADOPTION

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HUMANE SOCIETY OF SOUTH MS 2615 25TH AVE GULFPORT, MS 39501	64-6034439	501(C)3	43,350.	0.			ADOPTION, SPAY/NEUTER
HUMANE SOCIETY OF SOUTHEAST TEXAS PO BOX 1629 BEAUMONT, TX 77704	74-6060624	501(C)3	25,920.	0.			ADOPTION, EMERGENCY RELIEF
HUMANE SOCIETY OF SOUTHERN ARIZONA 3450 N KELVIN BLVD TUCSON, AZ 85716	86-0112798	501(C)3	170,430.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
HUMANE SOCIETY OF STANISLAUS COUNTY - 1620 N CARPENTER RD STE D-46 - MODESTO, CA 95351	26-1111681	501(C)3	15,190.	0.			ADOPTION
HUMANE SOCIETY OF SULLIVAN COUNTY PO BOX 483 SULLIVAN, IN 47882	26-0490753	501(C)3	5,640.	0.			ADOPTION
HUMANE SOCIETY OF TAMPA BAY, INC. 3607 N ARMENIA AVE TAMPA, FL 33607	59-0799907	501(C)3	129,620.	0.			ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER
HUMANE SOCIETY OF THE NATURE COAST, INC. - P.O. BOX 10328 - BROOKSVILLE, FL 34603	59-1094757	501(C)3	6,530.	0.			ADOPTION, EMERGENCY RELIEF
HUMANE SOCIETY OF THE OCHOCOS 1280 S. TOM MCCALL ROAD PRINEVILLE, OR 97754	93-1187879	501(C)3	8,640.	0.			ADOPTION
HUMANE SOCIETY OF THE OUACHITAS PO BOX 845 MENA, AR 71953	71-0502540	501(C)3	60,270.	0.			ADOPTION, PET TRANSPORT

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HUMANE SOCIETY OF THE PIKES PEAK REGION - 610 ABBOTT LN - COLORADO SPRINGS, CO 80905	84-0410111	501(C)3	256,850.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
HUMANE SOCIETY OF THE SIERRA FOOTHILLS, INC. - 2945 BELL ROAD 175 - AUBURN, CA 95603	32-0282752	501(C)3	6,100.	0.			EMERGENCY RELIEF
HUMANE SOCIETY OF THE TREASURE COAST, INC. - 4100 SW LEIGHTON FARM AVENUE - PALM CITY, FL 34990	59-0774235	501(C)3	20,010.	0.			ADOPTION, EMERGENCY RELIEF
HUMANE SOCIETY OF THE UNITED STATES - 700 PROFESSIONAL DR - GAITHERSBURG, MD 20879	53-0225390	501(C)3	25,000.	201,399.	FMV	PET SUPPLIES/FOOD	CONFERENCE, EMERGENCY RELIEF
HUMANE SOCIETY OF UTAH 4242 S 300 WEST MURRAY, UT 84107	87-0256350	501(C)3	14,930.	0.			ADOPTION, PET TRANSPORT
HUMANE SOCIETY OF VALDOSTA LOWNDES COUNTY INC - P.O. BOX 5323 - VALDOSTA, GA 31603	58-1874746	501(C)3	6,870.	0.			ADOPTION
HUMANE SOCIETY OF VERO BEACH FLA PO BOX 644, VERO BEACH, FL 32961-0 VERO BEACH, FL 32961	59-0863199	501(C)3	49,714.	0.			SPAY/NEUTER
HUMANE SOCIETY OF WASHINGTON COUNTY INCORPORATED - 13011 MAUGANSVILLE RD - HAGERSTOWN, MD 21740	52-0542025	501(C)3	16,221.	0.			ADOPTION
HUMANE SOCIETY OF WICKENBURG 4000 INDUSTRIAL ROAD WICKENBURG, AZ 85358	20-1658195	501(C)3	33,021.	0.			SPAY/NEUTER

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HUMANE SOCIETY OF WILKES P.O. BOX 306 NORTH WILKESBORO, NC 28659	56-1983115	501(C)3	7,070.	0.			ADOPTION
HUMANE SOCIETY OF YUMA, INC 4050 S AVENUE 4 1/2 E YUMA, AZ 85365	86-6053617	501(C)3	78,235.	0.			ADOPTION, INTAKE/DIVERSION
HUMPHREYS COUNTY HUMANE SOCIETY 112 YOUNG RD WAVERLY, TN 37185	62-1651766	501(C)3	43,590.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
HUNTERDON SOMERSET ANIMAL RESCUE CENTER - 7 RED OAK WAY - BRIDGEWATER, NJ 08807	47-3195364	501(C)3	12,950.	0.			ADOPTION
IDAHO HUMANE SOCIETY 4775 DORMAN ST. BOISE, ID 83705	82-0212536	501(C)3	71,060.	0.			ADOPTION, PET TRANSPORT
ILLINOIS FEDERATION OF HUMANE SOCIETIES - 1013 GARFIELD STREET - OAK PARK, IL 60304	36-3932650	501(C)3	8,000.	0.			CONFERENCE
INKY BLUE SEA COMPANION ANIMAL RESCUE - 77 W 15TH ST APT 6S - NEW YORK, NY 10011	27-4725295	501(C)3	13,040.	0.			ADOPTION
INTERMOUNTAIN SEARCH DOGS 265 N LEGACY RIDGE DR LIBERTY LAKE, WA 99019	68-0530115	501(C)3	5,000.	0.			THERAPY
IOWA STATE UNIVERSITY FOUNDATION PO BOX 2230 AMES, IA 50010	42-1143702	501(C)3	100,000.	0.			SPAY/NEUTER

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ISLAND DOG, INC. P.O. BOX 1669 FAJARDO, PR 00738	20-5107492	501(C)3	20,000.	0.			EMERGENCY RELIEF
IT'S ALL ABOUT THE CATS, INC. 3615 PELICAN LN ORLANDO, FL 32803	35-2245779	501(C)3	5,780.	0.			ADOPTION
ITSIE BITSIE RESCUE INC 7668 OAK GROVE AVE CITRUS HTS, CA 95610	20-5201701	501(C)3	7,450.	0.			ADOPTION
JACKSON FRIENDS, INC P.O. BOX 13486 JACKSON, MS 39236	64-0842667	501(C)3	8,160.	0.			ADOPTION
JACKSONVILLE HUMANE SOCIETY 8464 BEACH BLVD. JACKSONVILLE, FL 32216	59-0624410	501(C)3	400,413.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION, S MANAGEMENT, SPAY/NEUTER
JAMES WHITCOMB RILEY MEMORIAL ASSOCIATION - 30 S MERIDIAN ST STE 200 - INDIANAPOLIS, IN 46204	35-0868147	501(C)3	58,500.	0.			THERAPY
JENNIFERS PET RESCUE, INC. 2271 MCPHERSON CHURCH ROAD DALLAS, GA 30132	58-2497518	501(C)3	5,590.	0.			ADOPTION
JOHNSTON COUNTY ANIMAL PROTECTION LEAGUE - PO BOX 607 - SMITHFIELD, NC 27577	56-2278255	501(C)3	6,260.	0.			ADOPTION
JOYFUL RESCUES, INC. 1319 TUROCK DRIVE CUBA, NY 14727	65-1183542	501(C)3	14,150.	0.			ADOPTION

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JULIET'S HOUSE ANIMAL RESCUE, INC 1824 ANDREW FARMS RD WHITSETT, NC 27377	47-3620398	501(C)3	28,420.	0.			ADOPTION
JUST ANIMALS PLACEMENT SERVICE P.O. BOX 275 MAZON, IL 60444	36-4123591	501(C)3	5,860.	0.			ADOPTION
K9KARE INC 4958 WICKWILLOW LN ALVIN, TX 77511	47-3294752	501(C)3	12,780.	0.			ADOPTION
KANAWHA-CHARLESTON HUMANE ASSOCIATION - 1248 GREENBRIAR ST. - CHARLESTON, WV 25311	55-0435381	501(C)3	18,580.	0.			ADOPTION, SPAY/NEUTER
KANKAKEE COUNTY HUMANE SOCIETY DBA KANKAKEE COUNTY HUMANE FOUNDATION - P.O. BOX 2115 - KANKAKEE, IL 60901	36-2683221	501(C)3	5,270.	0.			ADOPTION, AT-RISK
KANSAS CITY, KANSAS ANIMAL CONTROL UNIT - 3301 PARK DRIVE - KANSAS CITY, KS 66102	48-1194075	CITY OF KANSAS C	7,270.	0.			ADOPTION
KANSAS HUMANE SOCIETY OF WICHITA, INC. - 3313 N HILLSIDE ST - WICHITA, KS 67219	48-0554339	501(C)3	10,000.	0.			INTAKE/DIVERSION
KANSAS STATE UNIVERSITY 2 FAIRCHILD HALL MANHATTAN, KS 66506	48-0771751	501(C)3	118,254.	0.			SPAY/NEUTER
KATE'S RESCUE FOR ANIMALS 113 KIWI ST LOS BANOS, CA 93635	90-1004029	501(C)3	10,330.	0.			ADOPTION

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KAUFMAN COUNTY CATS, INC. PO BOX 337 SCURRY, TX 75158	47-2829308	501(C)3	6,110.	0.			ADOPTION
KENNEBEC VALLEY HUMANE SOCIETY 10 PETHAVEN LN AUGUSTA, ME 04330	01-0266549	501(C)3	23,910.	0.			ADOPTION, SHELTER MANAGEMENT
KENOSHA COUNTY HUMANE SOCIETY 7811 - 60TH AVENUE KENOSHA, WI 53142	39-0977528	501(C)3	7,960.	0.			ADOPTION
KENTUCKY HUMANE SOCIETY 241 STEEDLY DRIVE LOUISVILLE, KY 40214	61-0463938	501(C)3	67,600.	0.			INTAKE/DIVERSION, SPAY/NEU
KINDNESS COUNTS 134 COURT AVE STE 100 SEVIERVERVILLE, TN 37862	76-0764062	501(C)3	86,725.	0.			SPAY/NEUTER
KIT KAT RESCUE P.O. BOX 2006 CHANDLER, AZ 85244	26-2738822	501(C)3	8,760.	0.			ADOPTION
KITSAP HUMANE SOCIETY 9167 DICKEY RD. NW SILVERDALE, WA 98383	91-0728353	501(C)3	37,230.	0.			ADOPTION, PET TRANSPORT
KITTEN ANGELS 233 HOUSEMAN ST MAYFIELD, NY 12117	27-1889799	501(C)3	18,490.	0.			ADOPTION, SHELTER MANAGEMENT
KITTY ANGEL RESCUE, INC 4852 BRIANNA CT POWDER SPRINGS, GA 30127	43-2003957	501(C)3	14,020.	0.			ADOPTION

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KITTY CAT CONNECTION, INC. 10647 N. MCGEE STREET KANSAS CITY, MO 64155	20-8008870	501(C)3	7,470.	0.			ADOPTION
KITTY KORNER CAT SANCTUARY, INC 11840 ACOSTA RD JACKSONVILLE, FL 32223	26-0652388	501(C)3	5,130.	0.			ADOPTION
KOOL KAT RESCUE CORPORATION PO BOX 670155 CHUGIAK, AK 99567	45-1618812	501(C)3	15,500.	0.			ADOPTION, SHELTER MANAGEMENT
KPETS-KEYSTONE PET ENHANCING THE QUALITY OF LIFE OF PEOPLE AND PETS D THERAP - 630 JANET AVENUE - LANCASTER, PA 17601	54-2098286	501(C)3	5,000.	0.			THERAPY
KRAZY KATS CAT RESCUE, INC 4630 REKA DR. APT. C19 ANCHORAGE, AK 99508	47-2811363	501(C)3	6,570.	0.			ADOPTION, SHELTER MANAGEMENT
L.E.A.S.H., INC. PO BOX 128 ASTATULA, FL 34705	47-2530387	501(C)3	9,763.	0.			ADOPTION
LAFOURCHE PARISH ANIMAL SHELTER 402 GREEN ST THIBODAU, LA 70301	72-6000634	PARISH OF LAFOUR	46,510.	0.			ADOPTION, SPAY/NEUTER
LANGLADE COUNTY HUMANE SOCIETY, INC. - 2204 N. CLERMONT ST. - ANTIGO, WI 54409	39-1375237	501(C)3	10,910.	0.			ADOPTION, SHELTER MANAGEMENT
LAST CHANCE ANIMAL RESCUE, INC. PO BOX 1670 WHITE PLAINS, MD 20695	52-2328626	501(C)3	454,655.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER, PE TRANSPORT

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LAST HOPE INC. P.O. BOX 114 FARMINGTON, MN 55024	41-1520897	501(C)3	5,840.	0.			ADOPTION
LATINO ALLIANCE FOR ANIMAL CARE FOUNDATION - PO BOX 44342 - PANORAMA CITY, CA 91412	45-4722654	501(C)3	10,000.	0.			SPAY/NEUTER
LAWRENCE COUNTY HUMANE SOCIETY, INC - P.O. BOX 1331 - LOUISA, KY 41230	61-1208526	501(C)3	9,350.	0.			ADOPTION, INTAKE/DIVERSION
LAWRENCE HUMANE SOCIETY INC PO BOX 651 LAWRENCE, KS 66044	48-0641821	501(C)3	53,680.	0.			ADOPTION, SPAY/NEUTER
LAZARUS RESCUE FOUNDATION 3404 87TH ST LUBBOCK, TX 79423	47-2764192	501(C)3	6,190.	0.			ADOPTION
LEGACY OF HOPE DOG RESCUE 18731 E. 42ND PLACE TULSA, OK 74134	27-4712679	501(C)3	6,030.	0.			ADOPTION
LEHIGH COUNTY HUMANE SOCIETY 640 DIXON ST ALLENTOWN, PA 18103	23-1365372	501(C)3	5,010.	0.			ADOPTION, SHELTER MANAGEMENT
LEISURE CAT ANIMAL RESCUE 211 TOWHEE DR BUDA, TX 78610	46-4543344	501(C)3	108,660.	0.			ADOPTION, EMERGENCY RELIEF
LEON COUNTY HUMANE SOCIETY 413 TIMBERLANE RD. TALLAHASSEE, FL 32312	59-6138275	501(C)3	8,360.	0.			ADOPTION, EMERGENCY RELIEF

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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LEWIS & CLARK HUMANE SOCIETY PO BOX 4455 HELENA, MT 59604	81-6014910	501(C)3	20,610.	0.			ADOPTION, SPAY/NEUTER
LEXINGTON HUMANE SOCIETY 1600 OLD FRANKFORT PIKE LEXINGTON, KY 40504	61-0444762	501(C)3	69,450.	0.			ADOPTION, INTAKE/DIVERSION MANAGEMENT
LIFE IS BETTER RESCUE P.O. BOX 200, 98 WADSWORTH BLVD., LAKEWOOD, CO 80226	27-4360086	501(C)3	48,210.	0.			ADOPTION, SHELTER MANAGEMENT
LIFELINE ANIMAL PROJECT, INC. 129 LAKE ST AVONDALE EST, GA 30002	01-0599278	501(C)3	150,540.	0.			ADOPTION, SHELTER MANAGEMENT
LIL BIT OF LOVE INC 5620 N TRISHA LN TRLR A TUCSON, AZ 85741	81-1649265	501(C)3	18,770.	0.			ADOPTION
LINCOLN MEMORIAL UNIVERSITY 6965 CUMBERLAND GAP PKWY HARROGATE, TN 37752	62-0479542	501(C)3	15,000.	0.			SPAY/NEUTER
LONGMONT HUMANE SOCIETY INC. 9595 NELSON ROAD LONGMONT, CO 80501	84-0645455	501(C)3	10,060.	0.			ADOPTION, INTAKE/DIVERSION
LOS ANGELES SPCA 5026 WEST JEFFERSON BLVD. LOS ANGELES, CA 90016	95-1738153	501(C)3	116,970.	0.			ADOPTION
LOS GATOS FOSTER ANIMALS PO BOX 441 DAVISON, MI 48423	27-5399735	501(C)3	5,830.	0.			ADOPTION

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LOST DOG RESCUE FOUNDATION 1301 N TUCKAHOE ST FALLS CHURCH, VA 22046	31-1789600	501(C)3	36,890.	0.			ADOPTION
LOST PAWS ANIMAL RESCUE W / PA CHAPTER - P.O. BOX 128 - PITTSTOWN, NJ 08867	26-0513416	501(C)3	10,610.	0.			ADOPTION
LOST PAWS RESCUE OF TEXAS P.O. BOX 116256 CARROLLTON, TX 75011	34-1995205	501(C)3	15,090.	0.			ADOPTION
LOTSA LOVE PET RESCUE & ADOPTIONIONS, INC. - 870 N JERICO DR - CASSELBERRY, FL 32707	83-0469375	501(C)3	15,690.	0.			ADOPTION
LOUIE'S LEGACY ANIMAL RESCUE 4725 BOOMER ROAD CINCINNATI, OH 45247	27-0805279	501(C)3	31,070.	0.			ADOPTION
LOUISA HUMANE SOCIETY INC P.O. BOX 1837 LOUISA, VA 23093	72-1520154	501(C)3	13,120.	0.			ADOPTION
LOUISIANA SOCIETY OF THE PREVENTION OF CRUELTY TO ANIMALS - 1700 MARDI GRAS BLVD - NEW ORLEANS, LA 70114	72-0471368	501(C)3	74,990.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER, PE TRANSPORT
LOUISIANA STATE UNIVERSITY FOUNDATION - 3796 NICHOLSON DR - BATON ROUGE, LA 70802	72-6020969	501(C)3	164,500.	0.			SPAY/NEUTER
LOUISVILLE JEFFERSON COUNTY 611 WEST JEFFERSON STREET LOUISVILLE, KY 40202	32-0049006	COUNTY OF JEFFER	66,590.	0.			ADOPTION, INTAKE/DIVERSION

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LOVE A STRAY PO BOX 46 AVON, OH 44011	34-1867965	501(C)3	5,640.	0.			ADOPTION
LOVING HEARTS CAT RESCUE INC 2310 PRINCESS DR AMMON, ID 83406	47-2966267	501(C)3	5,060.	0.			ADOPTION
LOW COST SPAY NEUTER FOUNDATION 1707 E ANDY DEVINE AVE KINGMAN, AZ 86401	46-0737538	501(C)3	42,000.	0.			SPAY/NEUTER
LUBBOCK ANIMAL SERVICES 3323 SE LOOP 289 LUBBOCK, TX 79424	75-6000590	CITY OF LUBBOCK	50,090.	0.			ADOPTION, SHELTER MANAGEMENT
LUCKY PAWS RESCUE 930 S 32ND PL SPRINGFIELD, OR 97478	45-1030568	501(C)3	23,570.	0.			ADOPTION
LUCKY PUP RESCUE 200 PLANO DRIVE GREENVILLE, SC 29617	47-4996278	501(C)3	5,200.	0.			ADOPTION
LUCKY YOU ANIMAL RESCUE, INC. 352 GARDNER ST PHILADELPHIA, PA 19116	47-3282956	501(C)3	6,110.	0.			ADOPTION
MACOUPIN COUNTY ADOPTION A PET P.O. BOX 53 BENLD, IL 62009	37-1270051	501(C)3	8,200.	0.			ADOPTION, EMERGENCY RELIEF
MANKIND ADVOCATES NO KILL EXCELLENCE - 23 N PARK DR - GREENVILLE, SC 29609	45-5505283	501(C)3	16,454.	0.			ADOPTION

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MARICOPA COUNTY 2500 S. 27TH AVENUE PHOENIX, AZ 85009	86-6000472	COUNTY OF MARICO	50,060.	141,488.	FMV	PET SUPPLIES/FOOD	ADOPTION
MARIN HUMANE SOCIETY 171 BEL MARIN KEYS BLVD NOVATO, CA 94949	94-1156562	501(C)3	50,000.	0.			EMERGENCY RELIEF
MARTIN COUNTY HUMANE SOCIETY P.O. BOX 123, 522 E. MARGARET ST. FAIRMONT, MN 56031	41-1678502	501(C)3	8,500.	0.			SHELTER MANAGEMENT
MAUI HUMANE SOCIETY, INC P.O. BOX 1047 PU'UNENE, HI 96784	99-6000953	501(C)3	100,000.	0.			SPAY/NEUTER
MAYOR'S ALLIANCE FOR NYC'S ANIMALS, INC - 244 FIFTH AVENUE, SUITE R290 - NEW YORK, NY 10001	73-1653635	501(C)3	75,000.	0.			PET TRANSPORT
MCCRACKEN COUNTY HUMANE SOCIETY 4000 COLEMAN ROAD PADUCAH, KY 42001	61-0542151	501(C)3	13,510.	0.			ADOPTION
MCCRACKEN KITTY KAT RESCUE 221 LEATHA LN NW CLEVELAND, TN 37312	47-4138827	501(C)3	22,835.	0.			ADOPTION
MCKINLEY COUNTY HUMANE SOCIETY OF NEW MEXICO - P.O. BOX 550 - GALLUP, NM 87305	85-0398197	501(C)3	59,310.	0.			SPAY/NEUTER, PET TRANSPORT
MCPAWS, INC. P.O. BOX 1375 MCCALL, ID 83638	82-0503942	501(C)3	35,745.	0.			ADOPTION, SHELTER MANAGEMENT

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MELROSE HUMANE SOCIETY PO BOX 760668 MELROSE, MA 02176	04-3100198	501(C)3	6,780.	0.			ADOPTION, SHELTER MANAGEMENT
MENIFEE COUNTY ANIMAL SHELTER, INC. - P.O. BOX 75 - FRENCHBURG, KY 40322	41-2103531	501(C)3	83,400.	0.			SHELTER MANAGEMENT, PET TRANSPORT
MEOOWZRESQ, INC. 960 N TUSTIN AVE 200 TUSTIN, CA 92867	26-3035880	501(C)3	5,640.	0.			ADOPTION
MEOW HOUSE CAT RESCUE 3225 MARIE DR RALEIGH, NC 27604	46-3552240	501(C)3	6,750.	0.			ADOPTION
MEOW VILLAGE PO BOX 184 AURORA, OR 97002	80-0548430	501(C)3	7,370.	0.			ADOPTION, SHELTER MANAGEMENT
MERCED COUNTY HUMANE SOCIETY PO BOX 552 ATWATER, CA 95301	46-5104415	501(C)3	13,150.	0.			ADOPTION
MERCY CRUSADE, INC. 2252 CRAIG DRIVE OXNARD, CA 93036	95-2095029	501(C)3	48,160.	0.			SPAY/NEUTER
METRO ANIMAL SHELTER 3140 - 35TH STREET TUSCALOOSA, AL 35401	63-1120822	501(C)3	23,290.	0.			ADOPTION, INTAKE/DIVERSION
METROPOLITAN DENVER HOMELESS INITIATIVE INC - 711 PARK AVE W STE 320 - DENVER, CO 80205	84-1359401	501(C)3	7,000.	0.			RESEARCH

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METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON - 222 3RD AVE. N. STE. 401 - NASHVILLE, TN 37201	62-0694743	CITY OF NASHVILL	25,000.	0.			INTAKE/DIVERSION
MIAMI ANIMAL RESCUE 13313 SW 124TH ST MIAMI, FL 33186	47-2460585	501(C)3	6,080.	0.			ADOPTION
MIAMI-DADE COUNTY 111 NW 1ST ST., SUITE 2620 MIAMI, FL 33128	59-6000573	COUNTY OF MIAMI-	179,300.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION, S MANAGEMENT
MICHAEL'S ANGEL PAWS 9946 STIGES ST LAS VEGAS, NV 89178	46-1271422	501(C)3	5,880.	0.			THERAPY
MICHIGAN ANTI-CRUELTY SOCIETY 13569 JOSEPH CAMPAU DETROIT, MI 48212	38-1420301	501(C)3	5,660.	0.			ADOPTION
MICHIGAN HUMANE SOCIETY 30300 N. TELEGRAPH ROAD, STE. 220 BINGHAM FARMS, MI 48025	38-1358206	501(C)3	44,480.	0.			ADOPTION, CONFERENCE, INTAK
MIDLAND HUMANE COALITION INC PO BOX 53213 MIDLAND, TX 79710	27-3102777	501(C)3	69,780.	0.			ADOPTION, SPAY/NEUTER
MIDLANDS HUMANE SOCIETY PO BOX 1591 COUNCIL BLUFFS, IA 51502	20-5105144	501(C)3	8,280.	0.			ADOPTION
MIDWESTERN UNIVERSITY 19555 NORTH 59TH AVENUE GLENDALE, AZ 85308	36-3377698	501(C)3	341,777.	0.			SPAY/NEUTER

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MIKEYS CHANCE PO BOX 4535 WEST RICHLAND, WA 99353	26-3982836	501(C)3	29,982.	0.			ADOPTION
MISS GABRIEL FOUNDATION 16808 FORD RD ROGUE RIVER, OR 97537	47-4966288	501(C)3	5,440.	0.			ADOPTION
MISS KITTY FELINE SANCTUARY, INC. PO BOX 22 THOMASVILLE, GA 31799	27-1357894	501(C)3	78,000.	0.			SPAY/NEUTER
MISSISSIPPI STATE UNIVERSITY FOUNDATION, INC. - PO BOX 6149 - MS STATE UNIV, MS 39762	64-0410581	501(C)3	381,950.	0.			CONFERENCE, SHELTER MANAGEMENT, SPAY/NEUTER
MOBILE SOCIETY FOR PREVENTION OF CRUELTY TO ANIMALS - 620 ZEIGLER CIR W - MOBILE, AL 36608	63-0500374	501(C)3	129,850.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER, PE TRANSPORT
MOHAWK AND HUDSON RIVER HUMANE SOCIETY - 3 OAKLAND AVE - MENANDS, NY 12204	14-1338459	501(C)3	7,950.	0.			ADOPTION
MOLINO DE SUENOS 899 COUNTY ROAD 2871 BIGFOOT, TX 78005	46-2589283	501(C)3	6,635.	0.			ADOPTION
MONMOUTH COUNTY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 260 WALL ST - EATONTOWN, NJ 07724	21-0679893	501(C)3	32,500.	0.			SPAY/NEUTER
MONROE COUNTY FRIENDS OF ANIMALS PO BOX 106 VONORE, TN 37885	20-1909433	501(C)3	13,050.	0.			ADOPTION

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MONTGOMERY COUNTY ANIMAL SOCIETY PO BOX 130448 THE WOODLANDS, TX 77393	45-4042598	501(C)3	6,030.	0.			ADOPTION
MONTGOMERY HUMANE SOCIETY 1150 JOHN OVERTON DRIVE MONTGOMERY, AL 36110	63-0351564	501(C)3	11,250.	0.			ADOPTION, INTAKE/DIVERSION
MORGAN COUNTY HUMANE SOCIETY INC 690 W. MITCHELL AVE. MARTINSVILLE, IN 46151	23-7092698	501(C)3	34,400.	0.			ADOPTION, SHELTER MANAGEMENT
MORRIS SAFE HOUSE FOUNDATION 3240 NIGHTINGALE RD LUBBOCK, TX 79407	26-2804005	501(C)3	8,550.	0.			ADOPTION
MORRISTOWN HAMBLEN HUMANE SOCIETY 300 DICE ST MORRISTOWN, TN 37813	62-0886810	501(C)3	34,100.	0.			SPAY/NEUTER
MOSTLY MUTTS ANIMAL RESCUE AND ADOPTIONION - 2774 N COBB PARKWAY SUITE 109-189 - KENNESAW, GA 30152	41-2142032	501(C)3	14,630.	0.			ADOPTION
MOUNT SINAI HOSPITAL ONE GUSTAVE L LEVY PLACE NEW YORK, NY 10029	13-1624096	501(C)3	108,273.	0.			THERAPY
MT. PLEASANT ANIMAL SHELTER, INC 194 RT. 10 WEST EAST HANOVER, NJ 07936	23-7189562	501(C)3	30,940.	0.			ADOPTION, SHELTER MANAGEMENT
MUDDY PAWS SECOND CHANCE RESCUE 527 DELONG AVE COUNCIL BLFS, IA 51503	38-3906230	501(C)3	10,285.	0.			ADOPTION

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MUTT RESCUE 63 1/2 MAIN STREET CHICOPEE, MA 01020	81-3355744	501(C)3	6,010.	0.			ADOPTION
MUTTS & MEOWS RESCUE 938 ECHO CREEK DR MISSOURI CITY, TX 77489	45-5491557	501(C)3	30,490.	0.			ADOPTION
NAGI FOUNDATION 18521 E QUEEN CREEK RD STE 105 QUEEN CREEK, AZ 85142	47-5402665	501(C)3	25,000.	0.			SPAY/NEUTER
NASHVILLE CAT RESCUE P.O. BOX 140898 NASHVILLE, TN 37214	33-1125213	501(C)3	14,860.	0.			ADOPTION
NASHVILLE HUMANE ASSOCIATION 213 OCEOLA AVENUE NASHVILLE, TN 37209	62-0672999	501(C)3	12,830.	0.			ADOPTION
NATIONAL ANIMAL CARE & CONTROL ASSOCIATION - 101 N CHURCH ST STE A - OLATHE, KS 66061	74-2158707	501(C)3	6,000.	0.			CONFERENCE
NATIONAL ANIMAL WELFARE SOCIETY, INC. - 18312 DISTINCTIVE DR - ORLAND PARK, IL 60467	26-0215886	501(C)3	5,517.	0.			ADOPTION
NATIONAL SPAY ALLIANCE FOUNDATION 2518 CLEVELAND HWY STE 15 DALTON, GA 30721	46-5460727	501(C)3	36,000.	0.			SPAY/NEUTER
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68134	47-0378997	501(C)3	247,116.	0.			ADOPTION, INTAKE/DIVERSION

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NEEDY PAWS RESCUE 814 HI CREST DR SAINT LOUIS, MO 63125	46-5424557	501(C)3	14,472.	0.			ADOPTION
NEVADA HUMANE SOCIETY, INC. 2825 LONGLEY LN STE B RENO, NV 89502	88-0072720	501(C)3	87,070.	0.			ADOPTION, INTAKE/DIVERSION
NEW BEGINNINGS ANIMAL RESCUE P.O. BOX 1963 OLIVE BRANCH, MS 38654	45-3632430	501(C)3	6,350.	0.			ADOPTION
NEW BEGINNINGS FOR ANIMALS P.O. BOX 2444 MISSION VIEJO, CA 92690	33-0930066	501(C)3	6,170.	0.			ADOPTION, RESEARCH
NEW ENGLAND FEDERATION OF HUMANE SOCIETIES - P.O. BOX 43 - WEST KENNEBUNKPORT, ME 04094	02-0447142	501(C)3	11,000.	0.			CONFERENCE
NEW HAMPSHIRE SPCA P.O. BOX 196 STRATHAM, NH 03885	02-6000614	501(C)3	26,250.	0.			ADOPTION, PET TRANSPORT
NEW HOPE ANIMAL RESCUE CENTER, INC. - 526 ATKINSON ST - HENDERSON, KY 42420	26-3960884	501(C)3	6,640.	0.			ADOPTION
NEW JERSEY SPCA, CUMBERLAND COUNTY BRANCH, INC. - 1244 N. DELSEA DR - VINELAND, NJ 08360	21-0677474	501(C)3	5,160.	0.			ADOPTION
NEWNAN-COWETA HUMANE SOCIETY, INC., NEWNAN COWETA SPAY NEUTER CLINIC - 12 THE CRESCENT DRIVE - NEWNAN, GA 30263	27-1864552	501(C)3	136,000.	0.			SPAY/NEUTER

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NMDOG 9445 COORS BLVD. NW #171 ALBUQUERQUE, NM 87114	45-2781292	501(C)3	5,000.	0.			CONFERENCE
NO TIME TO SPARE ANIMAL RESCUE AND SANCTUARY - 2134 HUNN RD - FORISTELL, MO 63348	46-2154809	501(C)3	10,520.	0.			ADOPTION, EMERGENCY RELIEF
NOAH'S HOPE ANIMAL RESCUE, INC. 2840 MEMORIAL DRIVE SIOUX CITY, IA 51103	27-0697985	501(C)3	5,550.	0.			ADOPTION
NONLETHAL OPTIONS FOR ANIMALS INC. 536 DUPONT ST PHILADELPHIA, PA 19128	01-0857865	501(C)3	5,420.	0.			ADOPTION
NORTH ALABAMA SPAY NEUTER ASSISTANCE ASSOCIATION, INC. - 3303 MEMORIAL PKWY NW - HUNTSVILLE, AL 35810	26-1717108	501(C)3	35,000.	0.			SPAY/NEUTER
NORTH CENTRAL INDIANA SPAY & NEUTER CLINIC - 7109 GOLDSBERRY RD. - BATTLE GROUND, IN 47920	35-2086410	501(C)3	5,820.	0.			ADOPTION
NORTH CENTRAL TEXAS ANIMAL SHELTER COALITION - P.O. BOX 1209 - ALVARADO, TX 76009	31-1717528	501(C)3	25,000.	0.			CONFERENCE
NORTH SHORE ANIMAL LEAGUE AMERICA, INC. - 16 LEWYT ST. - PORT WASHINGTON, NY 11050	11-1666852	501(C)3	146,930.	0.			ADOPTION, SHELTER MANAGEMENT
NORTH TEXAS CAT RESCUE PO BOX 1504 MCKINNEY, TX 75070	20-8812308	501(C)3	6,580.	0.			ADOPTION

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NORTHWEST ORGANIZATION FOR ANIMAL HELP - 31300 BRANDSTROM ROAD - STANWOOD, WA 98292	91-1362069	501(C)3	18,500.	0.			ADOPTION, SPAY/NEUTER
NORTHWEST SPAY & NEUTER CENTER 6401 PACIFIC AVE TACOMA, WA 98408	91-2133291	501(C)3	44,000.	0.			SPAY/NEUTER
OAHU SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - P.O. BOX 2332 - EWA BEACH, HI 96706	61-1569948	501(C)3	77,410.	0.			ADOPTION, SPAY/NEUTER
OCONEE COUNTY HUMANE SOCIETY INC PO BOX 966 WEST UNION, SC 29696	46-0485454	501(C)3	16,651.	0.			ADOPTION, SHELTER MANAGEMENT
OHIO ALLEYCAT RESOURCE & SPAY/NEUTER CLINIC INC. - 5619 ORLANDO PL - CINCINNATI, OH 45227	31-1728182	501(C)3	5,480.	0.			ADOPTION
OHIOGUIDESTONE 202 E BAGLEY RD BEREA, OH 44017	34-0720558	501(C)3	8,646.	0.			INTAKE/DIVERSION
OKLAHOMA HUMANE SOCIETY P.O. BOX 18471 OKLAHOMA CITY, OK 73154	20-8446621	501(C)3	53,590.	0.			ADOPTION, SPAY/NEUTER
OKLAHOMA STATE UNIVERSITY FOUNDATION - 1 BVMTH STE 002G OSU DEPT OF - STILLWATER, OK 74078	73-6097060	501(C)3	234,500.	0.			SPAY/NEUTER
OKTIBBEHA COUNTY HUMANE SOCIETY, INC. - P.O. BOX 297 - STARKVILLE, MS 39760	64-0618170	501(C)3	314,350.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ONTARIO FERAL CAT PROJECT P.O. BOX 44 ONTARIO, OR 97914	27-2595437	501(C)3	6,540.	0.			ADOPTION, SHELTER MANAGEMENT
OPEN DOOR ANIMAL SANCTUARY P.O. BOX 870 HOUSE SPRINGS, MO 63051	23-7444249	501(C)3	10,130.	0.			ADOPTION, SHELTER MANAGEMENT
OPERATION CATSNIP OF KENTUCKY, INC. - 18 VILLAGE PLAZA #156 - SHELBYVILLE, KY 40065	26-4202367	501(C)3	12,880.	0.			ADOPTION
OPERATION PETS ALIVE PO BOX 132104 THE WOODLANDS, TX 77393	27-4226307	501(C)3	8,900.	0.			ADOPTION
OPERATION SPAY BAY, INC. PO BOX 63 PANAMA CITY, FL 32402	45-2931723	501(C)3	119,905.	0.			SPAY/NEUTER
OPERATION:SNIP INC. 13489 WALSINGHAM RD. LARGO, FL 33774	46-2934527	501(C)3	29,100.	0.			SPAY/NEUTER
ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS - PO BOX 38 - ORLANDO, FL 32802	59-6000773	COUNTY OF ORANGE	5,040.	0.			ADOPTION
ORANGE COUNTY HUMANE SOCIETY INC P.O. BOX 623 ORANGE COUNTY, VA 22960	54-1824817	501(C)3	6,490.	0.			ADOPTION
OREGON DOG RESCUE 17944 NW GILBERT LANE PORTLAND, OR 97229	35-2304457	501(C)3	31,300.	0.			ADOPTION

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OREGON FRIENDS OF SHELTER ANIMALS 4240 SW 185 AVENUE BEAVERTON, OR 97007	20-0003876	501(C)3	39,560.	0.			ADOPTION
OREGON HUMANE SOCIETY 1067 NE COLUMBIA BLVD PORTLAND, OR 97211	93-0386880	501(C)3	126,520.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
ORLANDO HEALTH FOUNDATION, INC 3160 SOUTHGATE COMMERCE BLVD ORLANDO, FL 32806	59-2244943	501(C)3	103,500.	0.			THERAPY
P A A C PEOPLE ASSISTING ANIMAL CONTROL - PO BOX 2625 - CORPUS CHRISTI, TX 78403	38-3817365	501(C)3	60,000.	0.			INTAKE/DIVERSION, SPAY/NEU
P.E.T.S. LOW COST SPAY AND NEUTER CLINIC - 3800 ARENA RD - WICHITA FALLS, TX 76310	68-0648159	501(C)3	75,000.	0.			SPAY/NEUTER, PET TRANSPORT
PAAWS INC P.O. BOX 115 NEWBURGH, IN 47629	35-2080930	501(C)3	7,980.	0.			ADOPTION
PACK LEADERS RESCUE OF CT, INC 280 DENNISON RDG MANCHESTER, CT 06040	46-2143229	501(C)3	82,120.	0.			ADOPTION, PET TRANSPORT
PANHANDLE ANIMAL WELFARE SOCIETY, INC AKA PAWS INC - 752 LOVEJOY RD NW - FORT WALTON BCH, FL 32548	59-0815515	501(C)3	9,364.	0.			ADOPTION, SPAY/NEUTER
PARIS ANIMAL WELFARE SOCIETY INC. 6 LEGION ROAD PARIS, KY 40361	61-1224933	501(C)3	82,675.	0.			ADOPTION, SHELTER MANAGEMENT, PET TRANSPORT

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PARISH OF QUACHITA PO BOX 3007 MONROE, LA 71210	72-6001064	PARISH OF QUACHI	5,000.	0.			SHELTER MANAGEMENT
PARKER PAWS PO BOX 781 WEATHERFORD, TX 76086	26-1458532	501(C)3	9,705.	0.			ADOPTION
PARKE-VERMILLION COUNTY HUMANE SOCIETY, INC - P.O. BOX 155 - CLINTON, IN 47842	35-1857062	501(C)3	21,835.	0.			ADOPTION
PARKSIDE INC. 1620 E 12TH ST TULSA, OK 74120	73-1280067	501(C)3	5,000.	0.			THERAPY
PARTNERS FOR PETS HUMANE SOCIETY PO BOX 445 TROY, IL 62294	36-4521704	501(C)3	28,900.	0.			ADOPTION
PASADENA HUMANE SOCIETY 361 S. RAYMOND AVE PASADENA, CA 91105	95-1643344	501(C)3	35,160.	0.			ADOPTION, SHELTER MANAGEMENT, PET TRANSPORT
PASCO COUNTY BOARD OF COUNTY COMMISSIONERS - 38053 LIVE OAK AVE. - DADE CITY, FL 33523	59-6000793	COUNTY OF PASCO	35,800.	0.			EMERGENCY RELIEF, SPAY/NEUTER
PATRIOT PAWS SERVICE DOGS 254 RANCH TRL ROCKWALL, TX 75032	04-3815107	501(C)3	19,148.	0.			THERAPY
PATRIOT SERVICE DOGS 4729 BLOUNT AVE JACKSONVILLE, FL 32210	27-0537995	501(C)3	5,000.	0.			THERAPY

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PAW PLACEMENT OF NORTHERN AZ PO BOX 942 FLAGSTAFF, AZ 86002	45-2912962	501(C)3	5,000.	0.			INTAKE/DIVERSION
PAW PLACEMENT, A HELPING HAND FOR PETS (HEADQUARTERS) - 3370 N. HAYDEN RD., #123, PMB 769 - SCOTTSDALE, AZ 85251	47-0885377	501(C)3	5,100.	0.			ADOPTION
PAWFECT LIFE RESCUE, INC. 55 ARBOR RD UXBRIDGE, MA 01569	36-4757111	501(C)3	5,590.	0.			ADOPTION, SHELTER MANAGEMENT
PAWMETTO LIFELINE, INC 1275 BOWER PKWY COLUMBIA, SC 29212	56-2146419	501(C)3	98,950.	0.			ADOPTION, SPAY/NEUTER
PAWS 4 YOU RESCUE, INC 8717 SW 134TH ST MIAMI, FL 33176	77-0676135	501(C)3	10,560.	0.			ADOPTION, SHELTER MANAGEMENT
PAWS AND PRAYERS INC. 1407 MAIN STREET A CUYAHOGA FALLS, OH 44221	34-1962067	501(C)3	10,270.	0.			ADOPTION
PAWS CROSSED, INC. 152 PARTRIDGE ST LEHIGH ACRES, FL 33974	81-0779046	501(C)3	8,640.	0.			ADOPTION, EMERGENCY RELIEF
PAWS HUMANE, INC. 4900 MILGEN RD COLUMBUS, GA 31907	58-2513501	501(C)3	36,891.	0.			SPAY/NEUTER
PAWS OF JACKSON HOLE P.O. BOX 13033 JACKSON, WY 83002	83-0326768	501(C)3	40,860.	0.			SPAY/NEUTER

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PAWS UNITE PEOPLE INC 252 LOCUST DR ROCKY POINT, NY 11778	46-2371384	501(C)3	10,175.	0.			EMERGENCY RELIEF
PAWS4SURVIVAL RESCUE, INC. 12 MILTON TER RANDOLPH, MA 02368	81-1064650	501(C)3	5,290.	0.			ADOPTION, EMERGENCY RELIEF
PEACEABLE KINGDOM, INC P.O. BOX 424 WHITEHALL, PA 18052	23-2958207	501(C)3	16,530.	0.			ADOPTION
PEARL RIVER COUNTY SPCA, INC. P.O. BOX 191 PICAYUNE, MS 39466	64-0798887	501(C)3	93,170.	0.			ADOPTION, SPAY/NEUTER
PEEWEE'S PET ADOPTIONION WORLD & SANCTUARY, INC. - 1307 SARATOGA BLVD - CORPUS CHRISTI, TX 78417	74-2746680	501(C)3	6,930.	0.			ADOPTION, EMERGENCY RELIEF
PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INC. - 3200 N. MILITARY TRL - WEST PALM BCH, FL 33409	59-0637811	501(C)3	202,150.	0.			ADOPTION, SPAY/NEUTER
PENDLETON COUNTY ANIMAL CARE AND CONTROL - 1314 BRYAN GRIFFIN ROAD - BUTLER, KY 41006	61-6000764	COUNTY OF PENDLE	5,000.	0.			EMERGENCY RELIEF
PENNSYLVANIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 350 EAST ERIE AVE - PHILADELPHIA, PA 19134	23-1352269	501(C)3	127,010.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
PENNSYLVANIA VETERINARY FOUNDATION 12 BRIAR CREST SQUARE HERSHEY, PA 17033	23-2253073	501(C)3	18,250.	0.			INTAKE/DIVERSION

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PEOPLE FOR PETS-MAGIC VALLEY HUMANE SOCIETY, INCORPORATED - P.O. BOX 1163 - TWIN FALLS, ID 83303	94-3080299	501(C)3	9,860.	0.			ADOPTION
PEOPLE FOR THE ADVOCACY & WELFARE OF STRAYS RESCUE & ADOPTIONIONS - 12545 PLUM LN - WILTON, CA 95693	47-4151613	501(C)3	60,780.	0.			ADOPTION
PEOPLE PROMOTING ANIMAL WELFARE P.O. BOX 68 GREENBACK, TN 37742	62-1471626	501(C)3	40,480.	0.			ADOPTION, SPAY/NEUTER
PET ALLIANCE OF GREATER ORLANDO, INC - 2727 CONROY RD. - ORLANDO, FL 32839	59-0637883	501(C)3	46,724.	0.			ADOPTION, SHELTER MANAGEMENT
PET AWARENESS WELFARE SOCIETY FOR PAWS FOR SJACS - 2633 S. BASCOM AVE - CAMPBELL, CA 95008	20-2936623	501(C)3	6,050.	0.			ADOPTION
PET CENTRAL HELPS PO BOX 6091 BLOOMINGTON, IL 61702	81-4120839	501(C)3	9,390.	0.			ADOPTION
PET COMMUNITY CENTER, INC. 2909 WINDEMERE CT NASHVILLE, TN 37214	45-1524886	501(C)3	48,100.	0.			SPAY/NEUTER
PET CONNECT RESCUE, INC. 1776 YORKTOWN, STE 515 HOUSTON, TX 77401	32-0280836	501(C)3	16,030.	0.			ADOPTION
PET OVER POPULATION PREVENTION P.O. BOX 442 PASCO, WA 99301	91-1846733	501(C)3	6,670.	0.			ADOPTION

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PET PARTNERS 875 124TH AVENUE NE, SUITE 101 BELLEVUE, WA 98005	91-1158281	501(C)3	40,000.	0.			THERAPY
PET REFUGE, INC. 4626 S BURNETT DR SOUTH BEND, IN 46614	31-0936469	501(C)3	30,720.	0.			ADOPTION, SPAY/NEUTER
PET RESCUE SERVICES INC. 206 HUMMINGBIRD LANE LONEDELL, MO 63060	30-0201213	501(C)3	13,720.	0.			ADOPTION
PET SEARCH P.O. BOX 1653 WASHINGTON, PA 15301	25-1799497	501(C)3	6,260.	0.			ADOPTION
PETAID COLORADO 191 YUMA STREET DENVER, CO 80223	84-1612045	501(C)3	25,000.	0.			INTAKE/DIVERSION
PETFIX NORTHEAST OHIO, INC. 7343 CHAGRIN ROAD CHAGRIN FALLS, OH 44022	20-2205609	501(C)3	36,000.	0.			SPAY/NEUTER
PETS BRING JOY 9214 BAYARD PL FAIRFAX, VA 22032	46-1292302	501(C)3	6,550.	0.			ADOPTION
PETS FOR VETS - CAPE FEAR NC 3831 HALIFAX RD WILMINGTON, NC 28403	47-2514295	501(C)3	5,000.	0.			THERAPY
PETS IN NEED OF GREATER CINCINNATI 520 W WYOMING AVE CINCINNATI, OH 45215	45-5512473	501(C)3	10,000.	0.			INTAKE/DIVERSION

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PETS WITHOUT PARENTS SHELTER 901 MIZE LN SEVIERVILLE, TN 37862	27-5017992	501(C)3	6,420.	0.			ADOPTION, EMERGENCY RELIEF
PETS WITHOUT PARTNERS 8390 POTOSI RD REDDING, CA 96001	26-1806326	501(C)3	15,120.	0.			ADOPTION
PHILADELPHIA ANIMAL WELFARE SOCIETY - 100 N. 2ND ST - PHILADELPHIA, PA 19106	26-3862631	501(C)3	143,734.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
PHOENIX CHILDREN'S HOSPITAL FOUNDATION - 1919 E THOMAS RD - PHOENIX, AZ 85016	74-2421549	501(C)3	100,000.	0.			THERAPY
PIMA COUNTY 130 W CONGRESS 7TH FLOOR TUCSON, AZ 85701	86-6000543	COUNTY OF PIMA	177,711.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION
PIMA PAWS FOR LIFE 2509 W ZINNIA AVE TUCSON, AZ 85705	46-3039870	501(C)3	7,490.	0.			ADOPTION, SHELTER MANAGEMENT
PINAL COUNTY ANIMAL CARE AND CONTROL - 1150 S ELEVEN MILE CORNER RD - CASA GRANDE, AZ 85122	86-6000556	COUNTY OF PIMA	10,350.	0.			ADOPTION, SPAY/NEUTER
PINK PAWS RESCUE & ADOPTIONION 1534 N MOORPARK RD 416 THOUSAND OAKS, CA 91360	68-0675638	501(C)3	7,940.	0.			ADOPTION, SHELTER MANAGEMENT
PIONEER HUMANE SOCIETY P.O. BOX 1876 PENDLETON, OR 97801	93-0845104	501(C)3	16,080.	0.			ADOPTION, SHELTER MANAGEMENT

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PIVOT 8803 ABERDARE ST VENTURA, CA 93004	36-4826290	501(C)3	10,000.	0.			THERAPY
PLANNED PETHOOD OF GEORGIA, INC. 2860 BUFORD HWY DULUTH, GA 30096	90-0516757	501(C)3	7,290.	0.			ADOPTION
PLANNED PETHOOD, INC. P.O. BOX 350908 TOLEDO, OH 43635	34-1312028	501(C)3	16,460.	0.			ADOPTION
PLAQUEMINES ANIMAL WELFARE SOCIETY P.O. BOX 83 BELLE CHASSE, LA 70037	46-0519776	501(C)3	44,540.	0.			ADOPTION, SHELTER MANAGEMENT
POLK COUNTY HUMANE SOCIETY P.O. BOX 334 BOLIVAR, MO 65613	43-1590822	501(C)3	6,370.	0.			ADOPTION
POOCH MATCH 3607 S. OCEAN CREST SANTA ANA, CA 92704	20-4187639	501(C)3	5,030.	0.			ADOPTION
POOR PAWS RESCUE 5 THRUSH MEWS N BRUNSWICK, NJ 08902	47-1998484	501(C)3	11,960.	0.			ADOPTION
PORTLAND ANIMAL WELFARE TEAM 25 NW 23RD PL STE 6 #489 PORTLAND, OR 97210	73-1684628	501(C)3	15,000.	0.			INTAKE/DIVERSION
POUND PUPPIES N' KITTENS, INC. 295 PAINE CROSSING RD. SOCIAL CIRCLE, GA 30025	58-2608242	501(C)3	14,200.	0.			ADOPTION

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PREVENT HOMELESS PETS 812 DELLA ST BENTON CITY, WA 99320	01-0919961	501(C)3	11,500.	0.			SPAY/NEUTER
PROJECT PUP PETS UPLIFTING PEOPLE FOUNDATION, INC - PO BOX 3488 - SEMINOLE, FL 33775	59-3027700	501(C)3	5,000.	0.			THERAPY
PROTECTORS OF COMPANION ANIMALS, INC - 7360 CURRY FORD ROAD (UNIT # 720416) - ORLANDO, FL 32872	59-3760425	501(C)3	38,900.	0.			SPAY/NEUTER
PUPPY HILL FARM ANIMAL RESCUE, INC. - 5630 LONE PINE TRL - MELROSE, FL 32666	59-3621194	501(C)3	74,254.	0.			ADOPTION, SHELTER MANAGEMENT
PURDUE UNIVERSITY 401 S GRANT STREET W. LAFAYETTE, IN 47907	35-6002041	501(C)3	99,947.	0.			SPAY/NEUTER
PURPLE POWER ANIMAL WELFARE SOCIETY - PO BOX 953 - MANHATTAN, KS 66505	46-2496718	501(C)3	6,780.	0.			ADOPTION
PURR PARTNERS, INC. 127 MOORES WAY YOUNGSVILLE, NC 27596	30-0534889	501(C)3	12,990.	0.			ADOPTION
PURRFECT FRIENDS CAT RESCUE 2863 HANOIS COURT CINCINNATI, OH 45251	20-5305474	501(C)3	5,540.	0.			ADOPTION
PURR-FECT HAVEN CAT RESCUE PO BOX 1737 DOVER, DE 19903	20-2937376	501(C)3	6,270.	0.			ADOPTION

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PURRFECT PALS 230 MCRAE RD. NE ARLINGTON, WA 98223	94-3127448	501(C)3	6,230.	0.			ADOPTION
PURRFECT PAWPRINTS, INC. 405 N WRATHALL CIRCLE GRANTSVILLE, UT 84029	90-0353655	501(C)3	11,400.	0.			ADOPTION
PUYALLUP ANIMAL RESCUE 32816 MOUNTAIN HWY E EATONVILLE, WA 98328	91-1328585	501(C)3	11,810.	0.			ADOPTION
QUEEN CREEK CRIME PREVENTION POSSE PO BOX 1368 QUEEN CREEK, AZ 85142	86-0940722	501(C)3	5,000.	0.			THERAPY
R U 4 ME PET RESCUE, INC PO BOX 6221 LAKE WORTH, FL 33466	65-0874746	501(C)3	6,280.	0.			ADOPTION
RADY CHILDRENS HOSPITAL FOUNDATION- SAN DIEGO - 3020 CHILDRENS WAY MC 5001 - SAN DIEGO, CA 92123	33-0170626	501(C)3	50,000.	0.			THERAPY
RAINBOW FRIENDS ANIMAL SANCTUARY P.O. BOX 1259 KURTISTOWN, HI 96760	99-0353068	501(C)3	50,000.	0.			SPAY/NEUTER
RAMONA HUMANE SOCIETY, INC. 690 HUMANE WAY SAN JACINTO, CA 92582	23-7374470	501(C)3	68,180.	0.			ADOPTION, SHELTER MANAGEMENT
RANCHO COASTAL HUMANE SOCIETY 389 REQUEZA ST ENCINITAS, CA 92024	95-2151583	501(C)3	5,000.	0.			INTAKE/DIVERSION

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REBECCA'S PAWS AND CLAWS P.O. BOX 229 REMLAP, AL 35133	61-1626305	501(C)3	12,800.	0.			ADOPTION
REBEL RESCUE, INC. 352 N MESQUITE DRIVE VICTORIA, TX 77905	47-4847446	501(C)3	6,960.	0.			ADOPTION
REFUGE RESCUE, INC. PO BOX 1923 WOODSTOCK, GA 30188	47-5229428	501(C)3	7,230.	0.			ADOPTION
RESCUE CATS OF FLORIDA, INC PO BOX 6356 BRANDON, FL 33508	46-2336168	501(C)3	12,570.	0.			ADOPTION
RESCUE HOUSE P.O. BOX 231336 ENCINITAS, CA 92023	77-0503065	501(C)3	17,715.	0.			ADOPTION
RESCUE RANCH P.O. BOX 1192 YREKA, CA 96097	68-0439736	501(C)3	6,230.	0.			ADOPTION
RESCUE RANCH, INC. P.O. BOX 527 MCRAE, GA 31055	42-1598987	501(C)3	30,000.	0.			SPAY/NEUTER
RESCUE ROVERS 11624 S BROADVIEW WAY SALT LAKE CITY, UT 84092	46-2129373	501(C)3	8,620.	0.			ADOPTION
RESCUECATS, INC. BOX 142882 FAYETTEVILLE, GA 30214	31-1738234	501(C)3	5,240.	0.			ADOPTION

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RESCUED PETS ARE WONDERFUL 665 106TH LANE NW #1 COON RAPIDS, MN 55448	20-1246949	501(C)3	6,940.	0.			ADOPTION
REZDAWG RESCUE, INC PO BOX 1556 PAONIA, CO 81428	46-1412023	501(C)3	6,800.	0.			ADOPTION
RGV LOW COST SPAY/NEUTER CLINIC P.O. BOX 5968 MCALLEN, TX 78502	26-1298950	501(C)3	35,000.	0.			SPAY/NEUTER
ROBINSON'S RESCUE, INC. 504 EAST KINGS HIGHWAY SHREVEPORT, LA 71105	42-1717278	501(C)3	30,000.	0.			SPAY/NEUTER
ROLL OVER ANIMAL RESCUE 1750 ESTES AVE DES PLAINES, IL 60018	45-2096046	501(C)3	6,940.	0.			ADOPTION, SHELTER MANAGEMENT
ROVER RESCUE INC. P.O. BOX 4074 AURORA, IL 60507	32-0087675	501(C)3	9,725.	0.			ADOPTION, SHELTER MANAGEMENT
RUBY'S MISFITS ANIMAL RESCUE 803 OAKWOOD AVE JACKSONVILLE, NC 28546	81-3795969	501(C)3	31,850.	0.			ADOPTION
RUDE RANCH ANIMAL RESCUE, INC. 3200 IVY WAY HARWOOD, MD 20776	52-2312763	501(C)3	25,875.	0.			SPAY/NEUTER
RUFF HOUSE RESCUE INC. P.O. BOX 365 OCEANSIDE, NY 11572	27-0964354	501(C)3	32,160.	0.			ADOPTION, SHELTER MANAGEMENT

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RUSTY'S ANGELS SANCTUARY 49459 N 7TH AVE NEW RIVER, AZ 85087	46-4994027	501(C)3	5,000.	0.			SHELTER MANAGEMENT
S.A.V.E. RESCUE COALITION 1830 JACK BEAVER RD SANTA FE, TX 77517	45-4982602	501(C)3	16,100.	0.			ADOPTION, EMERGENCY RELIEF
SACRAMENTO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 6201 FLORIN-PERKINS ROAD - SACRAMENTO, CA 95828	94-1312343	501(C)3	50,000.	0.			PET TRANSPORT
SAFE HAVEN ANIMAL RESCUE INC PO BOX 76089 OKLAHOMA CITY, OK 73147	74-3124122	501(C)3	36,780.	0.			ADOPTION
SAFE HOUSE ANIMAL RESCUE LEAGUE P.O. BOX 193 MENDOTA, IL 61342	26-3942250	501(C)3	6,600.	0.			ADOPTION, SHELTER MANAGEMENT
SAFE PET RESCUE, INC. PO BOX 840215 ST AUGUSTINE, FL 32080	26-3307436	501(C)3	14,480.	0.			ADOPTION, EMERGENCY RELIEF
SAINT FRANCES ANIMAL CENTER 125 N RIDGE ST GEORGETOWN, SC 29440	57-0785170	501(C)3	25,995.	0.			ADOPTION, SHELTER MANAGEMENT
SAINT JOHN'S HEALTH CENTER FOUNDATION - 2121 SANTA MONICA BLVD - SANTA MONICA, CA 90404	95-6100079	501(C)3	25,000.	0.			THERAPY
SALEM ANIMAL RESCUE LEAGUE 4 SARL DR SALEM, NH 03079	02-0454791	501(C)3	19,970.	0.			ADOPTION, SHELTER MANAGEMENT

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SALINE COUNTY HUMANE SOCIETY P.O. BOX 305 BENTON, AR 72018	71-0511707	501(C)3	12,540.	0.			ADOPTION
SAN ANTONIO PETS ALIVE INC PO BOX 830006 SAN ANTONIO, TX 78283	45-4141531	501(C)3	91,650.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT, PET TRANSPORT
SAN DIEGO HOUSING COMMISSION 1122 BROADWAY STE 300 SAN DIEGO, CA 92101	95-3390896	CITY OF SAN DIEG	20,000.	0.			INTAKE/DIVERSION
SAN DIEGO HUMANE SOCIETY & SPCA 5500 GAINES STREET SAN DIEGO, CA 92110	95-1661688	501(C)3	51,240.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION, R
SAN GABRIEL VALLEY HUMANE SOCIETY 851 E. GRAND AVENUE SAN GABRIEL, CA 91776	95-1661090	501(C)3	25,390.	0.			ADOPTION, SHELTER MANAGEMENT
SANTA FE ANIMAL SHELTER, INC. 100 CAJA DEL RIO SANTA FE, NM 87507	85-6000484	501(C)3	34,282.	0.			ADOPTION, SPAY/NEUTER
SAVE A GATO, INC PO BOX 9021227 SAN JUAN, PR 00902	66-0550555	501(C)3	13,200.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT
SAVE A LIFE PET RESCUE, INC. 29711 WELLS RD WESLEY CHAPEL, FL 33545	61-1511434	501(C)3	70,140.	0.			ADOPTION, EMERGENCY RELIEF, SHELTER MANAGEMENT
SAVE A LITTER PREGNANT DOG RESCUE INC. - 4950 HWY 138 - LOGANVILLE, GA 30052	27-2784131	501(C)3	16,150.	0.			ADOPTION

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SAVE A PET RESCUE ADOPTIONION AND PET TRANSPORTPORT, INC. - P.O. BOX 9323 - DOTHAN, AL 36304	20-1285614	501(C)3	12,920.	0.			ADOPTION
SAVE THE PUPS, INC 7826 LEXINGTON AVE PHILADELPHIA, PA 19152	27-3008147	501(C)3	5,000.	0.			THERAPY
SAVE-A FRIENDS TO HOMELESS ANIMALS, INC - 1010 ROUTE 601 - SKILLMAN, NJ 08558	22-6082741	501(C)3	7,000.	0.			ADOPTION
SAVED BY GRACE FERALS & FELINES CORP. - 3815 FISH HATCHERY RD - GASTON, SC 29053	90-0761150	501(C)3	8,250.	0.			ADOPTION
SAVING GRACE ANIMAL RESCUE 738 HIGHLAND AVE FT WRIGHT, KY 41011	82-1183239	501(C)3	7,830.	0.			ADOPTION
SAVING GRACES 4 FELINES PO BOX 4307 GREENVILLE, NC 27836	30-0027889	501(C)3	6,810.	0.			ADOPTION, SHELTER MANAGEMENT
SAVING ONE LIFE 3001 N. EL DORADO DRIVE CHANDLER, AZ 85224	27-1173539	501(C)3	13,510.	0.			ADOPTION
SAVING PETS AT RISK INCORPORATED P.O. BOX 702 SHAWNEE, OK 74802	20-3385790	501(C)3	5,580.	0.			ADOPTION
SCOTT COUNTY HUMANE SOCIETY P.O. BOX 821 GEORGETOWN, KY 40324	31-1090052	501(C)3	54,530.	0.			ADOPTION, SHELTER MANAGEMENT

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SEATTLE AREA FELINE RESCUE 14717 AURORA AVE N SHORELINE, WA 98133	91-2041961	501(C)3	17,412.	0.			SHELTER MANAGEMENT
SEATTLE CHILDRENS HOSPITAL FOUNDATION - PO BOX 5371 MSC RC-507 - SEATTLE, WA 98145	91-1156519	501(C)3	31,500.	0.			THERAPY
SEBASTIAN HUMANE SOCIETY 3800 KELLEY HWY FORT SMITH, AR 72904	71-0285192	501(C)3	89,020.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
SECOND CHANCE ANIMAL RESCUE, INC HC-01 BOX 3547 VILLALBA, PR 00766	66-0585342	501(C)3	10,000.	0.			EMERGENCY RELIEF
SECOND CHANCE ANIMAL SERVICES, INC. - 111 YOUNG RD - E. BROOKFIELD, MA 01515	04-3490671	501(C)3	468,410.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION, T TRANSPORT
SECOND CHANCE COMPANIONS P.O. BOX 2343 BATTLE GROUND, WA 98604	91-1639509	501(C)3	10,830.	0.			ADOPTION
SECOND HARVEST FOOD BANK OF METROLINA, INC - 500 SPRATT ST STE B - CHARLOTTE, NC 28206	56-1352593	501(C)3	5,000.	0.			AT-RISK
SECONDHAND ANIMALS PO BOX 1993 ROSAMOND, CA 93560	46-5078132	501(C)3	5,150.	0.			ADOPTION
SEMPER FIDO 131 KENNILWORTH RD MARLTON, NJ 08053	37-1622915	501(C)3	5,000.	0.			THERAPY

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SEVIER COUNTY HUMANE SOCIETY P.O. BOX 976 PIGEON FORGE, TN 37868	62-0938001	501(C)3	6,140.	0.			ADOPTION
SHAKESPEARE ANIMAL FUND PO BOX 8201 RENO, NV 89507	41-2182628	501(C)3	5,123.	0.			AT-RISK
SHELTER PET TRANSPORTPORT ANIMAL RESCUE TEAM - 12939 BLOOMFIELD ST - STUDIO CITY, CA 91604	45-4258426	501(C)3	35,450.	0.			SPAY/NEUTER
SHELTERING HANDS, INC. P.O. BOX 843 WILLISTON, FL 32696	20-8941924	501(C)3	15,608.	0.			ADOPTION
SIERRA'S HAVEN FOR NEW AND USED PETS - 80 EASTER DR - PORTSMOUTH, OH 45662	31-1779083	501(C)3	15,460.	0.			ADOPTION, SPAY/NEUTER
SIOUXLAND HUMANE SOCIETY, INC. 1015 TRI-VIEW AVD. SIOUX CITY, IA 51103	42-6000336	501(C)3	5,230.	0.			ADOPTION
SMOKY MOUNTAIN SERVICE DOGS 110 TOOWEKA CIR LOUDON, TN 37774	27-3365083	501(C)3	43,480.	0.			THERAPY
SOAR INITIATIVE CORPORATION 3901 ROOKWOOD AVE INDIANAPOLIS, IN 46208	81-2227366	501(C)3	7,500.	0.			INTAKE/DIVERSION
SOCIETY FOR PRESERVATION OF ANIMAL WELFARE - P.O. BOX 855 - CAMP HILL, PA 17001	23-2099002	501(C)3	12,420.	0.			ADOPTION

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SOCIETY FOR PREVENTION OF CRUELTY TO ANIMALS-DORCHESTER - 136 FOUR PAWS LN - SUMMERVILLE, SC 29483	57-0620182	501(C)3	54,660.	0.			ADOPTION, SPAY/NEUTER
SOCIETY FOR THE IMPROVEMENT OF CONDITIONS FOR STRAY ANIMALS - 2600 WILMINGTON PIKE - KETTERING, OH 45419	23-7367199	501(C)3	44,020.	0.			ADOPTION, INTAKE/DIVERSION
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS UPSTATE NEW YORK, INC - P.O. BOX 171 - HUDSON FALLS, NY 12839	14-1649520	501(C)3	8,960.	0.			ADOPTION
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS FREDERICKSBURG - 10819 COURTHOUSE RD - FREDERICKSBURG, VA 22408	54-0648185	501(C)3	20,120.	0.			ADOPTION
SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF NORTHERN NEVADA - 4950 SPECTRUM BLVD - RENO, NV 89512	88-0386601	501(C)3	8,040.	0.			ADOPTION
SOCIETY OF ANIMAL WELFARE ADMINISTRATORS - 15508 W BELL ROAD SUITE 101-613 - SURPRISE, AZ 85374	41-1618666		75,000.	0.			CONFERENCE, RESEARCH
SOJOURNER CENTER PO BOX 20156 PHOENIX, AZ 85036	94-2465081	501(C)3	10,000.	0.			INTAKE/DIVERSION
SOLDIER'S BEST FRIEND 7445 W ACOMA DR PEORIA, AZ 85381	27-4665797	501(C)3	34,000.	0.			THERAPY
SONORA CAT RESCUE 14653 MONO WAY SONORA, CA 95370	26-0085978	501(C)3	5,260.	0.			ADOPTION

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SOUL DOG RESCUE 4844 S KALAMATH ST ENGLEWOOD, CO 80110	45-4137227	501(C)3	14,890.	0.			ADOPTION
SOUTH CAROLINA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 305 AIRPORT ROAD - GREENVILLE, SC 29607	57-6000563	501(C)3	93,726.	0.			SPAY/NEUTER
SOUTH OGDEN CITY CORPORATION 3950 ADAMS AVE., STE 1 SOUTH OGDEN, UT 84403	87-6000282	CITY OF SOUTH OG	5,250.	0.			ADOPTION
SOUTH SUBURBAN HUMANE SOCIETY 1103 W END AVE CHICAGO HTS, IL 60411	23-7165004	501(C)3	88,190.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
SOUTH WOOD COUNTY HUMANE SOCIETY 3621 64TH ST N WISC RAPIDS, WI 54494	39-1205672	501(C)3	5,615.	0.			EMERGENCY RELIEF
SOUTHBARK, INC. 6075 FOREST GREEN RD PENSACOLA, FL 32505	27-3490461	501(C)3	9,160.	0.			ADOPTION
SOUTHEASTERN GUIDE DOGS, INC 4210 77TH ST EAST PALMETTO, FL 34221	59-2252352	501(C)3	5,000.	0.			THERAPY
SOUTHERN CALIFORNIA CAT ADOPTIONION TAILS - P.O. BOX 922754 - SYLMAR, CA 91392	20-5541912	501(C)3	12,320.	0.			ADOPTION
SOUTHERN FRIENDS ANIMAL SOCIETY PO BOX 481 NESBIT, MS 38651	45-5164707	501(C)3	5,000.	0.			EMERGENCY RELIEF

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SOUTHERN OREGON HUMANE SOCIETY 2910 TABLE ROCK RD MEDFORD, OR 97501	93-0391640	501(C)3	6,300.	0.			ADOPTION
SOUTHERN PINES ANIMAL SHELTER P.O. BOX 2021 HATTIESBURG, MS 39403	64-0514796	501(C)3	264,150.	22,955.	FMV	PET SUPPLIES/FOOD	ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER, PET TRANSPORT
SOUTHSIDE ANIMAL SHELTER INC. 1959 S. MERIDIAN ST. INDIANAPOLIS, IN 46225	35-1917438	501(C)3	6,760.	0.			ADOPTION
SOUTHSIDE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - PO BOX 66 - MEHERRIN, VA 23954	35-1341327	501(C)3	10,360.	0.			ADOPTION, SHELTER MANAGEMENT
SOUTHWEST METRO ANIMAL RESCUE AND ADOPTIONION SOCIETY - P.O. BOX 493 - CHASKA, MN 55318	41-2008239	501(C)3	6,030.	0.			ADOPTION, SHELTER MANAGEMENT
SOUTHWEST MISSOURI HUMANE SOCIETY 3161 W NORTON RD SPRINGFIELD, MO 65803	44-0665046	501(C)3	8,070.	0.			ADOPTION, EMERGENCY RELIEF
SOXRESCUE 8580 DAYBREAK CT OAK HILLS, CA 92344	47-2844564	501(C)3	9,410.	0.			ADOPTION, SHELTER MANAGEMENT
SPAY & NEUTER ACTION PROGRAM 2405 W PICACHO AVE APT 103 LAS CRUCES, NM 88007	31-1631899	501(C)3	22,630.	0.			SPAY/NEUTER
SPAY NEUTER ASSISTANCE FOR PETS, INC. - 190 BLUE JAY AVENUE - VONORE, TN 37885	74-3083045	501(C)3	25,000.	0.			SPAY/NEUTER

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SPAY NEUTER CHARLOTTE 2017 N. DAVIDSON STREET CHARLOTTE, NC 28205	27-3665227	501(C)3	120,370.	0.			SPAY/NEUTER
SPAY NEUTER IDAHO PETS 1077 S. GARDEN PL BOISE, ID 83705	26-2679583	501(C)3	59,000.	0.			SPAY/NEUTER
SPAY NEUTER IMPERATIVE PROJECT CALIFORNIA - 1696 DURBIN LN - FAIRFIELD, CA 94534	46-1587546	501(C)3	20,090.	0.			ADOPTION, SPAY/NEUTER
SPAY NEUTER NETWORK P. O. BOX 515, 7385 COUNTY RD 108 KAUFMAN, TX 75142	20-0276988	501(C)3	208,000.	0.			INTAKE/DIVERSION, SPAY/NEU
SPAY NEUTER PROJECT OF LOS ANGELES, INC. - 957 N. GAFFEY STREET - SAN PEDRO, CA 90731	20-8542566	501(C)3	87,770.	0.			ADOPTION, SPAY/NEUTER
SPAY-MART, INC. C/O 732 ROSELAND PKWY HARAHAN, LA 70123	72-1418016	501(C)3	14,750.	0.			ADOPTION
SPAY-NEUTER ACTION PROJECT PO BOX 4450 HUNTSVILLE, AL 35815	63-1121259	501(C)3	52,920.	0.			ADOPTION, SPAY/NEUTER
SPAY-NEUTER ASSISTANCE PROGRAM, INC. - P.O. BOX 70286 - HOUSTON, TX 77270	76-0608925	501(C)3	350,000.	0.			EMERGENCY RELIEF, SPAY/NEUTER
SPAY-NEUTER COALITION OF NEW MEXICO - PO BOX 2352 - LOS LUNAS, NM 87031	47-3085838	501(C)3	5,000.	0.			SPAY/NEUTER

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SPCA OF BRADLEY COUNTY TN 1570 JOHNSON BLVD SE CLEVELAND, TN 37311	46-3600374	501(C)3	15,590.	0.			ADOPTION, INTAKE/DIVERSION
SPCA OF GALVESTON COUNTY 3000 AVENUE R SAN LEON, TX 77539	23-7011759	501(C)3	5,040.	0.			ADOPTION
SPCA OF LIVINGSTON P.O. BOX 500 WALKER, LA 70785	26-3969206	501(C)3	19,937.	0.			ADOPTION
SPCA OF TEXAS (HEADQUARTERS) 2400 LONE STAR DR DALLAS, TX 75212	75-1216660	501(C)3	272,694.	93,086.	FMV	PET SUPPLIES/FOOD	ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION
SPCA OF THE TRIAD, INC. P.O. BOX 4461 GREENSBORO, NC 27404	56-1875807	501(C)3	6,490.	0.			ADOPTION
SPCA OF WAKE COUNTY, INC. 200 PETFINDER LANE RALEIGH, NC 27603	56-0891732	501(C)3	12,800.	0.			ADOPTION, SPAY/NEUTER
SPCA SAN PATRICIO COUNTY 4630 FARM TO MARKET 1069 ARANSAS PASS, TX 78336	56-2598436	501(C)3	10,000.	0.			EMERGENCY RELIEF
SPCA TAMPA BAY, FLORIDA, INC. 9099 130TH AVENUE NORTH LARGO, FL 33773	59-0715928	501(C)3	5,750.	0.			ADOPTION
SPCA, INC. 5850 BRANNEN RD S LAKELAND, FL 33813	59-1939655	501(C)3	20,030.	0.			ADOPTION, SHELTER MANAGEMENT

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SPOKANE HUMANE SOCIETY P.O. BOX 6247 SPOKANE, WA 99217	91-0565011	501(C)3	17,607.	0.			ADOPTION, EMERGENCY RELIEF
SPOKANIMAL CARE 710 N. NAPA SPOKANE, WA 99202	91-1223929	501(C)3	13,980.	0.			ADOPTION
SQ RESCUE INC. PO BOX 291450 COLUMBIA, SC 29229	57-1105376	501(C)3	8,670.	0.			ADOPTION
ST FRANCIS PET CARE INC PO BOX 358462 GAINESVILLE, FL 32635	27-1590456	501(C)3	114,219.	0.			INTAKE/DIVERSION, SPAY/NEU
ST LOUIS CHILDRENS HOSPITAL FOUNDATION - 1001 HIGHLANDS PLAZA DR W STE 160 - SAINT LOUIS, MO 63110	43-1626863	501(C)3	50,000.	0.			THERAPY
ST. CHARLES HUMANE SOCIETY P.O. BOX 1331 LULING, LA 70070	72-1251331	501(C)3	20,360.	0.			ADOPTION, SHELTER MANAGEMENT
ST. FRANCIS ANIMAL WELFARE GROUP P.O. BOX 68434 NASHVILLE, TN 37206	20-3827037	501(C)3	7,830.	0.			ADOPTION
ST. FRANCIS SOCIETY INC P.O. BOX 261614 TAMPA, FL 33685	59-3469332	501(C)3	15,110.	0.			ADOPTION
ST. HUBERT'S GIRALDA PO BOX 159 MADISON, NJ 07940	22-1627726	501(C)3	757,340.	0.			ADOPTION, SHELTER MANAGEMENT, PET TRANSPORT

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ST. LANDRY PARISH GOVERNMENT PO DRAWER 1550 OPELOUSAS, LA 70571	72-6001256	PARISH OF ST. LA	14,414.	3,896.	FMV	PET SUPPLIES/FOOD	EMERGENCY RELIEF
ST. LOUIS METROPOLITAN SPAY NEUTER & WELLNESS CLINIC, INC. - 1490 WILTON LANE - SAINT LOUIS, MO 63122	90-0595857	501(C)3	76,500.	0.			SPAY/NEUTER
ST. PACO'S SECOND CHANCE DOG RESCUE - 2459 C ST - SAN DIEGO, CA 92102	47-1379068	501(C)3	5,600.	0.			ADOPTION
STARK COUNTY HUMANE SOCIETY 5100 PEACH STREET LOUISVILLE, OH 44641	34-6003244	501(C)3	17,140.	0.			ADOPTION
START II OF BERGEN COUNTY A NEW JERSEY NON PROFIT CORPORATION - 35 CLEAR LAKE RD - WHITING, NJ 08759	22-3512570	501(C)3	8,820.	0.			ADOPTION, SHELTER MANAGEMENT
STATE OF FLORIDA, STATE EMERGENCY OPERATIONS CENTER - 407 SOUTH CALHOUN - TALLAHASSEE, FL 32399	59-2883965	STATE OF FLORIDA	0.	35,871.	FMV	PET SUPPLIES/FOOD	EMERGENCY RELIEF
STONECLIFFE ANIMAL RESCUE 7374 20 1/2 AVE. LEMOORE, CA 93245	25-1910761	501(C)3	12,350.	0.			ADOPTION, SHELTER MANAGEMENT
STRAY CAT ADOPTIONIONS OF TEXAS P.O. BOX 700571 SAN ANTONIO, TX 78270	74-2981156	501(C)3	13,870.	0.			ADOPTION
STRAY CAT BLUES, INC. P.O. BOX 8 COLMAR, PA 18915	23-2943833	501(C)3	15,850.	0.			ADOPTION

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SUFFOLK HUMANE SOCIETY PO BOX 5038 SUFFOLK, VA 23435	68-0658196	501(C)3	5,800.	0.			ADOPTION
SUMNER SPAY NEUTER ALLIANCE PO BOX 1834 GALLATIN, TN 37066	26-4175450	501(C)3	50,000.	0.			SPAY/NEUTER
SUN CITIES 4 PAWS RESCUE, INC P.O. BOX 426 YOUNGTOWN, AZ 85363	86-0822208	501(C)3	5,880.	0.			ADOPTION
SUNCOAST ANIMAL LEAGUE 1030 PENNSYLVANIA AVE PALM HARBOR, FL 34683	02-0787661	501(C)3	33,800.	0.			ADOPTION, EMERGENCY RELIEF
SUNMART ANIMAL RESCUE TEAM, INC. 27511 CARADOC SPRINGS CT SPRING, TX 77386	04-3695847	501(C)3	27,420.	0.			ADOPTION
SUNSHINE FOUNDATION 4220 LA GRANDE PRINCESSE ST. CROIX, VI 00820	66-0723773	501(C)3	20,000.	0.			EMERGENCY RELIEF
SUNSHINES FRIENDS CAT RESCUE AND SANCTUARY - 7406 BELCLARE CT - JESSUP, MD 20794	46-3692420	501(C)3	6,587.	0.			ADOPTION
SUPPORT DOGS, INC. 10955 LINPAGE PL SAINT LOUIS, MO 63132	43-1379801	501(C)3	32,000.	0.			THERAPY
SWEET DREAM HOUSE RESCUE, INC. PO BOX 157229 CINCINNATI, OH 45215	47-1036880	501(C)3	19,490.	0.			ADOPTION

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TACOMA-PIERCE COUNTY HUMANE SOCIETY & SCTY PREVENTION CRUELTY ANIMALS - 2608 CENTER ST - TACOMA, WA 98409	91-0577128	501(C)3	31,840.	0.			ADOPTION, SHELTER MANAGEMENT
TAILS FROM THE CITY 1888 W 57TH ST CLEVELAND, OH 44102	32-0324676	501(C)3	12,550.	0.			ADOPTION
TAILS HUMANE SOCIETY 2250 BARBER GREENE RD. DEKALB, IL 60115	36-4334785	501(C)3	18,310.	0.			ADOPTION, SHELTER MANAGEMENT, PET TRANSPORT
TAILS OF HOPE ANIMAL RESCUE 5045 LAYHIGH RD HAMILTON, OH 45013	47-1439006	501(C)3	27,750.	0.			ADOPTION
TALL TAILS RESCUE P.O. BOX 24435 FORT WORTH, TX 76124	45-0995021	501(C)3	16,300.	0.			ADOPTION, THERAPY
TEJAS RESCUED PET ADOPTIONIONS PO BOX 790372 SAN ANTONIO, TX 78279	26-1241225	501(C)3	6,250.	0.			ADOPTION, EMERGENCY RELIEF
TERRE HAUTE HUMANE SOCIETY PO BOX 3307 TERRE HAUTE, IN 47803	35-0884686	501(C)3	5,580.	0.			ADOPTION
TERREBONNE PARISH P.O. BOX 2768 HOUMA, LA 70361	72-6001390	PARISH OF TERREB	42,270.	0.			ADOPTION, SPAY/NEUTER
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	74-2245072	501(C)3	14,500.	0.			SPAY/NEUTER

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TEXAS CHIHUAHUA RESCUE, INC 13855 LITTLE LEAF DR SAN ANTONIO, TX 78247	47-4107414	501(C)3	7,675.	0.			ADOPTION
TEXAS COALITION FOR ANIMAL PROTECTION - P.O. BOX 504 - DENTON, TX 76202	75-2915935	501(C)3	145,000.	0.			SPAY/NEUTER
TEXAS GULF COAST BOSTON TERRIER RESCUE INC - 5819 WOODLAND FALLS DR - KINGWOOD, TX 77345	46-1308786	501(C)3	28,670.	0.			ADOPTION
TEXAS LITTER CONTROL 24950 SPRING RIDGE DRIVE BLDG B SPRING, TX 77386	46-0920592	501(C)3	76,610.	0.			ADOPTION, SPAY/NEUTER
TEXAS LITTLE CUTIES RESCUE 1744 CRYSTAL WAY PLANO, TX 75074	26-4009063	501(C)3	14,120.	0.			ADOPTION
TEXAS PIT CREW, INC PO BOX 9823 WICHITA FALLS, TX 76308	46-4589878	501(C)3	7,440.	0.			ADOPTION
TEXAS STAR RESCUE 749 ETHEREDGE RD LONGVIEW, TX 75602	45-2799706	501(C)3	14,540.	0.			ADOPTION
THE ANIMAL FOUNDATION 655 N. MOJAVE RD. LAS VEGAS, NV 89101	88-0144253	501(C)3	135,560.	0.			ADOPTION, INTAKE/DIVERSION
THE ARK OF SAN JUAN COMPANION ANIMAL RESCUE - P.O. BOX 117 - SAN JUAN CAPISTRANO, CA 92693	83-0493818	501(C)3	13,090.	0.			ADOPTION

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THE CENTER FOR ANIMAL HEALTH AND WELFARE - 1165 ISLAND PARK RD. - EASTON, PA 18042	23-6290430	501(C)3	7,340.	0.			ADOPTION
THE CLEVELAND ANIMAL PROTECTIVE LEAGUE - 1729 WILLEY AVE - CLEVELAND, OH 44113	34-0714644	501(C)3	88,990.	0.			ADOPTION, INTAKE/DIVERSION
THE ENID SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 1116 OVERLAND TRL - ENID, OK 73703	73-1546461	501(C)3	78,740.	0.			ADOPTION, SHELTER MANAGEMENT, SPAY/NEUTER
THE FELINE FOUNDATION OF GREATER WASHINGTON, INC. - 11160 C-1 SOUTH LAKES DR - RESTON, VA 20191	54-1749459	501(C)3	5,700.	0.			ADOPTION
THE FLORIDA HUMANE SOCIETY, INC. 1520 SE 14TH COURT DEERFIELD BEACH, FL 33441	65-0409889	501(C)3	5,480.	0.			ADOPTION
THE GOOD DOG FOUNDATION, INC 817 BROADWAY 4TH FLOOR NEW YORK, NY 10003	11-3466707	501(C)3	5,000.	0.			THERAPY
THE HUMANE ASSOCIATION OF WILSON COUNTY - 507 W BADDOUR PKWY - LEBANON, TN 37087	62-1048196	501(C)3	6,900.	0.			ADOPTION
THE HUMANE SOCIETY FOR GREATER SAVANNAH, INC - 7215 SALLIE MOOD DR - SAVANNAH, GA 31406	58-0619035	501(C)3	50,108.	0.			ADOPTION, SPAY/NEUTER
THE LITTLE LION FOUNDATION 233 W ARTESIA BLVD. LONG BEACH, CA 90805	81-3553796	501(C)3	6,840.	0.			ADOPTION

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THE LITTLE RED DOG, INC. 21716 RUSHFORD DRIVE LAKE FOREST, CA 92630	45-3682976	501(C)3	5,670.	0.			ADOPTION
THE OHIO STATE UNIVERSITY FOUNDATION - 1960 KENNY ROAD - COLUMBUS, OH 43210	31-1145986	501(C)3	10,000.	0.			SPAY/NEUTER
THE PET CARE TRUST 3465 BOX HILL CORPORATE CTR DR NO ABINGDON, MD 21009	52-1684353	501(C)3	25,000.	0.			THERAPY
THE PUBLIC FOR ANIMAL WELFARE, INC. (PAWS SHELTER FOR ANIMALS) - PO BOX 695 - DRIPPING SPRINGS, TX 78620	74-2421563	501(C)3	23,800.	0.			ADOPTION, EMERGENCY RELIEF, INTAKE/DIVERSION, S MANAGEMENT
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - CCAH - VM 2, 1 SHIELDS AVE - DAVIS, CA 95616	94-6036494	501(C)3	220,705.	0.			SPAY/NEUTER
THE SPAYED CLUB P.O. BOX 1145 FRAZER, PA 19355	23-2822590	501(C)3	56,000.	0.			SPAY/NEUTER
THE UNIVERSITY OF WISCONSIN 1856 VAN HISE HALL, 1220 LINDEN DR MADISON, WI 53706	39-6006492	STATE OF WISCONS	20,000.	0.			INTAKE/DIVERSION
THIRTEENTH STREET NEIGHBORHOOD ADVISORY COMMITTEE - 591 N 17TH ST - SAN JOSE, CA 95112	48-1291923	501(C)3	12,230.	0.			ADOPTION
THOMASVILLE-THOMAS COUNTY HUMANE SOCIETY - 180 BIG STAR DRIVE - THOMASVILLE, GA 31757	58-1299962	501(C)3	25,000.	0.			SPAY/NEUTER

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THOMPSON RIVER ANIMAL CARE SHELTER P.O. BOX 1589 THOMPSON FALLS, MT 59873	20-5520480	501(C)3	7,350.	0.			ADOPTION, SHELTER MANAGEMENT
TILTED ACRES RESCUE AND ADOPTIONIONS - 3045 N MCFARLAND BLUE RD - RAEFORD, NC 28376	46-0736492	501(C)3	33,328.	0.			ADOPTION
TIPTON COUNTY PAWS AND CLAWS PO BOX 286 ATOKA, TN 38004	46-1526853	501(C)3	75,700.	0.			SPAY/NEUTER, PET TRANSPORT
TLC PETSNI P , INC. 5715 FRONTIER DRIVE ZEPHYRHILLS, FL 33540	61-1647971	501(C)3	100,000.	0.			SPAY/NEUTER
TO THE RESCUE - AN ANIMAL LIFESAVING CORPORATION - 51 OLD ORCHARD LN - OCEAN, NJ 07712	81-1348284	501(C)3	10,490.	0.			ADOPTION
TOCCOA-STEPHENS COUNTY HUMANE SHELTER, INC. - P.O. BOX 2182 - TOCCOA, GA 30577	26-4323208	501(C)3	81,960.	0.			ADOPTION, SPAY/NEUTER, PET TRANSPORT
TOLEDO AREA HUMANE SOCIETY 827 ILLINOIS AVE MAUMEE, OH 43537	34-4429093	501(C)3	59,590.	0.			ADOPTION, PET TRANSPORT
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION - P.O. BOX 30215 - WALNUT CREEK, CA 94598	68-0240341	501(C)3	52,000.	0.			CONFERENCE, SPAY/NEUTER
TOWN AND COUNTRY HUMANE SOCIETY 14110 S. 84TH STREET PAPILLION, NE 68046	47-0655586	501(C)3	25,000.	0.			SHELTER MANAGEMENT

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TRACYS DOGS 213 W BORGFELD DR SAN ANTONIO, TX 78216	45-2766874	501(C)3	13,440.	0.			ADOPTION
TREASURED FRIENDS, INC P.O. BOX 9234 HIGHLAND, IN 46322	35-1962828	501(C)3	6,650.	0.			ADOPTION
TREE HOUSE HUMANE SOCIETY 1212 W CARMEN AVE CHICAGO, IL 60640	23-7444825	501(C)3	20,040.	0.			ADOPTION, THERAPY, SPAY/NEU
TRENTON CATS PO BOX 7611 WEST TRENTON, NJ 08628	45-3741630	501(C)3	5,160.	0.			ADOPTION
TRI-COUNTY ANIMAL RESCUE, INC. P.O. BOX 176 ALEXIS, NC 28006	56-2101756	501(C)3	28,940.	0.			ADOPTION
TRI-LAKES HUMANE SOCIETY PO BOX 588 REEDS SPRING, MO 65737	43-1140649	501(C)3	7,200.	0.			ADOPTION
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA - 3451 WALNUT STREET - PHILADELPHIA, PA 19104	23-1352685	501(C)3	166,850.	0.			CONFERENCE, SPAY/NEUTER
TRUSTEES OF TUFTS COLLEGE 169 HOLLAND STREET SUITE 310 SOMERVILLE, MA 02144	04-2103634	501(C)3	192,150.	0.			SPAY/NEUTER
TWO BY TWO RESCUE LEAGUE 1920 AMBERLEY WOODS TRAIL HELENA, AL 35080	20-4219823	501(C)3	6,200.	0.			ADOPTION

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UNIVERSITY OF CINCINNATI FOUNDATION - PO BOX 19970 - CINCINNATI, OH 45219	31-0896555	501(C)3	9,420.	0.			INTAKE/DIVERSION
UNIVERSITY OF FLORIDA FOUNDATION, INC. - PO BOX 14425 - GAINESVILLE, FL 62604	59-0974739	501(C)3	101,779.	0.			EMERGENCY RELIEF, SPAY/NEUTER, RESEAR
UNIVERSITY OF GEORGIA FOUNDATION 394 S MILLEDGE AVE STE 100 ATHENS, GA 30602	58-6033837	501(C)3	15,000.	0.			SPAY/NEUTER
UPSTATE ANIMAL RESCUE FOUNDATION OF SOUTH CAROLINA - P.O. BOX 195 - TOWNVILLE, SC 29689	26-1835391	501(C)3	12,540.	0.			ADOPTION, EMERGENCY RELIEF
UPWARD FOR CHILDREN & FAMILIES 6306 N 7TH ST PHOENIX, AZ 85014	86-0221195	501(C)3	5,000.	0.			THERAPY
URGENT ANIMALS OF FORT WORTH INC 1816 CLOVER SPRINGS DR HASLET, TX 76052	81-5045612	501(C)3	15,000.	0.			EMERGENCY RELIEF
VALLEY ANIMAL HAVEN & ADOPTIONION CENTER - 990 E D ST - LEMOORE, CA 93245	46-5080982	501(C)3	8,290.	0.			ADOPTION
VALLEY OAK SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS - 29405 W GOSHEN AVE - VISALIA, CA 93277	94-2770238	501(C)3	15,060.	0.			ADOPTION
VANCOUVER HUMANE SOCIETY & SPCA 1100 NE 192ND AVE VANCOUVER, WA 98684	91-0759124	501(C)3	45,040.	0.			ADOPTION, PET TRANSPORT

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VETERINARY MEDICAL ASSOCIATION EXECUTIVES INC. - 290 W 12TH AV #305 - DENVER, CO 80204	01-0802514		25,000.	0.			RESEARCH
VIEQUES HUMANE SOCIETY & ANIMAL RESCUE, INC. - P.O. BOX 1399 - VIEQUES, PR 00765	66-0463223	501(C)3	11,000.	0.			EMERGENCY RELIEF, RESEARCH
VIRGINIA BEACH SPCA 3040 HOLLAND RD VIRGINIA BCH, VA 23453	54-6061532	501(C)3	5,930.	0.			ADOPTION
VOLUNTEER SERVICES FOR ANIMALS INC. - 6017 PINE RIDGE ROAD# 330 - NAPLES, FL 34119	59-2197365	501(C)3	6,730.	0.			ADOPTION
VOORHEES ANIMAL ORPHANAGE, INC. 419 COOPER ROAD VOORHEES, NJ 08043	22-2914004	501(C)3	5,945.	0.			ADOPTION, EMERGENCY RELIEF
WAGS TO WHISKERS OF TEXAS 23043 E. MARTIN DRIVE PORTER, TX 77365	27-3525492	501(C)3	6,610.	0.			ADOPTION
WASHINGTON COUNTY -JOHNSON CITY ANIMAL CONTROL CENTER, INC - 3411 N ROAN ST - JOHNSON CITY, TN 37601	58-1661479	501(C)3	5,980.	0.			ADOPTION
WASHINGTON HUMANE SOCIETY THE SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIM - 7319 GEORGIA AVENUE, N.W. - WASHINGTON, DC	53-0219724	501(C)3	200,000.	0.			RESEARCH
WASHINGTON STATE UNIVERSITY FOUNDATION - PO BOX 641927 - PULLMAN, WA 99164	91-1075542	501(C)3	239,800.	0.			SPAY/NEUTER

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WATERMELON MOUNTAIN RANCH, INC 1512 DEBORAH RD, SE #203 RIO RANCHO, NM 87124	85-0480585	501(C)3	64,250.	0.			ADOPTION, SHELTER MANAGEMENT
WAYNE COUNTY HUMANE SOCIETY 1475 COUNTY HOUSE RD. LYONS, NY 14489	22-2541964	501(C)3	5,570.	0.			ADOPTION
WAYWARD WHISKERS CAT RESCUE 743 FORBES TRAIL RD GREENSBURG, PA 15601	47-2660355	501(C)3	5,350.	0.			ADOPTION
WEBSTER COUNTY ANIMAL CARE AND CONTROL - 1919 HWY 132 WEST - DIXON, KY 42409	61-6000753	COUNTY OF WEBSTE	85,000.	0.			SPAY/NEUTER, PET TRANSPORT
WEST COAST DOG AND CAT RESCUE PO BOX 72401 SPRINGFIELD, OR 97475	68-0655056	501(C)3	16,950.	0.			ADOPTION
WEST COLUMBIA GORGE HUMANE SOCIETY P.O. BOX 270 WASHOUGAL, WA 98671	91-1634652	501(C)3	5,600.	0.			ADOPTION
WESTERN ARIZONA HUMANE SOCIETY 1100 EMPIRE DRIVE LAKE HAVASU CITY, AZ 86404	86-0366837	501(C)3	17,130.	0.			ADOPTION
WESTERN UNIVERSITY OF HEALTH SCIENCES - 309 E. SECOND STREET - POMONA, CA 91766	95-3127273	501(C)3	31,500.	0.			SPAY/NEUTER
WIGGLY TAILS DOG RESCUE PO BOX 23152 EUGENE, OR 97402	47-0991908	501(C)3	22,930.	0.			ADOPTION

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WILD BLUE CATS 11235 S HOLMES RD COLORADO SPGS, CO 80908	27-1184549	501(C)3	7,750.	0.			ADOPTION, SHELTER MANAGEMENT
WILD CAT INC 1640 N BERTRAND DR LAFAYETTE, LA 70506	02-0647617	501(C)3	81,880.	0.			ADOPTION, SPAY/NEUTER
WILLAMETTE HUMANE SOCIETY 4246 TURNER RD. SE SALEM, OR 97317	93-0577975	501(C)3	32,920.	0.			ADOPTION, PET TRANSPORT
WILLIAMSON COUNTY 710 S MAIN ST GEORGETOWN, TX 78626	74-6000978	COUNTY OF WILLIA	16,318.	0.			ADOPTION, EMERGENCY RELIEF
WILLOWS WAGS AND WHISKERS INC 32158 CAMINO CAPISTRANO SUITE A152 SAN JUAN CAPISTRANO, CA 92675	47-4727620	501(C)3	30,140.	0.			ADOPTION
WINGING CAT RESCUE, INC. 2055 JANE LANE SOUTHSIDE, AL 35907	26-1948454	501(C)3	12,310.	0.			ADOPTION
WINGS OF RESCUE 5959 TOPANGA CANYON BLVD STE 285 WOODLAND HLS, CA 91367	45-3343408	501(C)3	0.	18,952.	FMV	PET SUPPLIES/FOOD	EMERGENCY RELIEF
WINN FELINE FOUNDATION, INC. 637 WYCKOFF AVE STE 336 WYCKOFF, NJ 07481	23-7138699	501(C)3	75,000.	0.			RESEARCH
WIREGRASS HUMANE SOCIETY P.O. BOX 1045 DOTHAN, AL 36302	63-0681235	501(C)3	19,550.	0.			ADOPTION

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WIREGRASS SPAY NEUTER ALLIANCE 570 S FOSTER ST DOTHAN, AL 36301	27-1991142	501(C)3	65,500.	0.			SPAY/NEUTER
WISCONSIN HUMANE SOCIETY 4500 W WISCONSIN AVE MILWAUKEE, WI 53208	39-0810533	501(C)3	21,230.	0.			ADOPTION, INTAKE/DIVERSION
WOLF TRAP ANIMAL RESCUE PO BOX 11014 MCLEAN, VA 22102	47-5126237	501(C)3	40,810.	0.			ADOPTION, SHELTER MANAGEMENT
WOODSTOCK ANIMAL FOUNDATION INC 715 ALLENDALE DRIVE LEXINGTON, KY 40503	36-3857844	501(C)3	30,255.	0.			ADOPTION
WYANDOTTE ANIMAL GROUP, 651 SIXTH STREET WYANDOTTE, MI 48192	38-2820050	501(C)3	16,630.	0.			ADOPTION, SHELTER MANAGEMENT
YAVAPAI HUMANE SOCIETY P.O. BOX 12 PRESCOTT, AZ 86302	86-0327745	501(C)3	65,485.	0.			ADOPTION, SPAY/NEUTER
YELLOWSTONE VALLEY ANIMAL SHELTER INC. - P.O. BOX 20920 - BILLINGS, MT 59104	26-1389957	501(C)3	5,880.	0.			ADOPTION
YORK COUNTY HUMANE SOCIETY 8177 REGENT PARKWAY FORT MILL, SC 29715	57-0655492	501(C)3	28,420.	0.			ADOPTION, SHELTER MANAGEMENT
YOUNG-WILLIAMS ANIMAL CENTER OF EAST TENNESSEE - 3201 DIVISION ST - KNOXVILLE, TN 37919	45-5326778	501(C)3	66,690.	0.			ADOPTION, EMERGENCY RELIEF, SPAY/NEUTER

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ZAZZY CATS KITTY RESCUE INC 2201 N LAKEWOOD BLVD LONG BEACH, CA 90815	46-4993472	501(C)3	15,150.	0.			ADOPTION
ZEUS RESCUES LOW PROFIT LLC 4601 FRERET ST NEW ORLEANS, LA 70115	46-1940493	501(C)3	5,740.	0.			ADOPTION, EMERGENCY RELIEF
ZOI'S ANIMAL RESCUE, INC. 17676 WIPPOORWILL RD. NAVASOTA, TX 77868	04-3840132	501(C)3	6,040.	0.			ADOPTION

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

ORGANIZATIONS RECEIVING GRANTS ARE REQUIRED TO SUBMIT WRITTEN FOLLOW-UP

REPORTS DETAILING HOW THE FUNDS WERE USED AND DOCUMENTING RESULTS AND

IMPACT OF THE PROJECT. ORGANIZATIONS RECEIVING ADOPTION SUPPORT ARE

MONITORED FOR ADOPTION ACTIVITIES, PET HEALTH AND SAFETY RECORDS,

CONSISTENT WITH OUR POLICIES AND PROCEDURES. FOR CONFERENCE SUPPORT,

PETSMART CHARITIES MONITORS CONFERENCE ATTENDANCE AND CONTENT TO ENSURE

THAT FUNDS PROVIDED RESULTED IN APPROPRIATE VALUE TO THE ANIMAL WELFARE

FIELD.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
PETSMA RT , INC.	SUBSTANTIAL CONTRIB	5,140,000.	MANAGEMENT		X
PETSMA RT , INC.	SUBSTANTIAL CONTRIB	13,887,184.	ROYALTY INC		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: PETSMART, INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SUBSTANTIAL CONTRIBUTOR

(D) DESCRIPTION OF TRANSACTION: MANAGEMENT SERVICES

(A) NAME OF PERSON: PETSMART, INC.

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SUBSTANTIAL CONTRIBUTOR

(C) AMOUNT OF TRANSACTION \$ 13,887,184.

(D) DESCRIPTION OF TRANSACTION: ROYALTY INCOME

(E) SHARING OF ORGANIZATION REVENUES? = NO

PART IV

THE FEE PAID TO PETSMART, INC. IS CAPPED ANNUALLY AND THE VALUE OF THE

USE OF REAL PROPERTY, MANAGEMENT AND ADMINISTRATIVE SERVICES, PRODUCTS

AND SUPPLIES RECEIVED BY PCI UNDER THE AGREEMENT OVERWHELMINGLY EXCEEDS

THE PAYMENTS MADE TO PETSMART, INC., BY A RATIO GREATER THAN 3.7:1. PCI

INCURRED \$5,140,000 OF EXPENSES UNDER THE MANAGEMENT SERVICES AGREEMENT

WITH PETSMART, INC. FOR THE FISCAL YEAR ENDED JANUARY 28, 2018.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2017

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
- ▶ **Attach to Form 990.**
- ▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization **PETSMART CHARITIES, INC.** Employer identification number **93-1140967**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	9	15,089	FMV OF STOCK
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (PET SUPPLIES)	X	1	3,505,488	FMV
26 Other ()				
27 Other ()				
28 Other ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2017

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

THE NUMBER IN COLUMN (B) IS THE NUMBER OF CONTRIBUTIONS. WHILE THEY ARE PAID THROUGH OUT THE YEAR, ITEMS FROM PETSMART, INC. ARE TREATED AS A SINGLE CONTRIBUTION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization

PETSMART CHARITIES, INC.

Employer identification number

93-1140967

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

WHOSE MISSION IS TO FIND LIFELONG, LOVING HOMES FOR ALL PETS BY
SUPPORTING PROGRAMS AND THOUGHT LEADERSHIP THAT BRING PEOPLE AND PETS
TOGETHER. IN ADDITION TO FINDING HOMES FOR MORE THAN 500,000 SHELTER
PETS EACH YEAR THROUGH ITS IN-STORE ADOPTION PROGRAM IN ALL PETSMART
STORES ACROSS THE U.S. AND PUERTO RICO, PETSMART CHARITIES PROVIDES
FUNDING TO NON-PROFITS ALIGNED WITH ITS MISSION THROUGH FOUR KEY AREAS
OF GRANT SUPPORT: PREVENTING PET HOMELESSNESS; HELPING SHELTER PETS
THRIVE; SUPPORTING THE BOND BETWEEN PEOPLE AND PETS AND EMERGENCY
RELIEF AND DISASTER SUPPORT. PETSMART CHARITIES GRANTS MORE MONEY TO
DIRECTLY HELP PETS IN NEED THAN ANY OTHER ANIMAL WELFARE GROUP IN NORTH
AMERICA.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

PROVIDING EMERGENCY RELIEF - THIS PROGRAM DELIVERS MUCH NEEDED SUPPLIES
TO ANIMAL RESCUE GROUPS SAVING PETS FROM LARGE-SCALE MAN-MADE AND
NATURAL DISASTERS.
EXPENSES \$ 5,997,890. INCLUDING GRANTS OF \$ 5,144,186. REVENUE \$ 3,870.

FORM 990, PART VI, SECTION A, LINE 2:

THREE OF THE TWELVE DIRECTORS SERVING DURING THE FISCAL YEAR (ERAN COHEN,
PAULETTE DODSON, MICHAEL MASSEY) AND ONE OFFICER (DAVID HAWORTH) WERE
OFFICERS OF PETSMART, INC.

FORM 990, PART VI, SECTION A, LINE 3:

PCI HAS A MANAGEMENT SERVICES AGREEMENT WITH PETSMART, INC., ACTING AS A
LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2017)

Name of the organization PETSMART CHARITIES, INC.	Employer identification number 93-1140967
--	--

MANAGEMENT COMPANY, TO COST-EFFECTIVELY OUTSOURCE CERTAIN MANAGEMENT AND ADMINISTRATIVE FUNCTIONS. PETSMART, INC. IS AN UNRELATED ORGANIZATION AS DEFINED IN THE INSTRUCTIONS TO FORM 990. PCI'S BOARD OF DIRECTORS RETAINS CONTROL OF THE ORGANIZATION'S GOVERNANCE, POLICIES, BUDGETS, CONTRACT APPROVAL, PROGRAM DIRECTION, AND ALL OTHER MATTERS NECESSARY TO ACCOMPLISH PCI'S CHARITABLE MISSION AND TO PRESERVE THE TAX-EXEMPT, INDEPENDENT NATURE OF THE ORGANIZATION.

CERTAIN OF THE OFFICERS LISTED ON PART VII WERE EMPLOYEES OF PETSMART, INC. AND COMPENSATED BY PETSMART, INC. FOR PROVIDING SERVICES TO THE ORGANIZATION AS FOLLOWS:

	REPORTABLE COMP	OTHER COMP
J. DAVID HAWORTH	424,689	19,806
DEBORAH K TURCOTT	144,560	23,296
ROGER HASTON	200,511	9,829
JANET HENRY	57,547	11,497

FORM 990, PART VI, SECTION A, LINE 4:

THE BYLAWS WERE AMENDED WHICH INCLUDED REDEFINING THE OFFICERS OF THE ORGANIZATION, WHICH ARE ELECTED BY THE BOARD OF DIRECTORS. THE EXECUTIVE DIRECTOR IS NOW THE PRESIDENT. THE BYLAWS ALSO MORE CLEARLY DEFINED THE AUTHORITY OF THE CHAIRPERSON, VICE-CHAIRPERSON(S) AND AUTHORITY PREVIOUSLY DELEGATED TO THE EXECUTIVE DIRECTOR, NOW THE PRESIDENT.

IF AUTHORIZED BY THE BOARD OF DIRECTORS, THE CHAIRPERSON(S) MAY HAVE THE AUTHORITY OF THE PRESIDENT, AND MAY BE REFERRED TO AS SUCH IF NECESSARY TO COMPLY WITH LAW OR REGULATION, OR AS OTHERWISE PROVIDED BY THE BOARD OF

Name of the organization PETSMART CHARITIES, INC.	Employer identification number 93-1140967
--	--

DIRECTORS.

VICE-CHAIRPERSON(S) MAY HAVE THE AUTHORITY OF THE PRESIDENT, AND MAY BE REFERRED TO AS SUCH IF NECESSARY TO COMPLY WITH LAW OR REGULATION, OR AS OTHERWISE PROVIDED BY THE BOARD OF DIRECTORS.

THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION, AND SHALL SUPERVISE AND CONTROL ALL OF THE BUSINESS AFFAIRS OF THE CORPORATION.

PREVIOUSLY DELEGATED TO THE CHAIR-PERSON SUBJECT TO THE AUTHORITY DELEGATED BY THE BOARD OF DIRECTORS, THE PRESIDENT WILL BE A PROPER OFFICER TO SIGN ON BEHALF OF THE CORPORATION ANY DEED, BILL OF SALE, ASSIGNMENT, OPTION, MORTGAGE, PLEDGE, NOTE, BOND, EVIDENCE OF INDEBTEDNESS, APPLICATION, CONSENT (TO SERVICE OF PROCESS OR OTHERWISE), AGREEMENT, INDENTURE, CONTRACT, OR OTHER INSTRUMENT, EXCEPT IN EACH SUCH CASE WHERE THE SIGNING AND EXECUTION THEREOF SHALL BE EXPRESSLY DELEGATED BY THE BOARD OF DIRECTORS OR BY THESE BYLAWS TO SOME OTHER OFFICER OR AGENT OF THE CORPORATION, OR SHALL BE REQUIRED BY LAW TO BE OTHERWISE SIGNED OR EXECUTED. THE PRESIDENT MAY ALSO BE REFERRED TO AS THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION. THE PRESIDENT NEED NOT BE A DIRECTOR. AT ALL TIMES WHEN THE PRESIDENT IS NOT ALSO A DIRECTOR, THE PRESIDENT SHALL ATTEND ALL MEETINGS OF THE BOARD OF DIRECTORS AS A NON-VOTING OBSERVER AND MAY BE EXCUSED FROM ANY PORTION OF SUCH A MEETING IF THE CHAIRPERSON OR A MAJORITY OF THE BOARD DEEMS THAT THE PRESIDENTS PRESENCE WOULD BE INAPPROPRIATE.

ALSO INCLUDED IN THE AMENDMENT DIRECTORS MAY SERVE UP TO (3) CONSECUTIVE TERMS RATHER THAN (2).

Name of the organization PETSMA RT CHARITIES, INC.	Employer identification number 93-1140967
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FORM 990, PART VI, SECTION B, LINE 11B:

A DRAFT OF THE FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD.

COMMENTS ARE SOLICITED BEFORE FINALIZING THE DOCUMENT. A COPY OF THE FINAL

FORM 990 IS DISTRIBUTED TO THE ENTIRE BOARD OF DIRECTORS FOR REVIEW BEFORE

THE FINAL VERSION IS SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

ALL MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS AND ASSOCIATES WORKING ON

BEHALF OF THE ORGANIZATION ANNUALLY COMPLETE A CONFLICT OF INTEREST

DISCLOSURE FORM TO ACKNOWLEDGE RECEIPT OF THE POLICY AND REPORT ANY

POTENTIAL CONFLICTS OF INTEREST. THE SECRETARY COMPILES A LIST OF

POTENTIAL CONFLICTS OF INTEREST. THE LIST IS REVIEWED WITH THE GOVERNANCE

COMMITTEE OF THE BOARD OF DIRECTORS AND APPROPRIATE ACTION IS TAKEN TO

MITIGATE RISKS OF POTENTIAL CONFLICTS.

FORM 990, PART VI, SECTION B, LINE 15:

PCI ENTERED INTO A MANAGEMENT SERVICES AGREEMENT, TO COST-EFFECTIVELY

OUTSOURCE CERTAIN MANAGEMENT AND ADMINISTRATIVE FUNCTIONS, WITH PETSMART,

INC., IN WHICH PETSMART, INC. ACTED AS A MANAGEMENT COMPANY. ALTHOUGH

PCI'S PRESIDENT IS COMPENSATED BY PETSMART, INC., PCI'S BOARD OF DIRECTORS

(COMPOSED ENTIRELY OF PERSONS WITHOUT A CONFLICT OF INTEREST) ANNUALLY

REVIEWS AND DETERMINES AN APPROPRIATE AMOUNT OF COMPENSATION FOR THE

PRESIDENT BASED ON COMPARABILITY DATA, INCLUDING A COMPARISON TO MARKET

DATA FOR PEER ORGANIZATIONS, AND CONTEMPORANEOUSLY SUBSTANTIATES THE

DELIBERATION AND DECISION. THE APPROVED AMOUNT IS NOT PAID BY PCI TO THE

PRESIDENT, BUT IS USED IN COMPUTING THE FEE PAID BY PCI TO PETSMART, INC.

THE REVIEW AND APPROVAL PROCESS OCCURS IN ADVANCE OF THE SERVICES PERFORMED

BY PETSMART, INC. UNDER THE MANAGEMENT SERVICES AGREEMENT AND IN ADVANCE OF

Name of the organization PETSMART CHARITIES, INC.	Employer identification number 93-1140967
--	--

ANY PAYMENT RELATED TO SUCH ARRANGEMENT FOR THE PERIOD IN QUESTION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, IN, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM

NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19:

COPIES OF THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST IN EITHER HARD COPY OR ELECTRONIC FORM.

FORM 990, PART VII, SECTION B, LINE 1:

PCI ENTERED INTO A MANAGEMENT SERVICES AGREEMENT WITH PETSMART, INC., ACTING AS A MANAGEMENT COMPANY, TO COST-EFFECTIVELY OUTSOURCE CERTAIN MANAGEMENT AND ADMINISTRATIVE FUNCTIONS. UNDER THE TERMS OF THE AGREEMENT, PETSMART, INC. IS AN INDEPENDENT CONTRACTOR TO PCI AND THE FEE PAID TO PETSMART, INC. IS CAPPED ANNUALLY. THE VALUE OF THE USE OF REAL PROPERTY, MANAGEMENT AND ADMINISTRATIVE SERVICES, PRODUCTS AND SUPPLIES RECEIVED BY PCI UNDER THE AGREEMENT OVERWHELMINGLY EXCEEDS THE PAYMENTS MADE TO PETSMART, INC., BY A RATIO GREATER THAN 3.7:1.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization **PETSMART CHARITIES, INC.** Employer identification number **93-1140967**

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
PETSMART CHARITIES OF CANADA 455 N SERVICE RD STE 500 BURLINGTON, ONTARIO, CANADA	CHARITABLE	CANADA	501(C)(3)		PETSMART CHARITIES, INC.	X	

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PETSMA R CHARITIES OF CANADA	L	62,293	COST
(2) PETSMA R CHARITIES OF CANADA	Q	101,470	COST
(3)			
(4)			
(5)			
(6)			

