

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

A For the 2012 calendar year, or tax year beginning		4/29	, 2012, and ending		5/04	, 2013	
B Check if applicable:		C				D Employer Identification Number	
<input type="checkbox"/> Address change	THE PETCO FOUNDATION			33-0845930			
<input type="checkbox"/> Name change	9125 REHCO ROAD			E Telephone number			
<input type="checkbox"/> Initial return	SAN DIEGO, CA 92121-2270			858-453-7845			
<input type="checkbox"/> Terminated				G Gross receipts \$		20,714,648.	
<input type="checkbox"/> Amended return							
<input type="checkbox"/> Application pending	F Name and address of principal officer:	CHARLES PISCITELLO		H(a) Is this a group return for affiliates?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	SAME AS C ABOVE		H(b) Are all affiliates included?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
I Tax-exempt status		X 501(c)(3)	501(c) ()	► (insert no.)	4947(a)(1) or	527	
J Website: ► WWW.PETCOFOUNDATION.ORG H(c) Group exemption number ►							
K Form of organization:		X Corporation	Trust	Association	Other	L Year of Formation:	1999
						M State of legal domicile:	CA

Part I Summary

- 1 Briefly describe the organization's mission or most significant activities: **TO RAISE THE QUALITY OF LIFE FOR PETS AND PEOPLE WHO LOVE AND NEED THEM.**
- 2 Check this box ► 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** **15**
- 4 Number of independent voting members of the governing body (Part VI, line 1b)
- 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)..... **4** **9**
- 6 Total number of volunteers (estimate if necessary)
- 7 a Total unrelated business revenue from Part VIII, column (C), line 12..... **5** **0**
- b Net unrelated business taxable income from Form 990-T, line 34..... **6** **100**
- 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.**

Activities & Governance

Revenue

Expenses

Net Assets or Fund Balances

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		
	► CHARLES PISCITELLO		PRESIDENT		
Type or print name and title.					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SCOTT TRENDL	SCOTT TRENDL	10/09/13		P00969573
	Firm's name ► RBTK, LLP			Firm's EIN ► 33-0567239	
	Firm's address ► 4909 MURPHY CANYON ROAD, STE. 120 SAN DIEGO, CA 92123			Phone no. 858-430-0300	

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 to any question in this Part III. X

- 1 Briefly describe the organization's mission:

TO RAISE THE QUALITY OF LIFE FOR PETS AND PEOPLE WHO LOVE AND NEED THEM.

- 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 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 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 and section 4947(a)(1) trusts 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 \$ 19,197,243, including grants of \$) (Revenue \$ 19,197,243,)

SEE SCHEDULE O

4 b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____) including grants of \$ _____) (Revenue \$ _____)

4d Other program services. (Describe in Schedule O.)

4e Total program service expenses ► 19,197,243.

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)? If 'Yes,' complete Schedule A.....	1 X	
2 Is the organization required to complete Schedule B, <i>Schedule of Contributors</i> (see instructions)?.....	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.....	3 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? If 'Yes,' complete Schedule C, Part II.....	4 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? If 'Yes,' complete Schedule C, Part III.....	5 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? If 'Yes,' complete Schedule D, Part I.....	6 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? If 'Yes,' complete Schedule D, Part II.....	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.....	8 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? If 'Yes,' complete Schedule D, Part IV.....	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.....	10 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? If 'Yes,' complete Schedule D, Part VI.....	11 a 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? If 'Yes,' complete Schedule D, Part VII.....	11 b 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? If 'Yes,' complete Schedule D, Part VIII.....	11 c 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? If 'Yes,' complete Schedule D, Part IX.....	11 d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.....	11 e 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)? If 'Yes,' complete Schedule D, Part X.....	11 f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII.....	12 a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional	12 b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.....	13 X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14 a 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? If 'Yes,' complete Schedule F, Parts I and IV.....	14 b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.....	16 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? If 'Yes,' complete Schedule G, Part I (see instructions)	17 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? If 'Yes,' complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.....	19 X	
20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.....	20 X	
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20 b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II.....	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III.....	22	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? If 'Yes,' complete Schedule J.....	23 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, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.....	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?.....	24c	
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?.....	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I.....	25a	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? If 'Yes,' complete Schedule L, Part I.....	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II	26	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? If 'Yes,' complete Schedule L, Part III.....	27	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? If 'Yes,' complete Schedule L, Part IV.....	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.....	28b	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? If 'Yes,' complete Schedule L, Part IV.....	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M.....	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M.....	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I.....	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II.....	32	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? If 'Yes,' complete Schedule R, Part I.....	33	X
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.....	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	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)? If 'Yes,' complete Schedule R, Part V, line 2.....	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2.....	36	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? If 'Yes,' complete Schedule R, Part VI.....	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

BAA

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1 a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1 b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1 c	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	2 b	
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a	X
b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.	3 b	
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4 a	X
b	If 'Yes,' enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	4 b	
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5 b	X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5 c	
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6 a	X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6 b	
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7 a	X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7 b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7 c	X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7 e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7 f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7 g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7 h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.	Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		9 a	
a	Did the organization make any taxable distributions under section 4966?	9 b	
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations.	Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10 a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b	
11 Section 501(c)(12) organizations.	Enter:		
a	Gross income from members or shareholders	11 a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b	
12a Section 4947(a)(1) non - exempt charitable trusts.	Is the organization filing Form 990 in lieu of Form 1041?	12 a	
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		13 a	
a	Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 b	
c	Enter the amount of reserves on hand	13 c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14 a	X
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.	14 b	

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 to any question in this Part VI.....

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year	15	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
1 b	Enter the number of voting members included in line 1a, above, who are independent	9	
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?	X	
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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?.....		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7 a	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?	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or 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.		X

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

	Yes	No
10 a	Did the organization have local chapters, branches, or affiliates?	X
b	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?	
11 a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O	
12 a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13.....	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done..... SEE SCHEDULE O	
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?	
a	The organization's CEO, Executive Director, or top management official	
b	Other officers of key employees of the organization. SEE SCHEDULE O	
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See Instructions.)		
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	
b	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 taken steps to safeguard the organization's exempt status with respect to such arrangements?	
16 b		X

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► SEE SCHEDULE O
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
- Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
► DAVE CARR 9125 REHCO ROAD SAN DIEGO CA 92121 858-453-7845

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

Check if Schedule O contains a response to any question in this Part VII

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

1 a 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 dotted 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	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated	Former	
(1) BRUCE HALL DIRECTOR	1 0	X						0.	0. 0.
(2) PEGGY HILLIER DIRECTOR	1 0	X						0.	0. 0.
(3) REG HOLDEN DIRECTOR	1 0	X						0.	0. 0.
(4) MICHAEL PETERSON DIRECTOR	1 0	X						0.	0. 0.
(5) LANCE SCHWIMMER DIRECTOR	1 0	X						0.	0. 0.
(6) MAGGIE OSBURN DIRECTOR	1 0	X						0.	0. 0.
(7) RICH SEGAL DIRECTOR	1 0	X						0.	0. 0.
(8) KAILAS RAO DIRECTOR	1 0	X						0.	0. 0.
(9) ELISABETH CHARLES DIRECTOR	1 0	X						0.	0. 0.
(10) DAN COHEN DIRECTOR	1 0	X						0.	0. 0.
(11) PAULA FASSEAS DIRECTOR	1 0	X						0.	0. 0.
(12) CHARLES PISCITELLO PRESIDENT	10 0			X				0.	0. 0.
(13) KEVIN WHALEN SECRETARY	10 0			X				0.	0. 0.
(14) DAVE CARR TREASURER	10 0			X				0.	0. 0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (list any hours for related orga- niza- tions below dotted 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		
(15) PAUL JOLLY EXECUTIVE DIREC	30 0		X				0.	180,972.	15,767.
(16) JUDITH MUNOZ VICE PRESIDENT	10 0		X				0.	0.	0.
(17) ELIZABETH ANN MARS DIRECTOR - OPERATIONS & DEVELOP	40 0			X			0.	200,655.	11,801.
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
1 b Sub-total							0.	381,627.	27,568.
c Total from continuation sheets to Part VII, Section A.							0.	0.	0.
d Total (add lines 1b and 1c)							0.	381,627.	27,568.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII.

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS, AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns.....	1a				
	b Membership dues	1b				
	c Fundraising events.....	1c	817,135.			
	d Related organizations.....	1d	362,104.			
	e Government grants (contributions).....	1e				
	f All other contributions, gifts, grants, and similar amounts not included above....	1f	19,252,602.			
	g Noncash contributions included in lns 1a-1f: \$ 362,104.					
h Total. Add lines 1a-1f.....		► 20,431,841.				
PROGRAM SERVICE REVENUE		Business Code				
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue....					
g Total. Add lines 2a-2f.....		►				
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts).....		9,688.		9,688.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	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.....						
c Gain or (loss).....						
d Net gain or (loss).....		►				
8 a Gross income from fundraising events (not including. \$ 817,135. of contributions reported on line 1c). See Part IV, line 18	a	273,119.				
b Less: direct expenses.....	b	273,119.				
c Net income or (loss) from fundraising events.....		►				
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.....		► 20,441,529.	0.	0.	9,688.	

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 to any question 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 governments and organizations in the United States. See Part IV, line 21.....	19,145,848.	19,145,848.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16..				
4 Benefits paid to or for members.....				
5 Compensation of current officers, directors, trustees, and key employees.....	382,913.	0.	180,972.	201,941.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages.....	511,433.		296,631.	214,802.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).....				
9 Other employee benefits.....				
10 Payroll taxes.....				
11 Fees for services (non-employees):				
a Management				
b Legal.....				
c Accounting	29,351.		29,351.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees.....				
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)	51,395.	51,395.		
12 Advertising and promotion.....				
13 Office expenses.....	2,621.		2,621.	
14 Information technology.....				
15 Royalties.....				
16 Occupancy.....	45,275.		45,275.	
17 Travel.....	41,327.		41,327.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings.....				
20 Interest.....				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization.....				
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 PRINTING AND PUBLICATIONS	272,229.			272,229.
b FUNDRAISING SUPPLIES	269,980.			269,980.
c POSTAGE AND SHIPPING	107,728.		107,728.	
d LICENSE & PERMITS	5,054.		5,054.	
e All other expenses	8,716.		8,716.	
25 Total functional expenses. Add lines 1 through 24e....	20,873,870.	19,197,243.	717,675.	958,952.
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 ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).....				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X.

		(A) Beginning of year	(B) End of year
A SSETS	1 Cash – non-interest-bearing	1	
	2 Savings and temporary cash investments	8,011,074.	2 7,446,396.
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	754,889.	4 1,126,628.
	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 instructions). Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	103,605.
	10a Land, buildings, and equipment; cost or other basis. Complete Part VI of Schedule D	10a	
	b Less: accumulated depreciation	10b	10c
	11 Investments – publicly traded securities	11	
	12 Investments – other securities. See Part IV, line 11	12	
	13 Investments – program-related. See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11	15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	16	8,676,629.
L IA BILITIES	17 Accounts payable and accrued expenses	785,318.	17 1,128,325.
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21	
	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	26	1,128,325.
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	7,980,645.	27 7,548,304.
	28 Temporarily restricted net assets	28	
	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.	33	7,548,304.
	34 Total liabilities and net assets/fund balances.	34	8,676,629.

BAA

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	20,441,529.
2 Total expenses (must equal Part IX, column (A), line 25)	2	20,873,870.
3 Revenue less expenses. Subtract line 2 from line 1.....	3	-432,341.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,980,645.
5 Net unrealized gains (losses) on investments	5	
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	7,548,304.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question 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.		
2 a Were the organization's financial statements compiled or reviewed by an independent accountant?	2 a	X
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		
2 b Were the organization's financial statements audited by an independent accountant?	2 b	X
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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
2 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?	2 c	X
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
3 a 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?.....	3 a	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.....	3 b	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

OMB No. 1545-0047

2012

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. ► See separate instructions.

Open to Public
Inspection

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

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 11, 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.)
- 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 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.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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 that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III – Functionally integrated d Type III – Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?	(v) Did you notify the organization in column (i) of your support?	(vi) Is the organization in column (i) organized in the U.S.?	(vii) Amount of monetary support	
						Yes	No
(A)							
(B)							
(C)							
(D)							
(E)							
Total							

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

Schedule A (Form 990 or 990-EZ) 2012

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants.').....	8,090,706.	10473709.	14774009.	16807063.	20431841.	70,577,328.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.....						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge....						0.
4 Total. Add lines 1 through 3....	8,090,706.	10473709.	14774009.	16807063.	20431841.	70,577,328.
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).....						0.
6 Public support. Subtract line 5 from line 4.....						70,577,328.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4.....	8,090,706.	10473709.	14774009.	16807063.	20431841.	70,577,328.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.....	57,546.	11,983.	8,100.	8,624.	9,688.	95,941.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.....	6,015.	8,600.				14,615.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)......						0.
11 Total support. Add lines 7 through 10.....						70,687,884.
12 Gross receipts from related activities, etc (see instructions)					12	0.
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						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	99.84 %
15 Public support percentage from 2011 Schedule A, Part II, line 14.....	15	99.61 %
16a 33-1/3% support test -- 2012. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		► <input checked="" type="checkbox"/>
b 33-1/3% support test -- 2011. 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		► <input type="checkbox"/>
17a 10%-facts-and-circumstances test -- 2012. 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 IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization		► <input type="checkbox"/>
b 10%-facts-and-circumstances test -- 2011. 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 IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization		► <input type="checkbox"/>
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... .		► <input type="checkbox"/>

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

(Complete only if you checked the box on line 9 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 yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 IV.).....						
13 Total support. (Add ins 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 ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).....	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15.....	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)).....	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17.....	18	%
19a 33-1/3% support tests – 2012. 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..... ► <input type="checkbox"/>		
b 33-1/3% support tests – 2011. 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..... ► <input type="checkbox"/>		
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

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

THE PETCO FOUNDATION

33-0845930

► Complete if the organization answered 'Yes,' to Form 990,
Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
 ► Attach to Form 990. ► See separate instructions.

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year.....		
2 Aggregate contributions to (during year).....		
3 Aggregate 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' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> 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	2 a	
b Total acreage restricted by conservation easements	2 b	
c Number of conservation easements on a certified historic structure included in (a).....	2 c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2 d	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►		
7 Amount of expenses incurred in monitoring, inspecting, 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)?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> 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' to Form 990, Part IV, line 8.

1 a 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) Revenues included in 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 Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X..... ► \$ _____

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' to 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	
d Additions during the year	
e Distributions during the year	
f Ending balance	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
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 in 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:

(i) unrelated organizations

(ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

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

Yes	No
3a(i)	
3a(ii)	
3b	

Part VI Land, Buildings, and Equipment. 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				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 0.

BAA

Schedule D (Form 990) 2012

Part VII Investments – Other Securities. See Form 990, Part X, line 12. N/A

(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) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.) . . . ►		

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

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

Part IX Other Assets. See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) . . . ►	

Part X Other Liabilities. See Form 990, Part X, line 25.

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

2. FIN 48 (ASC 740) Footnote. 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 SEE PART. XIII

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

1 Total revenue, gains, and other support per audited financial statements.....	1	20,441,529.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments.....	2a	
b Donated services and use of facilities.....	2b	
c Recoveries of prior year grants.....	2c	
d Other (Describe in Part XIII.).....	2d	
e Add lines 2a through 2d.....	2e	
3 Subtract line 2e from line 1.....	3	20,441,529.
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	
b Other (Describe in Part XIII.).....	4b	
c Add lines 4a and 4b.....	4c	
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.).....	5	20,441,529.

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

1 Total expenses and losses per audited financial statements.....	1	20,873,870.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities.....	2a	
b Prior year adjustments	2b	
c Other losses.....	2c	
d Other (Describe in Part XIII.).....	2d	
e Add lines 2a through 2d.....	2e	
3 Subtract line 2e from line 1.....	3	20,873,870.
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	
b Other (Describe in Part XIII.).....	4b	
c Add lines 4a and 4b.....	4c	
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.).....	5	20,873,870.

Part XIII Supplemental Information

Complete this part to 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 X - FIN 48 FOOTNOTE

U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES PROVIDE ACCOUNTING AND DISCLOSURE

GUIDANCE ABOUT POSITIONS TAKEN BY AN ORGANIZATION IN ITS TAX RETURNS THAT MIGHT BE

UNCERTAIN. MANAGEMENT HAS CONSIDERED ITS TAX POSITIONS AND BELIEVES THAT ALL OF THE

POSITIONS TAKEN BY THE FOUNDATION IN ITS FEDERAL AND STATE EXEMPT ORGANIZATION TAX

RETURNS ARE MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION. THE FOUNDATION'S

RETURNS FOR THE YEARS ENDED APRIL 28, 2012, APRIL 30, 2011, AND MAY 1, 2010, ARE

SUBJECT TO EXAMINATION BY FEDERAL AND STATE TAXING AUTHORITIES, GENERALLY FOR THREE

BAA

Schedule D (Form 990) 2012

PART X - FIN 48 FOOTNOTE (CONTINUED)

YEARS AFTER THEY ARE FILED.



Department of the Treasury
Internal Revenue Service

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

Part I Fundraising Activities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

11

Fundraising Activities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 17.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a Mail solicitations e Solicitation of non-government grants
b Internet and email solicitations f Solicitation of government grants
c Phone solicitations g Special fundraising events
d In-person solicitations

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total.....						0.

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered 'Yes' to 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 GOLF TOURNAMENT (event type)	(b) Event #2 GALA (event type)	(c) Other events NONE (total number)	(d) Total events (add column (a) through column (c))
REVENUE	1 Gross receipts	1,029,068.	61,186.		1,090,254.
	2 Less: Charitable contributions	755,949.	61,186.		817,135.
	3 Gross income (line 1 minus line 2).....	273,119.			273,119.
DIRECT EXPENSES	4 Cash prizes.....				
	5 Noncash prizes.....	42,479.			42,479.
	6 Rent/facility costs	160,555.			160,555.
	7 Food and beverages.....				
	8 Entertainment.....				
	9 Other direct expenses	70,085.			70,085.
	10 Direct expense summary. Add lines 4 through 9 in column (d).....				273,119.
	11 Net income summary. Combine line 3, column (d), and line 10				

Part III Gaming. Complete if the organization answered 'Yes' to 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 column (a) through column (c))
REVENUE	1 Gross revenue				
DIRECT EXPENSES	2 Cash prizes.....				
	3 Non-cash prizes.....				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor.....	Yes _____ % No _____	Yes _____ % No _____	Yes _____ % No _____	
	7 Direct expense summary. Add lines 2 through 5 in column (d).....				
	8 Net gaming income summary. Combine lines 1, column (d) and line 7				

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate 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: _____

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

13	Indicate the percentage of gaming activity operated in:		
	a The organization's facility.....	13a	%
	b An outside facility.....	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ►

Address ►

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? Yes No

b If 'Yes,' enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If 'Yes,' enter name and address of the third party:

Name ►

Address ►

16 Gaming manager information:

Name ►

Gaming manager compensation ► \$

Description of services provided ►

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? _____ Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE I
(Form 990)

OMB No. 1545-0047

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE PETCO FOUNDATION

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.
► Attach to Form 990.

Open to Public
 Inspection

Employer identification number
33-0845930

2012

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. SEE PART IV

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to 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) If applicable IRC section	(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
(1) <u>2000 SPAYS AND NEUTERS</u> -- <u>863 PARK AVE</u> -- NEW YORK, NY 10075			13-4127975 501(C) (3)	61,991.	2,327. FMV	MERCHANDISE	GENERAL SUPPORT
(2) <u>31PAWS</u> -- <u>18270 ROCK SPRINGS CT.</u> -- BEND, OR 97701			27-2944600 501(C) (3)	15,000.	0.		GENERAL SUPPORT
(3) <u>4 PAWS RESCUE TEAM</u> -- <u>PO BOX 2908</u> -- MERRIFIELD, VA 22116			54-1786116 501(C) (3)	4,974.	635. FMV	MERCHANDISE	GENERAL SUPPORT
(4) <u>9TH LIFE HAWAII</u> -- <u>PO BOX 476</u> -- MAKAWAO, HI 96768			99-0341213 501(C) (3)	31,000.	0.		GENERAL SUPPORT
(5) <u>A CAT'S FRIEND INC</u> -- <u>P.O. BOX 2392</u> -- WOODBRIDGE, VA 22195			37-1587960 501(C) (3)	5,094.	0.		GENERAL SUPPORT
(6) <u>A CAT'S TALE</u> -- <u>4001 INGLEWOOD AVE, STE 101-2</u> -- REDONDO BEACH, CA 90250			26-3997652 501(C) (3)	5,640.	292. FMV	MERCHANDISE	GENERAL SUPPORT
(7) <u>A SECOND CHANCE PUPPIES</u> -- <u>164 MARTIN CIR</u> -- ROYAL PALM BEACH, FL 33411							GENERAL SUPPORT
(8) <u>ABANDONED PAWS RESCUE</u> -- <u>774 ELMWOOD AVENUE</u> -- GLENDALE, MO 63122			26-1296492 501(C) (3)	4,852.	2,059. FMV	MERCHANDISE	GENERAL SUPPORT
			45-3832836 501(C) (3)	5,820.	502. FMV		
							719
							0

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
 - 3 Enter total number of other organizations listed in the line 1 table
- BAA For Paperwork Reduction Act Notice:** see the Instructions for Form 990.

TEEA3901L 11/30/12

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' to 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 non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.

ON THE APPLICATION FOR FUNDS, ORGANIZATIONS ARE REQUIRED TO INDICATE HOW THE FUNDS WILL BE UTILIZED. AS ADDITIONAL FUNDS ARE REQUESTED, ORGANIZATIONS ARE REQUIRED TO INDICATE HOW PREVIOUS FUNDS WERE UTILIZED.

Continuation Sheet for Schedule I (Form 990)

2012

► Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Continuation Page 1 of 72

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

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
ACADIANA HUMANE SOCIETY INC P.O. BOX C SUNSET, LA 70584	72-1246289	501(C) (3)	5,583.	350.	FMV	MERCHANDISE	GENERAL SUPPORT
ACTION PROGRAMS FOR ANIMALS PO BOX 125 LAS CRUCES, NM 88004	27-0234541	501(C) (3)	9,115.	76.	FMV	MERCHANDISE	GENERAL SUPPORT
ACTORS AND OTHERS FOR ANIMALS 11523 BURBANK BLVD N HOLLYWOOD, CA 91601	95-2783139	501(C) (3)	69,907.				GENERAL SUPPORT
ADOPT A RESCUE PET 4355 TOPAZ ST LAS VEGAS, NV 89121	88-0487028	501(C) (3)	5,759.				GENERAL SUPPORT
ADOPT AN ANGEL 4213 GATEPOST LN WILMINGTON, NC 28412	20-0576752	501(C) (3)	7,418.	166.	FMV	MERCHANDISE	GENERAL SUPPORT
AGEE MEMORIAL WILDLIFE FUND I 4354 TOWN CENTER BLVD EL DORADO HILLS, CA 95762	88-0435331	501(C) (3)	24,568.	56.	FMV	MERCHANDISE	GENERAL SUPPORT
ALASKA DOG AND PUPPY RESCUE PO BOX 876888 WASILLA, AK 99687	20-0332809	501(C) (3)	6,967.	135.	FMV	MERCHANDISE	GENERAL SUPPORT
ALBUQUERQUE KENNEL KOMPADRES 139 PALACIO RD CORRALES, NM 87048	81-0579861	501(C) (3)	6,500.				GENERAL SUPPORT
ALL ABOUT ANIMALS RESCUE INC 4401 W DALLEY ST GLENDALE, AZ 85306	27-5410456	501(C) (3)	8,749.				GENERAL SUPPORT
ALL ABOUT ANIMALS RESCUE 2341 PINENOOD WARREN, MI 48091	20-3006686	501(C) (3)	28,828.	121.	FMV	MERCHANDISE	GENERAL SUPPORT

Schedule I Cont (Form 990) 2012

TEEA4001L 12/10/12

Continuation Sheet for Schedule I (Form 990)

2012

Continuation Page 2 of 72

- Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Name of the organization

THE PETCO FOUNDATION

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	Employer identification number
<u>ALL ABOUT CATS RESCUE -----</u> <u>3831 CARREL BLVD-----</u> <u>OCEANSIDE, NY 11572</u>			45-2601858 501(C)(3)	5,455.			GENERAL SUPPORT	33-0845930
<u>ALL ABOUT RESCUE AND FIXIN-----</u> <u>PO BOX 4074-----</u> <u>COOKEVILLE, TN 38502</u>			26-0543254 501(C)(3)	51,702.			GENERAL SUPPORT	
<u>ALL ABOUT SPAW NEUTER INC-----</u> <u>PO BOX 140098-----</u> <u>HOWARD BEACH, NY 11414</u>			26-0095027 501(C)(3)	35,000.			GENERAL SUPPORT	
<u>ALL CRITTERS RESCUE -----</u> <u>426 MAIN ST-----</u> <u>SPOTSWOOD, NJ 08884</u>			22-3314202 501(C)(3)	25,985.	10,628.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ALL RETRIEVER RESCUE FOUNDATI-----</u> <u>875 S GROVE ST-----</u> <u>REDLANDS, CA 92374</u>			91-2063189 501(C)(3)	7,646.			GENERAL SUPPORT	
<u>ALLEGANY COUNTY ANIMAL SHELTER-----</u> <u>716 FURNACE ST-----</u> <u>CUMBERLAND, MD 21502</u>			52-2292769 501(C)(3)	15,187.			GENERAL SUPPORT	
<u>ALLEN COUNTY SPCA-----</u> <u>4914 E HANNA ST-----</u> <u>FORT WAYNE, IN 46806</u>			35-6042135 501(C)(3)	24,442.	366.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ALLEY CAT ADVOCATES, INC-----</u> <u>3020 BARSTOWN RD, #204-----</u> <u>LOUISVILLE, KY 40205</u>			61-1343210 501(C)(3)	15,000.			GENERAL SUPPORT	
<u>AMERICAN CANCER SOCIETY-CA DI-----</u> <u>1710 WEBSTER STREET-----</u> <u>OAKLAND, CA 94604</u>			94-1170350 501(C)(3)	10,500.	56.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ANDERSONS ANIMAL SHELTER-----</u> <u>1000 S. LA FOX-----</u> <u>SOUTH ELGIN, IL 60177</u>			36-6164626 501(C)(3)	15,543.	459.	FMV	MERCHANDISE	GENERAL SUPPORT

Schedule I Cont (Form 990) 2012

TEEA4001L 12/10/12

Continuation Sheet for Schedule I (Form 990)

2012

- Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 3 of 72

Name of the organization

THE PETCO FOUNDATION

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	Employer identification number
<u>ANGEL CAT PET ADOPTIONS</u> <u>13545 PORTSMOUTH CIR.</u> <u>WESTMINSTER, CA 92683</u>			26-3928956 501(C) (3)	9,628.				33-0845930
<u>ANGEL ON A LEASH</u> <u>630 9TH AVE. #1009</u> <u>NEW YORK, NY 10036</u>			16-1782096 501(C) (3)	25,000.				GENERAL SUPPORT
<u>ANGELS OF ANIMALS, INC.</u> <u>34 CRAIG PL</u> <u>CLIFTON, NJ 07013</u>			20-3207656 501(C) (3)	15,488.				GENERAL SUPPORT
<u>ANGELS RESCUING KITTENS</u> <u>P.O. BOX 197</u> <u>WEIMAR, CA 95736</u>			51-0417289 501(C) (3)	6,523.				GENERAL SUPPORT
<u>ANGELS WITH PAWS</u> <u>2540 YOUNGSTIELD ST</u> <u>LAKewood, CO 80215</u>			20-0140926 501(C) (3)	7,648.				GENERAL SUPPORT
<u>ANIMAL ADVOCATES</u> <u>P.O.BOX 72258 606 STATE RD.</u> <u>N. DARTMOUTH, MA 02747</u>			04-3274191 501(C) (3)	5,102.				GENERAL SUPPORT
<u>ANIMAL AID HUMANE SOCIETY</u> <u>239 50TH ST</u> <u>MOLINE, IL 61265</u>			36-4275438 501(C) (3)	6,403.				GENERAL SUPPORT
<u>ANIMAL AID, INC.</u> <u>5581 NW 51ST AVENUE</u> <u>COCONUT CREEK, FL 33073</u>			65-1057649 501(C) (3)	9,365.				GENERAL SUPPORT
<u>ANIMAL ALLIES HUMANE SOCIETY</u> <u>4006 AIRPORT RD.</u> <u>DULUTH, MN 55811</u>			41-0917362 501(C) (3)	7,975.				GENERAL SUPPORT
<u>ANIMAL ALLIES, INC.</u> <u>7356 BLOOMINGTON CT</u> <u>SPRINGFIELD, VA 22150</u>			52-1356518 501(C) (3)	9,033.				GENERAL SUPPORT

Schedule I Cont (Form 990) 2012

TEEA4001L 12/10/12

Continuation Sheet for Schedule I (Form 990)

2012

- Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 4 of 72

Name of the organization

THE PETCO FOUNDATION

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
<u>ANIMAL CARE AND CONTROL TEAM</u> <u>111 W HUNTING PARK AVE</u> <u>PHILADELPHIA, PA 19140</u>	45-3985637	501(C) (3)	8,624.			GENERAL SUPPORT
<u>ANIMAL CARE LEAGUE OF OAK PARK</u> <u>1013 GARFIELD</u> <u>OAK PARK, IL 60302</u>	23-7367847	501(C) (3)	57,816.	7.	FMV	MERCHANDISE
<u>ANIMAL COALITION OF TAMPA</u> <u>17633 GUNN HWY #180</u> <u>ODESSA, FL 33556</u>	59-3713414	501(C) (3)	59,802.			GENERAL SUPPORT
<u>ANIMAL COALITION TEAM</u> <u>PO BOX 143</u> <u>SALTPOINT, NY 12578</u>	14-1832820	501(C) (3)	20,000.			GENERAL SUPPORT
<u>ANIMAL COMPASSION NETWORK</u> <u>PO BOX 1704</u> <u>SKYLAND, NC 28776</u>	56-2080050	501(C) (3)	100,000.			GENERAL SUPPORT
<u>ANIMAL CONTROL AND WELFARE PR</u> <u>P.O. BOX 236</u> <u>HINTON, WV 25951</u>	55-0774733	501(C) (3)	15,000.			GENERAL SUPPORT
<u>ANIMAL FOUNDATION OF GREAT FA</u> <u>P.O. BOX 3426</u> <u>GREAT FALLS, MT 59403</u>	72-1537063	501(C) (3)	26,500.			GENERAL SUPPORT
<u>ANIMAL FRIENDS CONNECTION</u> <u>P.O. BOX 2314</u> <u>LODI, CA 95241</u>	68-0315789	501(C) (3)	6,328.			GENERAL SUPPORT
<u>ANIMAL FRIENDS HUMANE SOCIETY</u> <u>PO BOX 691403</u> <u>SAN ANTONIO, TX 78269</u>	74-2956981	501(C) (3)	9,600.	2,350.	FMV	MERCHANDISE
<u>ANIMAL FRIENDS RESCUE PROJECT</u> <u>P.O. BOX 51083</u> <u>PACIFIC GROVE, CA 93950</u>	77-0491141	501(C) (3)	43,287.	471.	FMV	MERCHANDISE

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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
<u>ANIMAL FRIENDS</u> ----- 562 CAMP HORNE RD ----- PITTSBURGH, PA 15237	25-0951565	501(C) (3)	6,215.	344.	FMV	MERCHANDISE
<u>ANIMAL HAVEN</u> ----- 89 MILL ROAD ----- NORTH HAVEN, CT 06473	06-0735382	501(C) (3)	9,869.			GENERAL SUPPORT
<u>ANIMAL HUMANE ASSOCIATION OF</u> ----- 615 VIRGINIA ST. SE ----- ALBUQUERQUE, NM 87108	85-0207652	501(C) (3)	106,267.			GENERAL SUPPORT
<u>ANIMAL MATCH RESCUE TEAM, INC.</u> ----- 5699 KANAN ROAD #202 ----- AGOURA HILLS, CA 91301	33-0970930	501(C) (3)	5,010.			GENERAL SUPPORT
<u>ANIMAL ORPHANAGE</u> ----- AIRPORT ROAD ----- ORONO, ME 04473	01-0462882	501(C) (3)	5,498.			GENERAL SUPPORT
<u>ANIMAL PROTECTIVE FOUNDATION</u> ----- 53 MAPLE AVE ----- SCOTIA, NY 12302	14-0472728	501(C) (3)	35,000.			GENERAL SUPPORT
<u>ANIMAL REFUGEE CENTER, INC.</u> ----- PO BOX 6642 ----- FORT MYERS, FL 33911	65-0057419	501(C) (3)	9,575.			GENERAL SUPPORT
<u>ANIMAL RESCUE FUND OF MS</u> ----- 1317 GREYMONT AVE. ----- JACKSON, MS 39202	20-3311517	501(C) (3)	15,476.			GENERAL SUPPORT
<u>ANIMAL RESCUE FUND, INC.</u> ----- 85 LUCY RUN RD ----- AMELIA, OH 45102	31-0998142	501(C) (3)	5,500.			GENERAL SUPPORT
<u>ANIMAL RESCUE LEAGUE OF BERKS</u> ----- PO BOX 69 ----- MOUNTON, PA 19540	23-1417505	501(C) (3)	8,515.			GENERAL SUPPORT

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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	Employer identification number 33-0845930
<u>ANIMAL RESCUE LEAGUE OF BOSTON</u> 10 CHANDLER ST BOSTON, MA 02116	04-2103714	501(C) (3)	5,606.					
<u>ANIMAL RESCUE LEAGUE OF WESTERN HAMILTON AVE</u> 6620 HAMILTON AVE PITTSBURG, PA 15206	25-0325750	501(C) (3)	15,415.					
<u>ANIMAL RESCUE MERRIMACK VALLEY</u> PO BOX 8006 WARD HILL, MA 01835	20-4733381	501(C) (3)		11,734.				
<u>ANIMAL RESCUE OF THE ROCKIES</u> PO BOX 5531 BRECKENRIDGE, CO 80424	20-1055815	501(C) (3)		52,821.				
<u>ANIMAL RESCUE OF TIDEWATER</u> PO BOX 11535 NORFOLK, VA 23517	54-1949980	501(C) (3)		9,000.				
<u>ANIMAL RESCUERS WITHOUT BORDERS</u> PO BOX 712444 SAN DIEGO, CA 92171	80-0191770	501(C) (3)		6,208.				
<u>ANIMAL RESOURCE FOUNDATION</u> PO BOX 273 PALO ALTO, CA 93116	94-3471348	501(C) (3)		17,500.				
<u>ANIMAL SHELTER ASSISTANCE PRO</u> PO BOX 357 GOLETA, CA 93116	77-0283500	501(C) (3)		9,438.				
<u>ANIMAL SHELTER INC</u> 17 LAURELWOOD RT STERLING, MA 01564	04-3236868	501(C) (3)		11,355.				
<u>ANIMAL WELFARE ASSOCIATION</u> 509 CENTENNIAL BLVD VOORHEES, NJ 08043	22-1752792	501(C) (3)		9,144.				
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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.)						Employer identification number 33-0845930	
(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
<u>ANIMAL WELFARE FEDERATION OF</u> <u>P.O. BOX 73</u> <u>LAKEHURST, NJ 08733</u>		22-3378806 501(C) (3)	6,000.				GENERAL SUPPORT
<u>ANIMAL WELFARE LEAGUE</u> <u>10305 SOUTHWEST HWY</u> <u>CHICAGO RIDGE, IL 60415</u>		36-2235155 501(C) (3)	7,444.	255.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ANIMAL WELFARE SOC OF CAMDEN</u> <u>PO BOX 475</u> <u>BLACKWOOD, NJ 08012</u>		20-0549531 501(C) (3)	5,640.	639.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ANIMAL DEFENSE LEAGUE</u> <u>11300 NACOGDOCHES RD</u> <u>SAN ANTONIO, TX 78217</u>		74-6002033 501(C) (3)	6,000.				GENERAL SUPPORT
<u>ANJELLINE CATS RESCUE INC</u> <u>570 FORT WASHINGTON AVE</u> <u>NEW YORK, NY 10033</u>		26-0129778 501(C) (3)	14,206.	4,183.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ARIZONA ANIMAL WELFARE</u> <u>30 N. 40TH PLACE</u> <u>PHOENIX, AZ 85034</u>		23-7149453 501(C) (3)	72,455.	916.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>PARK CHARITIES INC.</u> <u>50 S. BUCKHOUT ST, STE 203</u> <u>IRVINGTON, NY 10533</u>		46-0653329 501(C) (3)	50,000.				GENERAL SUPPORT
<u>AS GOOD AS GOLD - GOLD RETRIE</u> <u>PO BOX 5460</u> <u>WOODRIDGE, IL 60517</u>		90-0083192 501(C) (3)	7,901.				GENERAL SUPPORT
<u>ASCENSION ANIMAL ADVOCATES IN</u> <u>P.O. BOX 1829</u> <u>PRAIRIEVILLE, LA 70769</u>		87-0704794 501(C) (3)	4,830.	274.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>ATLANTIC ROTTWEILER RESCUE FO</u> <u>1464 BRAWLEY SCHOOL ROAD</u> <u>MOORESVILLE, NC 28117</u>		26-0111787 501(C) (3)	7,086.	100.	FMV	MERCHANDISE	GENERAL SUPPORT

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AUSTIN HUMANE SOCIETY 124 W. ANDERSON LN. AUSTIN, TX 78752	74-6013665	501(C) (3)	20,000.			GENERAL SUPPORT
AUSTIN PETS ALIVE PO BOX 6247 AUSTIN, TX 78762	74-2893360	501(C) (3)	48,853.	418.	FMV	MERCHANDISE
AZ FURRY FRIENDS RESCUE FOUND PO BOX 39175 PHOENIX, AZ 85069	27-2010104	501(C) (3)	5,287.	350.	FMV	MERCHANDISE
BAJA ANIMAL SANCTUARY P.O. BOX 439060 SAN DIEGO, CA 92143	33-0958137	501(C) (3)	5,513.			GENERAL SUPPORT
BAJA DOG RESCUE PO BOX 431920 SAN YSIDRO, CA 92173	27-4399020	501(C) (3)	8,218.			GENERAL SUPPORT
BALTIMORE ANIMAL RESCUE AND C 301 STOCKHOLM ST BALTIMORE, MD 21230	86-1130456	501(C) (3)	10,469.			GENERAL SUPPORT
BANGOR HUMANE SOCIETY 693 MOUNT HOPE AVE BANGOR, ME 04401	01-0215910	501(C) (3)	6,000.			GENERAL SUPPORT
BARC (BUDDIES OF THE ANIMAL R 818 SPRING CREST DR FENTON, MO 63026	30-0021149	501(C) (3)	25,000.			GENERAL SUPPORT
BENEVOLENT ANIMAL RESCUE COMM P.O. BOX 735 BIG BEAR CITY, CA 92314	93-1201887	501(C) (3)	10,339.			GENERAL SUPPORT
BEREA ANIMAL RESCUE FUND PO BOX 544 BEREA, OH 44107	34-11621423	501(C) (3)	10,531.			GENERAL SUPPORT

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BEST FRIEND ANIMAL SOCIETY 5901 ANGEL CANYON RD KANAB, UT 84741	23-7147797	501(C) (3)	57,751.				GENERAL SUPPORT	33-0845930
BEST FRIEND PET ADOPTION P.O. BOX 5305 CARY, NC 27512	56-2118790	501(C) (3)	8,000.				GENERAL SUPPORT	
BEST FRIENDS EVER, INC. 568 WELLINGTON RD HARRISBURG, PA 17109	27-2705206	501(C) (3)	5,651.				GENERAL SUPPORT	
BEZATA ANIMAL SANCTUARY 891 HOME RD SAN ANTONIO, TX 78264	26-4433318	501(C) (3)	15,000.	899. FMV	MERCHANDISE	GENERAL MERCHANDISE	GENERAL SUPPORT	
BIKER BILLS_TRIGGER LAND CAT 5192 OUTLOOK DR MELBOURNE, FL 32940	26-4586244	501(C) (3)	6,063.				GENERAL MERCHANDISE	
BLESS THE BEASTS OF HUMBOLDT 378 WILDWOOD AVE RIO DELL, CA 95562	68-0417175	501(C) (3)	1,462.	6,250. FMV	MERCHANDISE	GENERAL MERCHANDISE	GENERAL SUPPORT	
BLUE MOON CAT SHELTER 10502 HIGHWAY 23 WITTER, AR 72776	30-0500390	501(C) (3)	17,597.	192. FMV	MERCHANDISE	GENERAL MERCHANDISE	GENERAL SUPPORT	
BLUE MOUNTAIN HUMANE SOCIETY 7 E GEORGE ST WALLA WALLA, WA 99362	91-0828499	501(C) (3)	9,660.				GENERAL MERCHANDISE	
BOBBI AND THE STRAYS INC PO BOX 170129 OZONE PARK, NY 11417	11-3444285	501(C) (3)	6,771.	2,315. FMV	MERCHANDISE	GENERAL MERCHANDISE	GENERAL SUPPORT	
BOND COUNTY HUMANE SOCIETY 1403 S. FOURTH ST GREENVILLE, IL 62246	37-1470493	501(C) (3)	38,728.	49. FMV	MERCHANDISE	GENERAL MERCHANDISE	GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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BORN FREE PET SHELTER ----- P.O. BOX 823 ----- KEY BISCAYNE, FL 33149		31-1467669 501(C) (3)		7,121.	718.	FMV	MERCHANDISE	GENERAL SUPPORT
BOXER RESCUE INC ----- PO BOX 440 ----- GRAFTON, MA 01519		27-1946611 501(C) (3)		14,974.				GENERAL SUPPORT
BRAZORIA COUNTY SPCA ----- P.O. BOX 3291 ----- LAKE JACKSON, TX 77566		23-7404451 501(C) (3)		20,255.				GENERAL SUPPORT
BROOKHAVEN ANIMAL RESCUE ALLI ----- 3114 SIPP AVE ----- MEDFORD, NY 11763		26-4037050 501(C) (3)		33,280.				GENERAL SUPPORT
BROOKS LEGACY ANIMAL RESCUE ----- PO BOX 920255 ----- NAPLES, FL 34116		20-4518210 501(C) (3)		10,764.	791.	FMV	MERCHANDISE	GENERAL SUPPORT
BROWN COUNTY HUMANE SOCIETY ----- 128 SOUTH SR 135 ----- NASHVILLE, TN 47448		23-7276105 501(C) (3)		6,262.				GENERAL SUPPORT
BUNNY WORLD FOUNDATION ----- 4470 W SUNSET BLVD ----- LOS ANGELES, CA 90027		26-3792479 501(C) (3)		11,678.				GENERAL SUPPORT
BUTTE COUNTY HUMANE SOCIETY ----- 2579 FAIR STREET ----- CHICO, CA 95928		94-1580621 501(C) (3)		6,692.				GENERAL SUPPORT
C&N RUSTIC HOLLOW SHELTER INC ----- P.O. BOX 67 ----- NASHUA, IA 50638		42-1456194 501(C) (3)		10,127.				GENERAL SUPPORT
CACHE CREEK ANIMAL RESCUE ----- 1235 SPANISH BLUEF ----- ANNA, IL 62906		27-1010451 501(C) (3)		8,881.				GENERAL SUPPORT

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CALUMET SNAP PO BOX 235 HAMMOND, IN 46325	26-4602592	501(C) (3)	15,797.	130.	FMV	MERCHANDISE	GENERAL SUPPORT	33-0845930
CANINE CASTAWAYS OF MINNESOTA PO BOX 19121 MINNEAPOLIS, MN 55419	20-1637699	501(C) (3)	7,162.				GENERAL SUPPORT	
CAPITAL HUMANE SOCIETY 2320 PARK BLVD LINCOLN, NE 68502	47-0376622	501(C) (3)	8,200.				GENERAL SUPPORT	
CARE FOUNDATION INC 4920 FIRESTONE DR. COLLEGE STATION, TX 77845	20-1582701	501(C) (3)	50,000.				GENERAL SUPPORT	
CARING 4 KITTENS 1521 WAGSTAFF RD PARADISE, CA 95969	56-26228564	501(C) (3)	5,041.	183.	FMV	MERCHANDISE	GENERAL SUPPORT	
CAROL'S FERRALS 1421 WINDCREST LN. GRAND RAPIDS, MI 49525	36-4614954	501(C) (3)	14,235.	2,257.	FMV	MERCHANDISE	GENERAL SUPPORT	
CASCADE ANIMAL PROTECTION SOC P.O. BOX 2085 SUMNER, WA 98390	91-1145804	501(C) (3)	5,035.				GENERAL SUPPORT	
CASTAWAY CRITTERS PET RESCUE 6757 JOHN SMITH RD E BLAIRSVILLE, GA 30512	20-4638911	501(C) (3)	12,089.	1,935.	FMV	MERCHANDISE	GENERAL SUPPORT	
CASTLE OF DREAMS ANIMAL RESCUE P.O. BOX 739 KEYPORT, NJ 07735	20-0034726	501(C) (3)	10,000.				GENERAL SUPPORT	
CAT ADOPTION TEAM SERVICE 6 GLENN AVE RIVERSIDE, RI 02915	13-4347466	501(C) (3)	36,677.				GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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CAT ADOPTION TEAM ----- 14175 SW GALEBREATH DR ----- SHERWOOD, OR 97140	20-0773189	501(C) (3)	50,518.				GENERAL SUPPORT	33-0845930
CAT CORNER, INC ----- 85 FULTON ST ----- HAMPTON, VA 23663	54-1174436	501(C) (3)	6,886.				GENERAL SUPPORT	
CAT HOUSE ON THE KINGS, THE 7120 S. KINGS RIVER ROAD ----- PARLIER, CA 93648	27-0015288	501(C) (3)	99,449.		147.	FMV	MERCHANDISE	GENERAL SUPPORT
CAT NETWORK, INC ----- PO BOX 347228 ----- MIAMI, FL 33234	65-0597008	501(C) (3)	4,666.		381.	FMV	MERCHANDISE	GENERAL SUPPORT
CAT PEOPLE ----- PO BOX 13610 ----- BAKERSFIELD, CA 93389	77-0272709	501(C) (3)	12,303.					GENERAL SUPPORT
CAT TALES RESCUE ----- PO BOX 2 ----- VACAVILLE, CA 95696	26-4790262	501(C) (3)	11,092.					GENERAL SUPPORT
CAT UTOPIA ----- PO BOX 1088 ----- PENDLETON, OR 97801	13-4283533	501(C) (3)	23,539.					GENERAL SUPPORT
CATERING TO CATS AND DOGS, INC ----- PO BOX 123 ----- CORNELIUS, NC 28031	26-4298314	501(C) (3)	7,241.		685.	FMV	MERCHANDISE	GENERAL SUPPORT
CATHHEY'S K-9 RESCUE ----- PO BOX 622 ----- LAKE ISABELLA, CA 93240	91-2134340	501(C) (3)	8,438.		20.	FMV	MERCHANDISE	GENERAL SUPPORT
CATNAP ESTATES ----- 29402 HILLTOP DR ----- SPRING, TX 77386	76-0661149	501(C) (3)	13,941.					GENERAL SUPPORT

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the following table:

(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
CATPAWS 1198 PACIFIC COAST HWY SEAL BEACH, CA 90740	27-1400697	501(C) (3)	13,537.				GENERAL SUPPORT
CATS ANGELS INC PO BOX 16072 FERNANDINA BEAC, FL 32035	59-3724894	501(C) (3)	6,391.				GENERAL SUPPORT
CATS AT THE STUDIOS 8845 LARAMIE AVE WINNETKA, CA 91306	95-3953965	501(C) (3)	7,313.				GENERAL SUPPORT
CATS CRADLE SHENANDOAH VALLEY PO BOX 2152 HARRISONBURG, VA 22801	20-3269224	501(C) (3)	10,287.	480.	FMV	MERCHANDISE	GENERAL SUPPORT
CATS EXCLUSIVE INC 6350 W ATLANTIC BLVD, STE 1 MARGATE, FL 33063	59-2212954	501(C) (3)	30,441.				GENERAL SUPPORT
CATS_GALORE 54738 DAY RD MILTON FREEMEAT, OR 97862	41-2115096	501(C) (3)	21,402.				GENERAL SUPPORT
CATS IN THE CRADLE 89-27 75TH AVENUE GLENDALE, NY 11385	32-0348749	501(C) (3)	7,416.				GENERAL SUPPORT
CATSNAP P.O. BOX 456 SAVOY, IL 61874	20-2876609	501(C) (3)	5,805.				GENERAL SUPPORT
CATTAILS FELINE RESCUE 106 N MARSH_HAWK DR LEROY, IL 61752	76-0832655	501(C) (3)	8,842.				GENERAL SUPPORT
CATTAILS.ORG 1812 WINDHAVEN CT WEATHERFORD, TX 76087	61-1577801	501(C) (3)	27,161.	1,322.	FMV	MERCHANDISE	GENERAL SUPPORT

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CAUSE 4 CATS AND DOGS PO BOX 488 LEBEC, CA 93243	34-2018727	501(C) (3)		8,266.			GENERAL SUPPORT	33-0845930
CAUSE FOR PAWS PO BOX 130472 ROSEVILLE, MN 55113	41-1906320	501(C) (3)		8,861.			GENERAL SUPPORT	
CEDAR RAPIDS ANIMALS P.O. BOX 11195 CEDAR RAPIDS, IA 52410	26-3773638	501(C) (3)		8,000.			GENERAL SUPPORT	
CENTER FOR ANIMAL HEALTH & WE 1165 ISLAND PARK RD EASTON, PA 18042	23-6290430	501(C) (3)		17,587.			GENERAL SUPPORT	
CEN-TEX HUMANE SOCIETY 5501 S CLEAR CREEK RD KILLEEN, TX 76549	23-7076703	501(C) (3)		10,029.			GENERAL SUPPORT	
CENTRAL PENNSYLVANIA HUMANE S 1837 EAST PLEASANT VLY BLVD ALTOONA, PA 16602	25-6071449	501(C) (3)		11,193.			GENERAL SUPPORT	
CHARLOTTEVILLE - ALBEMARLE S P.O. BOX 7047 CHARLOTTEVILLE, VA 22906	54-0595009	501(C) (3)		6,499.			GENERAL SUPPORT	
CHEATHAM COUNTY ANIMAL AWAREN 5532 WALKUP RD PEGRAM, TN 37143	31-1553745	501(C) (3)		10,000.			GENERAL SUPPORT	
CHEYENNE ANIMAL SHELTER 800 SOUTHWEST DR CHEYENNE, WY 82007	83-0217643	501(C) (3)		5,037.			GENERAL SUPPORT	
CHIHUAHUA & SMALL DOG RESCUE 53 MONK STREET COLORADO SPRING, CO 80911	20-3492450	501(C) (3)		5,677.			GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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	Employer identification number
CHRIS RESCUE ANGELS ----- 1100 JAMES DR. ----- WRIGHT CITY, MO 63390	87-0788465	501(C) (3)		5,248.				
CHULA VISTA ANIMAL CARE FACIL 130 BEYER WAY ----- CHULA VISTA, CA 91911	95-6000690	501(C) (3)		5,992.				GENERAL SUPPORT
CINDERELLA'S HOPE ----- PO BOX 417 ----- WEST DUNDEE, IL 60118	26-3457337	501(C) (3)		18,196.				
CITY OF FARMINGTON FARMINGTO 1395 SOUTH LAKE ----- FARMINGTON, NM 87401	85-6000129	501(C) (3)		11,144.				
CITY OF MCMINNVILLE ----- 230 NE SECOND ST ----- MCMINNVILLE, OR 97128	93-6002204	501(C) (3)		18,000.				GENERAL SUPPORT
CITY OF SAN ANTONIO ANIMAL CA 4710 HWY 151 ----- SAN ANTONIO, TX 78227	74-6002070	501(C) (3)		107,224.				
CLEVELAND ANIMAL PROTECTIVE L 1729 WILLEY AVE ----- CLEVELAND, OH 44113	34-0714644	501(C) (3)		11,374.				GENERAL SUPPORT
COALITION FOR ANIMAL RESPONSE PO BOX 101 ----- HOLDEN, MO 64040	04-3828761	501(C) (3)		9,573.				GENERAL SUPPORT
COALITION FOR PETS & PUBLIC S 8581 SANTA MONICA BLVD ----- WEST HOLLYWOOD, CA 90069	95-4755210	501(C) (3)		85,000.				GENERAL SUPPORT
COFFEE COUNTY HUMANE SOCIETY PO BOX 252 ----- MANCHESTER, TN 37349	62-1543154	501(C) (3)		6,810.				GENERAL SUPPORT

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<u>COLBERT VETERINARY RESCUE</u> 41 COUNTY RD. 229 COLBERT, GA 30628				8,126.		GENERAL SUPPORT
<u>COLONY CATS & DOGS</u> P.O. BOX 163904 COLUMBUS, OH 43216				5,550.		GENERAL SUPPORT
<u>COLORADO ANIMAL RESCUE EXPRESS</u> 5276 S HANOVER WAY ENGLEWOOD, TN 38502				10,000.		GENERAL SUPPORT
<u>COLUMBUS DOG CONNECTION</u> 5290 FLORA VILLA DR WORTHINGTON, OH 43085				7,551.		GENERAL SUPPORT
<u>COMMERCE HUMANE SOCIETY</u> PO BOX 2 COMMERCIAL, TX 75429				11,361.	157. FMV	MERCHANDISE
<u>COMMONWEALTH CAT RESCUE</u> 4122 LEONARD DR FAIRFAX, VA 22030				13,430.		GENERAL SUPPORT
<u>COMMUNITY ANIMAL RESCUE & ADO</u> P.O. BOX 231 CLINTON, MS 39060				12,185.		GENERAL SUPPORT
<u>COMMUNITY CATS</u> P.O. BOX 4380 STAMFORD, CT 06907				5,438.		GENERAL SUPPORT
<u>COMMUNITY CONCERN FOR CATS</u> P.O. BOX 3795 WALNUT CREEK, CA 94598				54,728.		GENERAL SUPPORT
<u>COMMUNITY PARTNERSHIP FOR PET</u> PO BOX 1921 FLAT ROCK, NC 28731				21,653.		GENERAL SUPPORT

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COMMUNITY SPAY/NEUTER INITIAT 1675 VENPOND DR SE GRAND RAPIDS, MI 49508	38-3463298	501(C) (3)	5,427.				GENERAL SUPPORT
COMPANION ANIMAL RESCUE & MED P.O. BOX 1233 CORRALES, NM 87048	85-0474707	501(C) (3)		11,266.			GENERAL SUPPORT
COMPANION CATS INC 8711 BASELINE RD BATTLE CREEK, MI 49017	30-0514036	501(C) (3)		4,909.	163.	FMV	MERCHANDISE
COMPASSION FOR CATS OF N LND 275 SOUTHBURNHAM HWY. LISBON, CT 06351	26-1312718	501(C) (3)		6,721.			GENERAL SUPPORT
COMPASSIONATE ACTION INC PO BOX 272 SELDEN, NY 11784	20-2461875	501(C) (3)		4,548.	1,287.	FMV	MERCHANDISE
CONCERN FOR ANIMALS PO BOX 4422 TUMWATER, WA 98512	91-1135340	501(C) (3)		7,175.			GENERAL SUPPORT
CONCERNED CITIZENS FOR ANIMAL P.O. BOX 1332 SIMPLYSONVILLE, SC 29681	57-0711311	501(C) (3)		5,656.			GENERAL SUPPORT
CONCORD MERRIMACK COUNTY SPCA 130 WASHINGTON ST. PENACOOK, NH 03303	02-0239801	501(C) (3)		55,133.			GENERAL SUPPORT
CONNECTICUT GREYHOUND ADOPTIO PO BOX 900 AVON, CT 06001	20-2307522	501(C) (3)		12,093.			GENERAL SUPPORT
DELAWARE COUNTY SPCA 555 SANDY BANK RD MEDIA, PA 19063	23-1440112	501(C) (3)		23,466.			GENERAL SUPPORT

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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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DENKAI ANIMAL SANCTUARY ----- 36710 WCR 126 ----- GROVER, CO 80729	73-1706969	501(C) (3)	9,600.				GENERAL SUPPORT	33-0845930
DISCOVERY PET ONLINE LLC ----- PO BOX 79609 ----- BALTIMORE, MD 21279	06-11792887	501(C) (3)	138,146.				GENERAL SUPPORT	
DMK REHOMING ----- 22351 E. BAYAUD AVE. ----- AURORA, CO 80018	27-3792884	501(C) (3)	17,760.				GENERAL SUPPORT	
DOG AND CAT CANCER FUND ----- P.O. BOX 1287 ----- DURANGO, CO 81302	26-0709448	501(C) (3)	50,000.				GENERAL SUPPORT	
DOG DAYS ADOPTION EVENTS, INC ----- 101 N. MAIN ST. ----- ESSEX, CT 06426	27-3790362	501(C) (3)	5,449.	3,117.	FMV	MERCHANDISE	GENERAL SUPPORT	
DOGSONLY, INC ----- P.O. BOX 251412 ----- LITTLE ROCK, AR 72225	56-2421982	501(C) (3)	9,154.				GENERAL SUPPORT	
DOUBLE DOG RESCUE ----- P.O. BOX 268 ----- HARWINTON, CT 06791	26-1293877	501(C) (3)	5,058.				GENERAL SUPPORT	
DUNN COUNTY HUMANE SOCIETY, INC ----- 302 BRICKYARD RD. ----- MENOMONIE, WI 54751	39-1780809	501(C) (3)	5,934.	43.	FMV	MERCHANDISE	GENERAL SUPPORT	
EASEL ANIMAL RESCUE LEAGUE ----- PO BOX 7825 ----- EWING, NJ 08628	80-0155306	501(C) (3)	15,594.				GENERAL SUPPORT	
EAST COUNTY ANIMAL RESCUE ----- 144 TASHA VIEW WAY ----- EL CAJON, CA 92021	54-2081716	501(C) (3)	49,474.	639.	FMV	MERCHANDISE	GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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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ELEVENTH HOUR RESCUE 21 MOUNT PLEASANT AVE ROCKAWAY, NJ 07866	30-0294525	501(C) (3)	9,520.				GENERAL SUPPORT	33-0845930
ELLEN GIFFORD SHELTERING HOME 30 UNDINE RD BRIGHTON, MA 02135	04-2239741	501(C) (3)	5,395.				GENERAL SUPPORT	
EMMA'S FOUNDATION FOR CANINE PO BOX 1115 MILTON, VT 05468	27-3588308	501(C) (3)	50,000.				GENERAL SUPPORT	
ERIE COUNTY SPCA 205 ENSMINGER ROAD TONAWANDA, NY 14215	16-0425315	501(C) (3)	44,864.	58.	FMV	MERCHANDISE	GENERAL SUPPORT	
ESCALON ANIMAL SHELTER 25100 E. RIVER RD. ESCALON, CA 95320	94-6030638	501(C) (3)	5,428.				GENERAL SUPPORT	
ESCONDIDO HUMANE SOCIETY 3450 E VALLEY PKWY ESCONDIDO, CA 92027	95-1661662	501(C) (3)	12,011.	596.	FMV	MERCHANDISE	GENERAL SUPPORT	
EVERY DOG'S DREAM RESCUE, INC 1270 STATE HIGHWAY 206 GREENE, NY 13778	26-4507136	501(C) (3)	6,160.	1,806.	FMV	MERCHANDISE	GENERAL SUPPORT	
FAITHFUL FRIENDS INC 3 GERMANY DR STE 4 WILMINGTON, DE 19804	51-0410508	501(C) (3)	9,991.	1,520.	FMV	MERCHANDISE	GENERAL SUPPORT	
FAST FRIENDS 93 MONADNOCK HWY SWANZEY, NH 03431	02-0460134	501(C) (3)	12,120.				GENERAL SUPPORT	
FAUCIERS SPCA P.O. BOX 733 WARRENTON, VA 20188	54-6052515	501(C) (3)	5,659.				GENERAL SUPPORT	

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FEEDING_PETS_OF_THE_HOMELESS_-- 2255_WATERFORD_PL_-- CARSON CITY, NV 89703	26-3010540	501(C) (3)	5,976.		682. FMV		MERCHANDISE	GENERAL SUPPORT
FELINE_FINISH_LINE_-- 415_PROSPECT_ST_-- CATASAUQUA, PA 18032	26-2966289	501(C) (3)	4,285.		942. FMV		MERCHANDISE	GENERAL SUPPORT
FELINE_RESCUE_& REHOME_INC_-- P.O._BOX_250567_-- LITTLE ROCK, AR 72225	68-0541727	501(C) (3)		27,707.				GENERAL SUPPORT
FELINE_RESCUE_ASSOCIATION_INC_-- PO_BOX_396_-- STEVENSON, MD 21153	26-0427900	501(C) (3)		13,078.				GENERAL SUPPORT
FELINE_URBAN_RESCUE_& REHAB_-- PO BOX_102_-- PHILLIPSBURG, NJ 08865	04-3753676	501(C) (3)		7,937.				GENERAL SUPPORT
FELINES & FRIENDS - NM CHAPTE_-- 369_MONTEZUMA_AVE, #320_-- SANTA FE, NM 87501	95-4490600	501(C) (3)		6,021.	1,700. FMV		MERCHANDISE	GENERAL SUPPORT
FELINES_INC_-- 6379_N._PAULINA_-- CHICAGO, IL 60660	36-29222975	501(C) (3)		152,590.				GENERAL SUPPORT
FERAL_CARE,_INC_-- PO BOX_954_-- STRATEFORD, CT 06614	38-3746984	501(C) (3)		11,332.				GENERAL SUPPORT
FERAL_CAT_COALITION_OF_OREGON_-- P.O._BOX_82734_-- PORTLAND, OR 97282	93-1168181	501(C) (3)		13,076.				GENERAL SUPPORT
FERAL_CAT_FOUNDATION_-- P.O._BOX_1173_-- ALAMO, CA 94507	68-0411209	501(C) (3)		6,067.				GENERAL SUPPORT

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FERAL CAT RESCUE INC PO BOX 623 GREAT MILLS, CO 80908	26-0850439	501(C) (3)		12,324.				33-0845930
FIDELCO GUIDE DOG 103 OLD IRON ORE RD. BLOOMFIELD, CT 06002	06-06060478	501(C) (3)		15,000.	780.	FMV	MERCHANDISE	GENERAL SUPPORT
FIRST COAST NO MORE HOMELESS 6817 NORWOOD AVE. JACKSONVILLE, FL 32225	01-0709158	501(C) (3)		52,000.				GENERAL SUPPORT
FIVE ACRES ANIMAL SHELTER WA 1092 PRAIRIE LN ST CHARLES, MO 63303	01-0756138	501(C) (3)		6,589.				GENERAL SUPPORT
FIX FOUNDATION (THE) P.O. BOX 181 FRANKLIN, KY 42135	81-0660851	501(C) (3)		20,742.	816.	FMV	MERCHANDISE	GENERAL SUPPORT
FLAWDOGS ADOPTIONS 8646 HWY EE MORSE MILL, MO 63066	20-3377008	501(C) (3)		5,859.				GENERAL SUPPORT
FLORENCE ANIMAL SHELTER 702 E COLLEGE ST FLORENCE, AL 35630	63-6001261	501(C) (3)		19,582.				GENERAL SUPPORT
FLORIDA ENGLISH BULLDOG RESCU PO BOX 754 ODESSA, FL 33556	68-0667699	501(C) (3)		9,298.	80.	FMV	MERCHANDISE	GENERAL SUPPORT
FLORIDA GREAT PYRENEES CLUB 509 GEORGETOWN PL SAFETY HARBOR, FL 34695	59-3653512	501(C) (3)		6,420.				GENERAL SUPPORT
FLUFF BUDDIES P.O. BOX 432 NORTH HIGHLANDS, CA 95660	20-0431335	501(C) (3)		7,645.				GENERAL SUPPORT
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FOOD BANK OF THE ROCKIES ----- 10700 E. 45TH AVE.----- DENVER, CO 80239	84-0772672	501(C) (3)	16,884.				GENERAL SUPPORT	33-0845930
FOOTHILLS HUMANE SOCIETY ----- P.O. BOX 126 ----- TRYON, NC 28782	58-1413121	501(C) (3)	11,198.				GENERAL SUPPORT	
FOREVER FRIENDS GREAT DANE RE ----- 302 BUCKINGHAM DR ----- INDIANAPOLIS, IN 46208	27-1816077	501(C) (3)	6,794.				GENERAL SUPPORT	
FORGOTTEN FRIENDS TEXAS RESCUE ----- PO BOX 5013 ----- MISSION, TX 78572	45-3998865	501(C) (3)	36,253.				GENERAL SUPPORT	
FORT COLLINS CAT RESCUE ----- 2321 E MULBERRY ST ----- FORT COLLINS, CO 80524	20-4969731	501(C) (3)	17,422.				GENERAL SUPPORT	
FORTUNATE POOCHEES & LAB RESCUE ----- PO BOX 1296 ----- PALATINE, IL 60074	20-0351812	501(C) (3)	20,983.				GENERAL SUPPORT	
FOSTER PET OUTREACH ----- P.O. BOX 5084 ----- PEORIA, IL 61601	37-1283121	501(C) (3)	5,912.				GENERAL SUPPORT	
FOURGOTTEN PAWS ANIMAL RESCUE ----- P.O. BOX 112055 ----- CINCINNATI, OH 45211	27-3734188	501(C) (3)	5,108.				GENERAL SUPPORT	
FRANKIE'S FRIENDS CAT RESCUE ----- PO BOX 161 ----- TARENTUM, PA 15084	27-2709226	501(C) (3)	32,280.				GENERAL SUPPORT	
FRANKLIN COUNTY HUMANE SOCIET ----- 1041 KENTUCKY AVE ----- FRANKFORT, KY 40601	61-0498423	501(C) (3)	81,007.				MERCHANDISE	GENERAL SUPPORT
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FREDERICK COUNTY HUMANE SOCIE 217 W PATRICK ST FREDERICK, MD 21701	52-6013207	501(C) (3)	10,390.	1,606.	FMV	MERCHANDISE	GENERAL SUPPORT
FREE FLIGHT 2132 UTMAY DURANTE BLVD. DEL MAR, CA 92014	33-0498947	501(C) (3)		10,000.			GENERAL SUPPORT
FREEDOM GUIDE DOGS FOR THE BL 1210 HARDCRABBLE RD CASSVILLE, NY 13318	22-3136677	501(C) (3)		15,000.			GENERAL SUPPORT
FRESH START ANIMAL RESCUE INC 1237 LOGAN AVE BELVIDERE, IL 61008	71-1002989	501(C) (3)		6,280.	484.	FMV	MERCHANDISE
FRIENDS IN NEED 5124 NORTH LAKE MOUNTAIN RD EAGLE MOUNTAIN, UT 84043	75-3046831	501(C) (3)		6,761.			GENERAL SUPPORT
FRIENDS OF ANIMALS UTAH PO BOX 682155 PARK CITY, UT 84068	87-042464	501(C) (3)		47,650.	86.	FMV	MERCHANDISE
FRIENDS OF BASTROP COUNTY A PO BOX 2219 BASTROP, TX 78602	26-3010501	501(C) (3)		7,200.			GENERAL SUPPORT
FRIENDS OF FELINES INC P O BOX 325 PORT REPUBLIC, MD 20676	47-0936359	501(C) (3)		7,241.			GENERAL SUPPORT
FRIENDS OF GREEN CHIMNEYS 400 DOONESBURG RD BREWSTER, NY 10509	13-3897106	501(C) (3)		5,500.			GENERAL SUPPORT
FRIENDS OF HOMELESS ANIMALS PO BOX 143 HAWTHORNE, NJ 07507	20-4589841	501(C) (3)		55,550.			GENERAL SUPPORT

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<u>FRIENDS OF HOMELESS ANIMALS</u> 8052 BONITO DR. MARATHON, FL 33050	26-0867786	501(C) (3)	19,362.				GENERAL SUPPORT	33-0845930
<u>FRIENDS OF NORFOLK ANIMAL CAR</u> P.O. BOX 11043 NORFOLK, VA 23517	35-2262336	501(C) (3)	17,540.				GENERAL SUPPORT	
<u>FRIENDS OF ORANGE COUNTY'S HO</u> 26423 SCOTT ROAD MENIFEE, CA 92584	20-1223356	501(C) (3)	8,122.				GENERAL SUPPORT	
<u>FRIENDS OF RESCUED MASTIFFS I</u> 13915 136TH STREET GIG HARBOR, WA 98332	39-2040383	501(C) (3)		11,756.	FMV	MERCHANDISE	GENERAL SUPPORT	
<u>FRIENDS OF RETIRED GREYHOUNDS</u> PO BOX 864 JOHNSTOWN, CO 84351	84-1590672	501(C) (3)	2,129.	4,069.	FMV	MERCHANDISE	GENERAL SUPPORT	
<u>FRIENDS OF THE LAFAYETTE ANIM</u> P.O. BOX 51609 LAFAYETTE, LA 70505	80-0155310	501(C) (3)	9,655.	1,079.	FMV	MERCHANDISE	GENERAL SUPPORT	
<u>FRIENDS OF THE NH ANIMAL SHEL</u> PO BOX 9056 NEW HAVEN, CT 06533	06-1616182	501(C) (3)	11,149.				GENERAL SUPPORT	
<u>FRIENDS OF THE PALM SPRINGS A</u> 4810 CAMINO PARACELA PALM SPRINGS, CA 92262	33-0731853	501(C) (3)	30,872.				GENERAL SUPPORT	
<u>FRIENDS OF THE PARKVILLE ANIM</u> 1356 NW HIGHWAY 9 PARKVILLE, MO 64152	43-1860643	501(C) (3)	5,072.				GENERAL SUPPORT	
<u>FRIENDS OF THE PLYMOUTH POUND</u> PO BOX 578 MANOMET, MA 02345	04-3060594	501(C) (3)	13,065.				GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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<u>FRIENDS OF THE RIFLE ANIMAL S</u> <u>P.O. BOX 1375</u> <u>RIFLE, CO 81650</u>		84-1500637	501(C) (3)	5,351.			GENERAL SUPPORT	33-0845930
<u>FOREVER FRIENDS ANIMAL RESCUE</u> <u>722 BAT CAVE RD</u> <u>OLD FORT, NC 28762</u>		91-2193306	501(C) (3)	9,139.			GENERAL SUPPORT	
<u>FOREVER FRIENDS RESCUE</u> <u>1049 WEST TREMAINE</u> <u>GILBERT, AZ 85233</u>		45-4419733	501(C) (3)	22,702.			GENERAL SUPPORT	
<u>FURKIDS INC</u> <u>2650 PLEASANTDALE RD</u> <u>ATLANTA, GA 30340</u>		01-0766844	501(C) (3)	14,266.	1,161.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>FURRY FOESTER</u> <u>8825 REVELSTOKE WAY</u> <u>SAN DIEGO, CA 92126</u>		45-4818752	501(C) (3)	10,000.	13.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>GABRIELS ANGELS, INC.</u> <u>1550 E MARYLAND AVE</u> <u>PHOENIX, AZ 85014</u>		38-3724183	501(C) (3)	6,047.	843.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>GATEWAY HUMANE SOCIETY</u> <u>PO BOX 678, 1211 AIRPORT RD.</u> <u>FALLS CREEK, PA 15840</u>		86-0991198	501(C) (3)	7,500.			GENERAL SUPPORT	
<u>GIVE ME SHELTER CAT RESCUE</u> <u>PO BOX 411013</u> <u>SAN FRANCISCO, CA 94141</u>		25-1588471	501(C) (3)	16,513.			GENERAL SUPPORT	
<u>GLEN COVE ANIMAL LOVERS LEAGU</u> <u>40 SHORE RD</u> <u>GLEN COVE, NY 11542</u>		20-1685522	501(C) (3)	21,338.	1,878.	FMV	MERCHANDISE	GENERAL SUPPORT
		11-3259425	501(C) (3)	5,323.				Schedule I Cont (Form 990) 2012

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Part I] 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	Employer identification number
GPA - THREE RIVERS GREYHOUNDS -- PO BOX 111202 -- PITTSBURGH, PA 15238	27-0811728	501(C) (3)	10,160.				GENERAL SUPPORT	33-0845930
GRAND COMPANIONS HUMANE SOCIE P.O. BOX 1156 -- FORT DAVIS, TX 79734	82-0586174	501(C) (3)	10,000.				GENERAL SUPPORT	
GREAT DANE RESCUE ALLIANCE -- 123 FOGGY RIVER WAY -- JACKSONVILLE, NC 28540	45-5412180	501(C) (3)		7,000.			GENERAL SUPPORT	
GREATER ANDRO HUMANE SOC 55 STRAWBERRY AVE -- LEWISTON, ME 04240	01-6011843	501(C) (3)		22,077.			GENERAL SUPPORT	
GREATER NEW HAVEN CAT PROJECT -- P.O. BOX 1432 -- NEW HAVEN, CT 06506	06-1463271	501(C) (3)		11,161.			GENERAL SUPPORT	
GREECE RESIDENTS ASSISTING ST P.O. BOX 26741 -- ROCHESTER, NY 14626	16-1497039	501(C) (3)		6,340.	241.	FMV	MERCHANDISE	
GRESS MOUNTAIN RANCH INC. -- 3264 HIGHLAND RD. -- OREFIELD, PA 18069	42-1749012	501(C) (3)		7,800.			GENERAL SUPPORT	
GREYHOUND ADOPTION CENTER -- P.O. BOX 2433 -- LA MESA, CA 91943	95-4132021	501(C) (3)		9,019.			GENERAL SUPPORT	
GREYHOUND ADOPTION OF GREATER PO BOX 63 -- PENFIELD, NY 14526	02-0659061	501(C) (3)		5,544.			GENERAL SUPPORT	
GREYHOUND ALLIANCE -- PO BOX 5803 -- RIVER FOREST, IL 60305	76-0811448	501(C) (3)		10,128.			GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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
GREYHOUND CONNECTION, INC P.O. BOX 5231 OCEANSIDE, CA 92052		33-0894141 501(C) (3)		29,183.			GENERAL SUPPORT
GREYHOUND FRIENDS INC 167 SADDLE HILL RD HOPKINTON, MA 01748		22-2624136 501(C) (3)		11,018.			GENERAL SUPPORT
GREYHOUND PETS OF AMERICA PO BOX 1495 MIDDLEBURRO, MA 02346		04-2969202 501(C) (3)		18,047.			GENERAL SUPPORT
GREYHOUND PETS OF AMERICA PO BOX 49183 MINNEAPOLIS, MN 55449		41-1847511 501(C) (3)		5,025.			GENERAL SUPPORT
GREYHOUND PETS OF AMERICA PO BOX 778 CONCORD, NH 03302		02-0424800 501(C) (3)		7,278.			GENERAL SUPPORT
GREYHOUND RESCUE AND REHAB PO BOX 572 CROSS RIVER, NY 10518		13-4123718 501(C) (3)		11,068.			GENERAL SUPPORT
GREYHOUNDS OF VALLEY VERDE 120 GRASSHOPPER LN SEDONA, AZ 86336		87-0795020 501(C) (3)		8,379.	797. FMV	MERCHANDISE	GENERAL SUPPORT
GREYS LANDING GREYHOUND PLACE PO BOX 121 WINDSOR HEIGHTS, WV 26075		26-3139763 501(C) (3)		6,000.			GENERAL SUPPORT
GUARDIAN ANGELS MEDICAL SERVI 3251 NE 180TH AVE WILLISTON, FL 32696		27-2667123 501(C) (3)		45,000.			GENERAL SUPPORT
GUARDIANS FOR ANIMALS 6353 CANNON DR TROY, MI 48098		20-0823234 501(C) (3)		15,803.			GENERAL SUPPORT

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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
GUIDE DOG FOUNDATION FOR THE E. JERICHO TURNPIKE -- SMITHTOWN, NY 11787	11-1687477	501(C) (3)	195,000.			GENERAL SUPPORT
GUIDE DOG FOUNDATION FOR THE LOS RANCHITOS RD SAN RAFAEL, CA 94903	94-1196195	501(C) (3)	195,000.			GENERAL SUPPORT
GUIDE DOGS OF TEXAS INC 1503 ALLENNA DR SAN ANTONIO, TX 78213	74-2530268	501(C) (3)	195,000.			GENERAL SUPPORT
GUIDE DOGS OF THE DESERT PO BOX 1692 PALM SPRINGS, CA 92263	23-7296531	501(C) (3)	195,000.			GENERAL SUPPORT
GUIDING EYES FOR THE BLIND 361 ROUTE 164 PATERSON, NY 12563	13-1854606	501(C) (3)	15,000.			GENERAL SUPPORT
HALIFAX HUMANE SOCIETY 2364 LEGA BLVD DAYTONA BEACH, FL 32124	59-0530990	501(C) (3)	47,066.			GENERAL SUPPORT
HALO ANIMAL RESCUE 5231 NORTH 35TH AVE PHOENIX, AZ 85017	86-0832160	501(C) (3)	20,720.	984.	FMV	MERCHANDISE
HALT RESCUE 2600 19TH STREET BAKERSFIELD, CA 93301	80-0297671	501(C) (3)	4,330.	1,293.	FMV	MERCHANDISE
HAPPY ENDINGS INC PO BOX 070898 MILWAUKEE, WI 53207	39-1811100	501(C) (3)	16,408.	2,532.	FMV	MERCHANDISE
HAPPY STRAYS RESCUE PO BOX 12 LA CANADA, CA 91012	20-1524259	501(C) (3)	7,360.	221.	FMV	MERCHANDISE

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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
THE PETCO FOUNDATION							
HARBOR HOUSE OF CENTRAL FLORI PO BOX 680748 ORLANDO, FL 32868	59-1712936	501(C) (3)	50,000.				GENERAL SUPPORT
HARLEY'S HOPE INC PO BOX 2098 HARRISON, AR 72602	26-2852052	501(C) (3)	9,665.				GENERAL SUPPORT
HAVE A HEART INC 2901 CLINT MOORE RD, #420 BOCA RATON, FL 33496	94-3491079	501(C) (3)	7,589.				GENERAL SUPPORT
HAVEN TO HOME RESCUE 240 LEPLEY RD WINFIELD, PA 17889	37-1569875	501(C) (3)	9,348.				GENERAL SUPPORT
HAWAII ISLAND HUMANE SOCIETY 74-5225 QUEEN KAA HUMANU HWY KAILUA-KONA, HI 96740	99-6009437	501(C) (3)	6,485.				GENERAL SUPPORT
HAWAIIAN HUMANE SOCIETY 2700 WAIALAE AVE HONOLULU, HI 96826	99-0073490	501(C) (3)	54,289.				GENERAL SUPPORT
HEART AND SOUL 169 COMMACK ROAD COMMACK, NY 11725	11-3511099	501(C) (3)	20,837.	715.	FMV	MERCHANDISE	GENERAL SUPPORT
HEART BANDITS 7425 ADWEN ST DOWNEY, CA 90241	31-1353851	501(C) (3)	5,901.				GENERAL SUPPORT
HEARTLAND GREYHOUND ADOPTION P.O. BOX 342 BONDURANT, IA 50035	42-1524477	501(C) (3)	2,373.	3,222.	FMV	MERCHANDISE	GENERAL SUPPORT
HEAVEN CAN WAIT ANIMAL HAVEN 511 SEMINOLE MUSKEGON, MI 49444	26-1869768	501(C) (3)	17,578.	201.	FMV	MERCHANDISE	GENERAL SUPPORT

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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
HELEN WOODWARD ANIMAL CENTER 6461 EL APAGO ROAD RANCHO SANTA FE, CA 92067	23-7228287	501(C) (3)	25,515.	10,509.	FMV	MERCHANDISE
HELLO BULLY 4885 A MCKNIGHT RD PITTSBURGH, PA 15237	26-0447525	501(C) (3)	7,049.			GENERAL SUPPORT
HELOCES HUMANE SOCIETY PO BOX 908 HELOCES, TX 78023	26-2134193	501(C) (3)	6,315.	1,576.	FMV	MERCHANDISE
HELP WILLY'S FRIENDS PO BOX 556 DURHAM, CT 06422	68-0676115	501(C) (3)	5,293.			GENERAL SUPPORT
HELPING HANDS RESCUE INC P.O. BOX 1975 LEWISTON, ID 83501	82-0520930	501(C) (3)	16,411.			GENERAL SUPPORT
HERMITAGE NO-KILL CAT SHELTER 5278 E. 21ST ST TUCSON, AZ 85711	86-0213263	501(C) (3)	16,956.			GENERAL SUPPORT
HICKMAN HUMANE SOCIETY PO BOX 183 CENTERVILLE, TN 37033	62-1639736	501(C) (3)	7,396.			GENERAL SUPPORT
HIGH SIERRA ANIMAL RESCUE 103 MEADOWRIDGE LANE PORTOLA, CA 96122	68-0429722	501(C) (3)	32,548.			GENERAL SUPPORT
HILLTOP HUMANE SOCIETY, INC PO BOX 553 RANDOLPH, MA 02368	04-3337334	501(C) (3)	6,600.			GENERAL SUPPORT
LAKE CHARLES, LA 70602	51-0588755	501(C) (3)	12,212.	43.	FMV	MERCHANDISE

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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	Employer identification number
HOME AT LAST ANIMAL FRIENDS ----- 200 RIVER RD ----- THE DALLES, OR 97058	93-1297310	501(C) (3)		5,266.			GENERAL SUPPORT	33-0845930
HOMELESS ANIMALS RELIEF PROJE ----- P.O. BOX 371 ----- SENAUTOBIA, MS 38668	64-0925751	501(C) (3)		34,200.			GENERAL SUPPORT	
HOMELESS PET PLACEMENT LEAGUE ----- PO BOX 273027 ----- HOUSTON, TX 77277	76-0283479	501(C) (3)		13,489.			GENERAL SUPPORT	
HOMEBARD_BOUND_ANIMAL_WELFARE ----- 236 BOARDMAN ST ----- MIDDLEBURY, VT 05753	03-0264068	501(C) (3)		5,348.			GENERAL SUPPORT	
HOMEBARD_BOUND_DOG_RESCUE_OF ----- PO BOX 5782 ----- ALBANY, NY 12205	20-0962481	501(C) (3)		6,000.			GENERAL SUPPORT	
HOMEBARD_BOUND_PETS ----- PO BOX 8 ----- MCMINNVILLE, OR 97128	93-0687293	501(C) (3)		21,468.			GENERAL SUPPORT	
HONOR SANCTUARY INC ----- 8459 COOPER CREEK BLVD ----- UNIVERSITY PARK, FL 34201	26-0878064	501(C) (3)		6,283.			MERCHANDISE	
HOPE ANIMAL RESCUES ----- 3701 CORONADO DR ----- AUTON, IL 62002	20-4809712	501(C) (3)		14,224.			MERCHANDISE	
HOPE FOR ANIMALS INC ----- 1333 MAYCREST DR ----- FORT WAYNE, IN 46805	26-2466638	501(C) (3)		39,032.			MERCHANDISE	
HOPE FOR CATS ----- 2141 W. MAPLEWOOD ST ----- CHANDLER, AZ 85248	86-1023772	501(C) (3)		4,963.			MERCHANDISE	
				1,749.	FMV		MERCHANDISE	GENERAL SUPPORT
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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.)

Name of the organization	Employer identification number						
(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
HOPE SAFEHOUSE -- -- -- -- -- 1911 TAYLOR AVE -- -- -- -- -- RACINE, WI 53403		39-1728370 501(C) (3)		5,725.			GENERAL SUPPORT
HOPE SPAY/NEUTER CLINIC, INC -- -- 130 SCOTT ROAD, SUITE A-4 -- -- WATERBURY, CT 06705		26-2896237 501(C) (3)		50,940.			GENERAL SUPPORT
HOPE -- -- -- -- -- PO BOX 273331 -- -- -- -- -- HOUSTON, TX 77277		76-0618317 501(C) (3)		6,150.	56.	FMV	MERCHANDISE
HOUSE RABBIT SOCIETY OF MISSO -- -- P.O. BOX 6362 -- -- -- -- -- CHESTERFIELD, MO 63006		43-1850628 501(C) (3)		5,553.			GENERAL SUPPORT
HSV ANIMAL WELFARE LEAGUE -- -- PO BOX 8032 -- -- -- -- -- HOT SPRINGS VILL, AR 71910		58-1805215 501(C) (3)		5,492.			GENERAL SUPPORT
HUDSON VALLEY ANIMAL RESCUE A -- -- 15 BARNES DR -- -- -- -- -- POUGHKEEPSIE, NY 12603		45-2402415 501(C) (3)		48,639.	3,455.	FMV	MERCHANDISE
HUMAN ANIMAL BOND RESEARCH FO -- -- 115 FIFTEENTH ST., NW SUITE 5 -- -- WASHINGTON, DC 20005		27-4159453 501(C) (3)		33,000.			GENERAL SUPPORT
HUMAN SOCIETY OF PIKES PEAK R -- -- 610 ABBOT LN -- -- -- -- -- COLORADO SPRING, CO 80905		84-0410111 501(C) (3)		21,500.	2,280.	FMV	MERCHANDISE
HUMANE ANIMAL TREATMENT SOCIE -- -- PO BOX 732 -- -- -- -- -- MT. PLEASANT, MI 48804		38-3485419 501(C) (3)		15,000.			GENERAL SUPPORT
HUMANE ANIMAL WELFARE SOCIETY -- -- 701 NORTHLVIEW RD -- -- -- -- -- WAUKESHA, WI 53188		39-6108644 501(C) (3)		6,551.			GENERAL SUPPORT

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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
HUMANE SOCIETY OF TACOMA & PSEA 2608 CENTER ST TACOMA, WA 98409	34-1897582	501(C) (3)	21,258.				GENERAL SUPPORT
HUMANE SOCIETY OF ATCHISON 125 NORTH 21ST ST ATCHISON, KS 66002	16-0743047	501(C) (3)	8,500.				GENERAL SUPPORT
HUMANE SOCIETY OF BALTIMORE C 1601 NICODEMUS RD REISTERSTOWN, MD 21136	48-1108369	501(C) (3)	7,533.				GENERAL SUPPORT
HUMANE SOCIETY OF BROWARD COU 2070 GRIFFIN RD FORT LAUDERDALE, FL 33312	52-0623165	501(C) (3)	7,472.				GENERAL SUPPORT
HUMANE SOCIETY OF CENTRAL ILL 423 KAYS DR NORMAL, IL 61761	59-0002321	501(C) (3)	109,460.				GENERAL SUPPORT
HUMANE SOCIETY OF CENTRAL NEW PO BOX 38 LIVERPOOL, NY 13088	37-1173882	501(C) (3)	6,880.	42.	FMV	MERCHANDISE	GENERAL SUPPORT
HUMANE SOCIETY OF CONCORD PO BOX 3104 CONCORD, NC 28025	16-6069942	501(C) (3)	10,000.				GENERAL SUPPORT
HUMANE SOCIETY OF FAULKNER CO P.O. BOX 1055 CONWAY, AR 72033	56-1874028	501(C) (3)	8,000.				GENERAL SUPPORT
	71-0554750	501(C) (3)	21,000.				Schedule I Cont (Form 990) 2012

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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	Employer identification number
HUMANE SOCIETY OF GREATER DAY --- 1661 NICHOLAS RD --- DAYTON, OH 45417	31-0537073	501(C) (3)	6,732.				GENERAL SUPPORT	33-0845930
HUMANE SOCIETY OF GREATER KAN --- 5445 PARALLEL PKY --- KANSAS CITY, KS 66104	48-0581965	501(C) (3)		8,099.	954.	FMV	MERCHANDISE	GENERAL SUPPORT
HUMANE SOCIETY OF GREATER MIA --- 16101 W DIXIE HWY --- NORTH MIAMI BEA, FL 33160	59-0711176	501(C) (3)		6,353.	203.	FMV	MERCHANDISE	GENERAL SUPPORT
HUMANE SOCIETY OF IMPERIAL CO --- 1575 W PICO RD --- EL CENTRO, CA 92243	23-7108184	501(C) (3)		10,502.				GENERAL SUPPORT
HUMANE SOCIETY OF MEMPHIS & S --- 935 FARM RD --- MEMPHIS, TN 38134	23-7236238	501(C) (3)		11,000.				GENERAL SUPPORT
HUMANE SOCIETY OF MISSOURI --- 1201 MACCLIND AVE --- ST. LOUIS, MO 63110	43-0652638	501(C) (3)		10,000.				GENERAL SUPPORT
HUMANE SOCIETY OF NEW YORK --- 306 E. 59TH ST. --- NEW YORK, NY 10022	13-1624041	501(C) (3)		25,000.				GENERAL SUPPORT
HUMANE SOCIETY OF NORTHEAST M --- PO BOX 221 --- KALISPELL, MT 59903	81-0496442	501(C) (3)		48,995.	246.	FMV	MERCHANDISE	GENERAL SUPPORT
HUMANE SOCIETY OF NORTHWEST G --- PO BOX 3946 --- DALTON, GA 30719	58-1787602	501(C) (3)		12,834.				GENERAL SUPPORT
HUMANE SOCIETY OF REDMOND --- P.O. BOX 1404 --- REDMOND, OR 97756	93-0976110	501(C) (3)	3,500.	3,976.	FMV		MERCHANDISE	GENERAL SUPPORT

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HUMANE SOCIETY OF SONOMA COUNTY P.O. BOX 1296 SANTA ROSA, CA 95402	94-6001315	501(C) (3)	10,365.				GENERAL SUPPORT	33-0845930
HUMANE SOCIETY OF ST LUCIE CO PO BOX 3661 FORT PIERCE, FL 34948	59-0836088	501(C) (3)	5,765.				GENERAL SUPPORT	
HUMANE SOCIETY OF TAMPA BAY, 3607 N ARMENTIA AVE TAMPA, FL 33607	59-0799907	501(C) (3)	24,800.				GENERAL SUPPORT	
HUMANE SOCIETY OF THE BLACK HILL 1820 E. ST. PATRICK RAPID CITY, SD 57701	46-0396967	501(C) (3)	19,647.				GENERAL SUPPORT	
HUMANE SOCIETY OF THE DUNES PO BOX 2481 CHESTERTON, IN 46304	20-1015057	501(C) (3)	20,000.				GENERAL SUPPORT	
HUMANE SOCIETY OF THE SOUTH 2129 W CHERNANGO AVE LITTLETON, CO 80120	27-0911048	501(C) (3)	12,111.				GENERAL SUPPORT	
HUMANE SOCIETY OF THE TREASURER 4100 SW LEIGHTON FARM AVE PALM CITY, FL 34990	59-0774235	501(C) (3)	10,482.				GENERAL SUPPORT	
HUMANE SOCIETY OF THE US 2100 1ST NW WASHINGTON, DC 20037	53-0225390	501(C) (3)	56,388.				GENERAL SUPPORT	
HUMANE SOCIETY OF UTAH P.O. BOX 573659 MURRAY, UT 84157	87-0256350	501(C) (3)	10,139.	813.	FMV	MERCHANDISE	GENERAL SUPPORT	
HUMANE SOCIETY OF WAYNE COUNTY 1475 COUNTY HORSE RD. LYONS, NY 14489	22-541964	501(C) (3)	13,503.				GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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THE PETCO FOUNDATION

[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	Employer identification number 33-0845930
<u>HUMANE SOCIETY OF WELD COUNTY</u> <u>1620 42ND STREET</u> <u>EVANS, CO 80620</u>	84-0608546	501(C) (3)	13,198.				GENERAL SUPPORT	
<u>HUMANE SOCIETY SILICON VALLEY</u> <u>901 AMES AVE</u> <u>MILPITAS, CA 95035</u>	94-1196215	501(C) (3)		14,098.	3,212.	FMV	MERCHANDISE	
<u>HUTCHINSON ANIMAL SHELTER</u> <u>1501 S. SEVERANCE</u> <u>HUTCHINSON, KS 67501</u>	48-6015517	501(C) (3)		7,256.			GENERAL SUPPORT	
<u>IDAHO HUMANE SOCIETY</u> <u>4775 DORMAN ST</u> <u>BOISE, ID 83705</u>	82-0212536	501(C) (3)		29,163.			GENERAL SUPPORT	
<u>ILLINOIS ANIMAL RESCUE INC</u> <u>531 LAKE CT</u> <u>WAUCONDA, IL 60084</u>	26-1579774	501(C) (3)		20,000.			GENERAL SUPPORT	
<u>ILLINOIS ANIMAL WELFARE FEDER</u> <u>1013 GAREFIELD ST</u> <u>OAK PARK, IL 60304</u>	36-3922650	501(C) (3)		29,734.			GENERAL SUPPORT	
<u>INDEPENDENT ANIMAL RESCUE, IN</u> <u>PO BOX 14232</u> <u>DURHAM, NC 27709</u>	56-1951483	501(C) (3)		5,470.			GENERAL SUPPORT	
<u>IRONSTONE LANE RESCUE</u> <u>127 TRONSTON LN</u> <u>TROUTMAN, NC 28166</u>	27-2245688	501(C) (3)		15,461.	367.	FMV	MERCHANDISE	
<u>ISLAND DOG INC.</u> <u>P.O. BOX 44433</u> <u>BALTIMORE, MD 21236</u>	20-5107492	501(C) (3)		20,000.			GENERAL SUPPORT	
<u>ISLE OF WIGHT COUNTY SHERIFF</u> <u>PO BOX 80</u> <u>ISLE OF WIGHT, VA 23397</u>	54-6001361	501(C) (3)		35,000.			GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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	Employer identification number
<u>IT'S ALL ABOUT LOVE</u> P.O. BOX 571263 HOUSTON, TX 77257		26-0083330	501(C) (3)	6,044.				GENERAL SUPPORT
<u>IT'S ALL ABOUT THE CATS INC</u> 1207 COLE ROAD ORLANDO, FL 32803		35-2245779	501(C) (3)	6,171.				GENERAL SUPPORT
<u>JITY BITTY KITTY, INC</u> P.O. BOX 90628 ALLENTOWN, PA 18109		20-8472032	501(C) (3)	5,401.				GENERAL SUPPORT
<u>JEFFERSON COUNTY SPCA</u> 25056 WATER ST WATERDOWN, NY 13601		15-0552724	501(C) (3)	5,524.				GENERAL SUPPORT
<u>JEFFERSON SPCA</u> 4421 JEFFERSON HWY NEW ORLEANS, LA 70121		72-0694861	501(C) (3)	15,518.	336.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>JOEYS FELINE FRIENDS</u> 47 591 HALEMANU ST HANEHOE, HI 96744		99-0339218	501(C) (3)	14,547.				GENERAL SUPPORT
<u>JOHN BURNAM MONUMENT FOUNDATION</u> N. BETHESDA, MD 20852		30-0487417	501(C) (3)	200,000.				GENERAL SUPPORT
<u>JUNIOR HUMANE SOCIETY</u> 1431 PEACHTREE ST. COCOA, FL 32922		86-0264917	501(C) (3)	6,251.				GENERAL SUPPORT
<u>JUST CATS RESCUE INC</u> 9700 WOODMAN AVE ARLETA, CA 91331		27-1184076	501(C) (3)	13,200.				GENERAL SUPPORT
<u>K9 KASTLE KOPP</u> 170 SECOND AVE NEW YORK, NY 10003		20-4473642	501(C) (3)	19,558.				GENERAL SUPPORT

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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
K9 RESCUE AND REHAB PO BOX 771316 ST LOUIS, MO 63177		27-1664749 501(C) (3)	20,910.				GENERAL SUPPORT
K9 RESCUE AND REHOMING PO BOX 894 COKATO, MN 55321		35-2352364 501(C) (3)		8,049.			GENERAL SUPPORT
KALAMAZOO ANIMAL RESCUE P.O. BOX 3295 KALAMAZOO, MI 49003		38-3058537 501(C) (3)		6,513.			GENERAL SUPPORT
KANSAS CITY PET PROJECT 4400 RAYTOWN ROAD KANSAS CITY, MO 64129		45-3067615 501(C) (3)		4,029.	3,732. FMV	MERCHANDISE	GENERAL SUPPORT
KANSAS HUMANE SOCIETY OF WICH 3313 N HILLSIDE WICHITA, KS 67219		48-0554339 501(C) (3)		33,304.			GENERAL SUPPORT
KARMA RESCUE INC 1158 26TH STREET, #155 SANTA MONICA, CA 90403		04-3782227 501(C) (3)		11,627.			GENERAL SUPPORT
KAT CONNECTION CORP PO BOX 557 EAST MEADOW, NY 11554		75-3161470 501(C) (3)		18,726.	570. FMV	MERCHANDISE	GENERAL SUPPORT
KATE KOOGLER CANINE CANCER FU 12742 CREEGERSTOWN RD THURMONT, MD 21788		20-0277575 501(C) (3)		25,000.			GENERAL SUPPORT
KAUFMAN COUNTY ANIMAL AWARENE P.O. BOX 515 KAUFMAN, TX 75142		20-0276988 501(C) (3)		15,000.			GENERAL SUPPORT
KENDALL COUNTY FOOD PANTRY 1204 DEER ST YORKVILLE, IL 60560		36-3514694 501(C) (3)		1,249.	4,453. FMV	MERCHANDISE	GENERAL SUPPORT

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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
KENTUCKIANA_PUG RESCUE ----- PO BOX 22697 ----- LOUISVILLE, KY 40252	35-2129894	501(C) (3)	12,700.			GENERAL SUPPORT
KIM ACRES_ANIMAL SANCTUARY ----- 5896_PRAIRIE RD ----- WON OBMY, TX 78073	26-2054694	501(C) (3)	5,069.			GENERAL SUPPORT
KING COUNTY_ANIMAL SERVICES ----- 21615 64TH AVE. S ----- KENT, WA 98032	91-6001327	501(C) (3)	7,090.			GENERAL SUPPORT
KING_STREET_CATS ----- 25_S_DOVE_ST ----- ALEXANDRIA, VA 22314	61-1440813	501(C) (3)	9,664.			GENERAL SUPPORT
KITSAP_HUMANE_SOCIETY ----- 9167_DICKNEY_RD_NW SILVERDALE, WA 98383	91-0728353	501(C) (3)	9,967.			GENERAL SUPPORT
KITTCO_CAT RESCUE ----- PO BOX 60047 ----- DALLAS, TX 75360	75-2755493	501(C) (3)	26,813.			GENERAL SUPPORT
KITTY AND K-9 CONNECTION ----- 13140_MIDORI_DR ----- ANCHORAGE, AK 99516	81-0609673	501(C) (3)	24,218.	2,884. FMV	MERCHANDISE	GENERAL SUPPORT
KITTY CONNECTION_INC ----- 6_CUDWORTH_ST ----- MEDFORD, MA 02155	20-5563359	501(C) (3)	5,268.			GENERAL SUPPORT
KITTY_HAVEN_SANCTUARY_AND_RES ----- 1933_PARADISE_RD ----- MODESTO, CA 95358	20-3757767	501(C) (3)	9,835.			GENERAL SUPPORT
KITTY_KIND_INC ----- PO BOX 961 ----- NEW YORK, NY 10156	31-1717255	501(C) (3)	30,601.	32,557. FMV	MERCHANDISE	GENERAL SUPPORT

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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
KITTYMOM'S RESCUE ORGANIZATION 265 ASPEN LOOP KALISPELL, MT 59901	45-4867651	501(C) (3)	7,000.				GENERAL SUPPORT
KOHALA ANIMAL RELIEF & ED SERVI PO BOX 44670 KAMUELA, HI 96743	27-0575124	501(C) (3)	42,047.				GENERAL SUPPORT
KOOTENAJ HUMANE SOCIETY PO BOX 1005 HAYDEN LAKE, ID 83835	82-0334845	501(C) (3)	6,456.				GENERAL SUPPORT
LABRADORS AND FRIENDS DOG RES 2307 FENTON PKWY SAN DIEGO, CA 921108	32-0195297	501(C) (3)	19,935.	1,016.	FMV	MERCHANDISE	GENERAL SUPPORT
LAKE AREA PARTNERSHIPS FOR AN P.O. BOX 4964 LAKE CHARLES, LA 70606	20-0541582	501(C) (3)	10,000.				GENERAL SUPPORT
LAKE CHARLES PIT BULL RESCUE 419 CONTOUR ST. LAKE CHARLES, LA 70605	27-4078570	501(C) (3)	5,940.	988.	FMV	MERCHANDISE	GENERAL SUPPORT
LAKOTA ANIMAL CARE PROJECT 12506 WILLOW CREEK RD CUSTER, SD 57730	45-0551967	501(C) (3)	9,047.				GENERAL SUPPORT
LAMAR COUNTY HUMANE ASSOCIATI P.O. BOX 8 PARIS, TX 75460	75-6056652	501(C) (3)	12,451.				GENERAL SUPPORT
LARAMIE PEAK HUMANE SOCIETY DOUGLAS, WY 82633	83-0332538	501(C) (3)	6,213.				GENERAL SUPPORT
LAST CHANCE ANIMAL FUND 61 SHORE RD. SOUTHAMPTON, NY 11968	26-4301077	501(C) (3)	13,286.				GENERAL SUPPORT

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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.)						
Name of the organization	(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
THE PETCO FOUNDATION						
(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
LAST CHANCE ANIMAL RESCUE INC --- 4499 LEONARDTOWN RD --- WALDORF, MD 20601	52-2328626	501(C) (3)	9,205.			GENERAL SUPPORT
LAST DAY DOG RESCUE INC --- PO BOX 51935 --- LIVONIA, MI 48151	20-8736110	501(C) (3)	6,667.			GENERAL SUPPORT
LAST HOPE ANIMAL RESCUE --- PO BOX 61 --- SYOSSET, NY 11791	11-2618189	501(C) (3)	12,530.			GENERAL SUPPORT
LAST HOPE INC --- PO BOX 114 --- FARMINGTON, MN 55024	41-1520897	501(C) (3)	14,321.			GENERAL SUPPORT
LAWRENCE HUMANE SOCIETY --- PO BOX 651 --- LAWRENCE, KS 66044	48-0641821	501(C) (3)	13,737.			GENERAL SUPPORT
LEADER DOGS FOR THE BLIND --- 1039 S ROCHESTER RD --- ROCHESTER, MI 48307	38-1366931	501(C) (3)	15,000.			GENERAL SUPPORT
LEAGUE FOR ANIMAL WELFARE --- 4193 TAYLOR RD --- BATAVIA, OH 45103	31-0818511	501(C) (3)	15,040.			GENERAL SUPPORT
LEASH ON LIFE DOG RESCUE --- 1237 WANDO SHORES DR --- CHARLESTON, SC 29492	45-0610245	501(C) (3)	9,400.			GENERAL SUPPORT
LEWIS AND CLARK HUMANE SOCIETY --- PO BOX 4455 --- HELENA, MT 59604	81-0014910	501(C) (3)	7,590.			GENERAL SUPPORT
LIFELINE ANIMAL PLACEMENT AND --- 310 W. 45TH N. --- WICHITA, KS 67204	48-1221562	501(C) (3)	6,609.			GENERAL SUPPORT

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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
LIFELINE FOR PETS, INC PO BOX 1313 MONROVIA, CA 91076	95-3786746	501(C) (3)	6,427.	974.	FMV	MERCHANDISE	GENERAL SUPPORT
LINCOLN ANIMAL AMBASSADORS PO BOX 67072 LINCOLN, NE 68506	27-3018037	501(C) (3)	7,441.				GENERAL SUPPORT
LINDAS MAGNIFICENT MUTTS RESC 755 N WOLF RD HILLSIDE, IL 60162	20-2516008	501(C) (3)	12,302.	1,569.	FMV	MERCHANDISE	GENERAL SUPPORT
LITTLE SHELTER ANIMAL ADOPTIO 33 WARNER RD BUNTINGTON, NY 11743	11-6000821	501(C) (3)	30,733.	683.	FMV	MERCHANDISE	GENERAL SUPPORT
LMN FELINE RESCUE PO BOX 600 HUFFMAN, TX 77336	26-4180772	501(C) (3)	6,920.				GENERAL SUPPORT
LONG ISLAND BULLDOG RESCUE 1254 NORTH COUNTY ROAD STONY BROOK, NY 11790	20-4045384	501(C) (3)	84,132.	1,818.	FMV	MERCHANDISE	GENERAL SUPPORT
LOS BANOS VOLUNTEER FOR ANIMA 112 CLAYTON CT LOS BANOS, CA 93635	77-0410632	501(C) (3)	7,304.				GENERAL SUPPORT
LOST DOG & CAT RESCUE FOUNDAT PO BOX 50037 AIRMONT, VA 22205	31-1789660	501(C) (3)	6,379.				GENERAL SUPPORT
LOUIE'S LEGACY ANIMAL RESCUE 4725 BOOMER ROAD CINCINNATI, OH 45247	27-0805279	501(C) (3)	4,781.	722.	FMV	MERCHANDISE	GENERAL SUPPORT
LOVIE'S LEGACY 4525 HARDING RD, STE 200 NASHVILLE, TN 37205	20-4843645	501(C) (3)	5,500.				GENERAL SUPPORT

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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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LOVING COMPANION ANIMAL RESCUE --- 1360 OLD RICHARDSON HWY --- NORTH POLE, AK 99705	72-1578941	501 (C) (3)	7,728.	664.	FMV	MERCHANDISE	GENERAL SUPPORT
LOW COUNTRY ANIMAL RESCUE --- PO BOX 952 --- LADSON, SC 29456	57-1129219	501 (C) (3)	8,592.	783.	FMV	MERCHANDISE	GENERAL SUPPORT
LYCOMING COUNTY SPCA --- 2805 REACH RD --- WILLIAMSPORT, PA 17701	24-0857714	501 (C) (3)	6,201.				GENERAL SUPPORT
MAIN GREYHOUND PLACEMENT SERV --- 505 EAST MAIN ST --- YARMOUTH, ME 04096	04-3387579	501 (C) (3)	10,542.				GENERAL SUPPORT
MAPAW SIBERIAN HUSKY RESCUE & --- 829 DOUGLAS DRIVE --- BOXERTOWN, PA 19512	23-3068855	501 (C) (3)	23,251.				GENERAL SUPPORT
MARIAN ROSENTHAL FOUNDATION I --- 106 BOOTH HILL RD --- TRUMBULL, CT 06611	22-2485794	501 (C) (3)	8,350.				GENERAL SUPPORT
MARTIN COUNTY HUMANE SOCIETY --- P.O. BOX 123 --- FAIRMONT, MN 56031	41-1678502	501 (C) (3)	21,427.				GENERAL SUPPORT
MARYLAND SPCA OF BALTIMORE CI --- 3300 FALLS RD --- BALTIMORE, MD 21211	52-6001558	501 (C) (3)	6,977.	66.	FMV	MERCHANDISE	GENERAL SUPPORT
MASSACHUSETTS SOCIETY FOR THE --- 350 SOUTH HUNTINGTON AVE --- BOSTON, MA 02130	04-2103597	501 (C) (3)	42,000.	407.	FMV	MERCHANDISE	GENERAL SUPPORT
MAUDIEELLE FRIENDS OF THE ANIMA --- P.O. BOX 13061 --- MAUDIEELLE, AR 72113	71-0727803	501 (C) (3)	6,589.				GENERAL SUPPORT

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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	Employer identification number
<u>MAYOR'S ALLIANCE FOR ANIMALS</u> <u>244 FIFTH AVE STE R290</u> --- NEW YORK, NY 10001	73-1653635	501(C) (3)		77,091.				33-0845930
<u>MCAMEY ANIMAL CENTER</u> <u>4500 N ACCESS RD</u> --- CHATTANOOGA, TN 37415	01-00824858	501(C) (3)		6,000.				
<u>MERRIMACK RIVER FELINE RESCUE</u> <u>63 ELM ST</u> --- SALISBURY BEACH, MA 01952	04-3172322	501(C) (3)		6,699.				
<u>METRO EAST HUMANE SOCIETY</u> <u>8495 STATE ROUTE 143</u> --- EDWARDSVILLE, IL 62025	37-1196065	501(C) (3)		6,221.				
<u>MICHIGAN HUMANE SOCIETY</u> <u>30300 TELEGRAPH RD</u> --- BINGHAM FARMS, MI 48025	38-1358206	501(C) (3)		30,807.				
<u>MIGHTY MOTTS INC</u> <u>310 GREENWICH ST APT 14A</u> --- NEW YORK CITY, NY 10013	11-3260202	501(C) (3)		33,530.				
<u>MILFORD HUMANE SOCIETY INC</u> <u>289 WEST ST</u> --- MILFORD, MA 01757	04-3101680	501(C) (3)		5,029.				
<u>MILITARY WORKING DOG TEAM SUP</u> <u>PO BOX 5864</u> --- CANTON, GA 30114	13-4346918	501(C) (3)		45,000.				
<u>MINNESOTA COMPANION RABBIT SO</u> <u>P.O. BOX 390691</u> --- EDINA, MN 55439	20-1864550	501(C) (3)		8,260.				
<u>MINNESOTA GREYHOUND RESCUE</u> <u>9159 DALTON COURT</u> --- INVER GROVE HEI, MN 55076	20-4665625	501(C) (3)		6,375.				

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GENERAL SUPPORT
GENERAL SUPPORT

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Name of the organization	(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
THE PETCO FOUNDATION							GENERAL SUPPORT
(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
MINNESOTA HOMEBUILD FOUNDATION 10377 95TH STREET NE NOTICELLO, MN 55362	41-1956351	501(C) (3)		5,310.			GENERAL SUPPORT
MISSISSIPPI SPAY AND NEUTER / 100 BUSINESS CENTER PKW, STE 100 PEARL, MS 39208	20-2938077	501(C) (3)		14,400.			GENERAL SUPPORT
MONAKAI RESCUE -- 2012 KNOLLWOOD PL BIRMINGHAM, AL 35242	26-4241541	501(C) (3)		7,377.			GENERAL SUPPORT
MONTGOMERY COUNTY HUMANE SOCIETY 14645 ROTIGEB DR ROCKVILLE, MD 20850	52-6044968	501(C) (3)		5,012.			GENERAL SUPPORT
MORGAN COUNTY HUMANE SOCIETY 1300 ANTICOCH RD SOMERVILLE, AL 35670	20-1552538	501(C) (3)		22,218.			GENERAL SUPPORT
MORRIS ANIMAL FOUNDATION 10200 E GERARD AVE DENVER, CO 80231	84-6032307	501(C) (3)		904,742.			GENERAL SUPPORT
MOSBY FOUNDATION PO BOX 2432 DEERFIELD, VA 24432	20-1468817	501(C) (3)		20,141.			GENERAL SUPPORT
MOTLEY ZOO ANIMAL RESCUE 23316 NE REMOND FALL CITY RD REDMOND, WA 98053	26-4338166	501(C) (3)		60,143.			GENERAL SUPPORT
NAPERVILLE HUMANE SOCIETY 1620 W DIEHL RD NAPERVILLE, IL 60563	36-3040480	501(C) (3)		25,000.			GENERAL SUPPORT
NATIONAL CANINE CANCER FOUNDATION 13835 N. TATUM BLVD PHOENIX, AZ 85032	03-0581083	501(C) (3)		54,500.			GENERAL SUPPORT

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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	Employer identification number
NATIONAL DISASTER SEARCH DOG 2501 E. OJAI AVE OJAI, CA 93023	77-0412509	501(C) (3)	50,000.				GENERAL SUPPORT	33-0845930
NEVADA HUMANE SOCIETY 2825 LONGLEY LN RENO, NV 89502	88-0072720	501(C) (3)	145,880.				GENERAL SUPPORT	
NEW BEGINNINGS SHIH TZU RESCUE PO BOX 11562 MILWAUKEE, WI 53211	20-3252671	501(C) (3)	5,156.				GENERAL SUPPORT	
NEW ENGLAND WILDLIFE CENTER 500 COLUMBIAN ST. WATMOUTH, MA 02190	04-2907561	501(C) (3)	41,808.				GENERAL SUPPORT	
NEW HAMPSHIRE SPCA P.O. BOX 196 STRATHAM, NH 03785	02-6000614	501(C) (3)	7,190.				GENERAL SUPPORT	
NEW MEXICO PETS ALIVE PO BOX 25661 ALBUQUERQUE, NM 87125	45-2346470	501(C) (3)	8,672.				GENERAL SUPPORT	
NINE LIVES FOUNDATION 1683 BROADWAY ST REDWOOD CITY, CA 94063	20-2150714	501(C) (3)	5,896.				GENERAL SUPPORT	
NINE LIVES FOUNDATION 1825 E. HAZELWOOD ST PHOENIX, AZ 85016	42-1639372	501(C) (3)	4,284.				GENERAL SUPPORT	
NO MORE HOMELESS PETS PO BOX 358466 GAINESVILLE, FL 32635	02-0536968	501(C) (3)	102,500.				GENERAL SUPPORT	
NOAH CENTER - NORTHEWEST ORG P.O. BOX 1603 STANWOOD, WA 98232	91-1362069	501(C) (3)	5,654.				GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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
<u>NORTHEAST ANIMAL SHELTER</u> <u>347 HIGHLAND AVE</u> <u>SALEM, MA 01970</u>	51-0183474	501(C) (3)	6,797.			GENERAL SUPPORT
<u>NORTHWEST ANIMAL COMPANIONS</u> <u>5130 SW DOVER LN</u> <u>PORTLAND, OR 97225</u>	02-0714780	501(C) (3)	10,069.			GENERAL SUPPORT
<u>NORTHWEST SPAY & NEUTER CENTE</u> <u>6401 PACIFIC AVE</u> <u>TACOMA, WA 98408</u>	91-2133291	501(C) (3)	5,227.			GENERAL SUPPORT
<u>OC SMALL PAWS, INC</u> <u>1780 NE HOOPE ST, STE 104-13</u> <u>FOUNTAIN VALLEY, CA 92708</u>	26-4798597	501(C) (3)	8,367.	74.	FMV	MERCHANDISE
<u>OHIO ALIENCAT RESOURCE</u> <u>5619 ORLANDO PL</u> <u>CINCINNATI, OH 45227</u>	31-1728182	501(C) (3)	14,921.			GENERAL SUPPORT
<u>OHIO HOUSE RABBIT RESCUE</u> <u>611 OVERBOOK DR</u> <u>COLUMBUS, OH 43214</u>	27-0830606	501(C) (3)	6,000.	922.	FMV	MERCHANDISE
<u>OKANOGAN COUNTY ANIMAL FOSTER</u> <u>PO BOX 3385</u> <u>OMAK, WA 98841</u>	91-1290463	501(C) (3)	8,825.	4,629.	FMV	MERCHANDISE
<u>OKLAHOMA ALLIANCE FOR ANIMALS</u> <u>2642 EAST 21ST ST</u> <u>TULSA, OK 74114</u>	84-1640954	501(C) (3)	5,564.			GENERAL SUPPORT
<u>OLD DOG HAVEN</u> <u>9016 99TH AVE NE</u> <u>ARLINGTON, WA 98223</u>	65-1249528	501(C) (3)	11,000.			GENERAL SUPPORT
<u>ON ANGELS' WINGS, INC</u> <u>5186 NORTHWEST HIGHWAY 133</u> <u>CRYSTAL LAKE, IL 60014</u>	26-0243934	501(C) (3)	20,567.			GENERAL SUPPORT

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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	Employer identification number
ONE TAIL AT A TIME RESCUE IN --- 2 TWELVE ROAD --- HAVERHILL, MA 01830	26-0257695	501(C) (3)	6,117.				GENERAL SUPPORT	33-0845930
OPERATION GREYHOUND --- 213 CHICORY LN --- EL CAJON, CA 92021	33-0624624	501(C) (3)	5,350.				GENERAL SUPPORT	
OPERATION SPAZ NEUTER --- PO BOX 1604 --- BUTLER, PA 16003	20-2717185	501(C) (3)	6,150.				GENERAL SUPPORT	
OREGON FRIENDS OF ANIMAL SHEL --- PO BOX 1425 --- HILLSBORO, OR 97123	20-0003876	501(C) (3)	6,277.				GENERAL SUPPORT	
OREGON HUMANE SOCIETY --- P.O. BOX 11364 --- PORTLAND, OR 97211	93-0386880	501(C) (3)	7,109.				GENERAL SUPPORT	
OUR LIL BIT OF HEAVEN ANIMAL --- 4259 MANGUS RD --- POLAND, IN 47688	20-8553432	501(C) (3)	11,500.				GENERAL SUPPORT	
OUT OF THE PIT'S INC --- PO BOX 2311 --- ALBANY, NY 12220	16-1560721	501(C) (3)	6,208.				GENERAL SUPPORT	
P A W S --- 2701 MALL RD PMB 277 --- FLORENCE, AL 35630	37-1481636	501(C) (3)	16,391.				GENERAL SUPPORT	
PACT HUMANE SOCIETY --- 412 W. ARMY TRAIL RD --- BLOOMINGDALE, IL 60515	36-4351585	501(C) (3)	2,004.				GENERAL SUPPORT	
PAD FOR PAWS FOUNDATION --- 2820 BAXENDALE DR --- HELENA, MT 59601	20-3420721	501(C) (3)	7,927.				GENERAL SUPPORT	
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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 FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance	Employer identification number
PALACIOS PET PAWS SPCA PO BOX 215 PALACIOS, TX 77465	86-1066727	501(C) (3)	16,618.				GENERAL SUPPORT	33-0845930
PALS FOR PAWS PO BOX 1034 KOKOMO, IN 46903	20-0481563	501(C) (3)	130,074.				GENERAL SUPPORT	
PARK PAWS 1600B SW DASH POINT RD, SITE 1 FEDERAL WAY, WA 98023	33-1194286	501(C) (3)	7,642.				GENERAL SUPPORT	
PATRIOT PAWS SERVICE DOGS 3689 CR 2522 ROYSE CITY, TX 75189	04-3815107	501(C) (3)	750.	4,881.	FMV	MERCHANDISE	GENERAL SUPPORT	
PAWS & MORE 1004 W MADISON ST WASHINGTON, IA 52353	42-1096734	501(C) (3)	16,397.				GENERAL SUPPORT	
PAWS CHICAGO 1110 WEST 35TH ST CHICAGO, IL 60609	36-4219778	501(C) (3)	252,710.	14,815.	FMV	MERCHANDISE	GENERAL SUPPORT	
PAWS HUMANE SOCIETY PO BOX 7722 ROCKFORD, IL 61126	36-3610447	501(C) (3)	6,419.	140.	FMV	MERCHANDISE	GENERAL SUPPORT	
PAWS OF AUSTIN 7202 S BROOK DR AUSTIN, TX 78736	04-3774629	501(C) (3)	6,000.				GENERAL SUPPORT	
PAWS OF CHICO SPAY NEUTER PRO PO BOX 93 CHICO, CA 95927	20-4113959	501(C) (3)	15,000.				GENERAL SUPPORT	
PAWS OF NE LOUISIANA SPAY-NEU 126 SAINT PETERS ROAD CHOUDRANT, LA 71227	01-0925512	501(C) (3)	25,000.				GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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
PAWS OF NE LOUISIANA, INC. P.O. BOX 15432 MONROE, LA 71207	68-0557163	501(C) (3)		7,677.			GENERAL SUPPORT
PAWS OF PLAINVILLE, INC. 100 MESSENGER ST PLAINVILLE, MA 02762	04-3432688	501(C) (3)		5,073.			GENERAL SUPPORT
PAWS PLACE INC P.O. BOX 21 OSAGE BEACH, MO 65065	27-2165336	501(C) (3)		4,824.	581. FMV	MERCHANDISE	GENERAL SUPPORT
PAWS SAN DIEGO COUNTY, INC 6160 FAIRMOUNT AVE, STE 1 SAN DIEGO, CA 92120	33-0632209	501(C) (3)		58,375.			GENERAL SUPPORT
PAWS SOUTH FLORIDA RESCUE INC 6879 NW 28 AVE FT LAUDERDALE, FL 33309	80-0360710	501(C) (3)		6,000.			GENERAL SUPPORT
PAWSIBILITYS, INC 2480 GUAVA DRIVE PORT ORANGE, FL 32128	26-4460520	501(C) (3)		5,277.	1,052. FMV	MERCHANDISE	GENERAL SUPPORT
PAWSITIVELY CATS 5894 E HERMANS RD TUCSON, AZ 85756	30-0609374	501(C) (3)		5,313.			GENERAL SUPPORT
PEGGY ADAMS ANIMAL RESCUE LEA 3200 N MILITARY TRAIL WEST PALM BEACH, FL 33409	59-0637811	501(C) (3)		7,644.			GENERAL SUPPORT
PENINSULA HUMANE SOCIETY 12 AIRPORT BLVD SAN MATEO, CA 94401	94-1243665	501(C) (3)		6,609.			GENERAL SUPPORT
PEOPLE FOR ANIMALS INC 433 HILLSIDE AVE HILLSIDE, NJ 07205	22-2331492	501(C) (3)		62,343.			GENERAL SUPPORT

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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	Employer identification number
PEOPLE UNITED FOR PETS (PUP) --- PO BOX 1691 --- ISSAQAH, WA 98027	20-5054914	501(C) (3)	6,663.				GENERAL SUPPORT	33-0845930
PEOPLES ADVOCATE --- 607 RYAN ST --- LAKE CHARLES, LA 70601	26-4177675	501(C) (3)	5,000.	1,047.	FMV	MERCHANDISE	GENERAL SUPPORT	
PEORIA HUMANE SOCIETY --- 2600 NE FERRY STREET --- PEORIA, IL 61603	37-1203094	501(C) (3)	6,423.				GENERAL SUPPORT	
PERSEUS FOUNDATION --- 9810 DAILEYTON CT --- GAITHERSBURG, MD 20886	31-1658057	501(C) (3)	100,000.				GENERAL SUPPORT	
PET ADOPTION LEAGUE OF NEW YO --- 30 COBBERS LANE --- DIX HILLS, NY 11746	04-35668169	501(C) (3)	10,000.				GENERAL SUPPORT	
PET AID, INC. --- 417 CENTERVILLE STREET --- DENHAM SPRINGS, LA 70726	72-149293	501(C) (3)	5,025.	225.	FMV	MERCHANDISE	GENERAL SUPPORT	
PET HAVEN INC OF MINNESOTA --- P.O. BOX 19105 --- MINNEAPOLIS, MN 55419	41-6040860	501(C) (3)	5,832.				GENERAL SUPPORT	
PET MATCH RESCUE --- P.O. BOX 12613 --- NEWPORT BEACH, CA 92658	80-0658693	501(C) (3)	5,658.				GENERAL SUPPORT	
PET PAW SEE INC --- 1505 4TH AVE S --- GREAT FALLS, MT 59405	26-1973398	501(C) (3)	9,126.	14,921.	FMV	MERCHANDISE	GENERAL SUPPORT	
PET PLACE INTERNATIONAL, INC --- 26895 ALISO CREEK RD, #B307 --- ALISO VIEJO, CA 92656	36-4661152	501(C) (3)	17,201.	1,206.	FMV	MERCHANDISE	GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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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
PET PREVENT A LITTER OF CENTR PO BOX 401 - - - - -							GENERAL SUPPORT
SAN MARCOS, TX 78667	74-2556062	501(C) (3)	13,117.				
PET RESCUE OF MARYLAND INDEPE PO BOX 178 - - - - -							GENERAL SUPPORT
MONKTON, MD 21111	20-3572569	501(C) (3)	5,136.				
PET RESCUE SERVICES INC 206 HUMMINGBIRD LN - - - - -							GENERAL SUPPORT
LONDELL, MO 63060	30-0201213	501(C) (3)	11,699.	37.	FMV	MERCHANDISE	GENERAL SUPPORT
PETFIX NORTHEAST OHIO - - - - -							
7343 CHAGRIN RD - - - - -							GENERAL SUPPORT
CHAGRIN FALLS, OH 44023	20-2205609	501(C) (3)	50,114.				
PETS ARE WONDERFUL SUPPORT 1150 S HOPE ST - - - - -							GENERAL SUPPORT
LOS ANGELES, CA 90015	95-4178092	501(C) (3)	25,701.	2,174.	FMV	MERCHANDISE	GENERAL SUPPORT
PETS ARE WONDERFUL SUPPORT 645 HARRISON ST STE 100 - - - - -							
SAN FRANCISCO, CA 94107	94-3049133	501(C) (3)	52,587.	15,240.	FMV	MERCHANDISE	GENERAL SUPPORT
PETS COME FIRST INC P.O. BOX 493 - - - - -							GENERAL SUPPORT
LEMONT, IL 60851	20-3094906	501(C) (3)	26,776.				
PETS IN NEED INC 668 ROBBINS AVE - - - - -							GENERAL SUPPORT
DRACT, MA 01826	26-0303146	501(C) (3)	22,224.				
PETS LIFELINE PO BOX 341 - - - - -							GENERAL SUPPORT
SONOMA, CA 95476	94-2851279	501(C) (3)	6,982.				
PEWEES PET ADOPTION WORLD & SA 1307 SARATOGA BLVD - - - - -							GENERAL SUPPORT
CORPUS CHRISTI, TX 78417	74-2746680	501(C) (3)	7,696.				

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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
<u>PHILADELPHIA ANIMAL WELFARE S</u> <u>100 N 2ND ST</u> PHILADELPHIA, PA 19106	26-3862631	501(C) (3)	58,886.				GENERAL SUPPORT
<u>PHILADELPHIA GREYHOUND CONNEC</u> <u>2210 MURRAY ST</u> PHILADELPHIA, PA 19115	32-0094677	501(C) (3)	7,563.				GENERAL SUPPORT
<u>PHILADOPTABLES</u> <u>1088 CHERRY LANE</u> SOUTHAMPTON, PA 18966	27-1738440	501(C) (3)	10,000.				GENERAL SUPPORT
<u>PHILLIPSBURG POLICE DEPT</u> <u>675 CORLISS AVEN.</u> PHILLIPSBURG, NJ 08865	22-62211	501(C) (3)	10,000.				GENERAL SUPPORT
<u>PIONEER HUMANE SOCIETY</u> <u>PO BOX 1876</u> PENDLETON, OR 97801	93-0845104	501(C) (3)	25,000.				GENERAL SUPPORT
<u>PIT_BULL RESCUE SAN DIEGO</u> <u>6755 MIRA MESA BLVD.</u> SAN DIEGO, CA 92121	45-3746557	501(C) (3)	5,917.				GENERAL SUPPORT
<u>PITTER_PATTER_ANIMAL RESCUE</u> <u>220 E LAKE CT</u> SILVER LAKE, WI 53170	45-1653283	501(C) (3)	11,000.	236. FMV	MERCHANDISE		GENERAL SUPPORT
<u>PLANNED PETHOOD, INC</u> <u>PO BOX 350908</u> TOLEDO, OH 43615	34-1312028	501(C) (3)	8,719.				GENERAL SUPPORT
<u>POODLE RESCUE OF NEW ENGLAND</u> <u>32 JANE BAR CIR</u> FRAMINGHAM, MA 01701	04-3477906	501(C) (3)	12,631.				GENERAL SUPPORT
<u>POTTER LEAGUE FOR ANIMALS</u> <u>PO BOX 412</u> NEWPORT, RI 02840	05-0301553	501(C) (3)	5,927.				GENERAL SUPPORT

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POUND ANIMAL WELFARE SOCIETY --- P.O. BOX 149 --- MONTCLAIR, NJ 07042	22-2133963	501(C) (3)	4,120.	2,140.	FMV	MERCHANDISE	GENERAL SUPPORT	33-0845930
PRANCING PAWS ANIMAL RESCUE --- 11820 E EASTILE RD --- PHILADELPHIA, PA 19154	26-4258671	501(C) (3)	9,240.	1,115.	FMV	MERCHANDISE	GENERAL SUPPORT	
PRECIOUS PURRS & PAWS INC --- PO BOX 552 --- ARK, VA 23003	05-0554215	501(C) (3)	15,378.				GENERAL SUPPORT	
PREMIER CATS AND KITTENS --- 6952 PLEASANTS VALLEY RD --- VACAVILLE, CA 95688	27-0486933	501(C) (3)		6,498.	742.	FMV	MERCHANDISE	
PRINCE WILLIAM SPCA --- PO BOX 6631 --- WOODBRIDGE, VA 22195	20-1399213	501(C) (3)		6,691.			GENERAL SUPPORT	
PROMOTION OF ANIMAL WELFARE S --- P.O. BOX 5715 --- OROVILLE, CA 95966	68-0193922	501(C) (3)		15,000.			GENERAL SUPPORT	
PROTECTORS OF ANIMALS INC --- P.O. BOX 24 --- SOUTH GLASTONBURY, CT 06073	06-0959891	501(C) (3)		24,722.			GENERAL SUPPORT	
PROVERBS 12:10 ANIMAL --- PO BOX 279 --- BURNS, TN 37029	06-1792932	501(C) (3)		9,668.			GENERAL SUPPORT	
PROVIDING ANIMALS WITH SUPPORT --- P.O. BOX 910805 --- ST. GEORGE, UT 84791	48-1288881	501(C) (3)		11,665.			GENERAL SUPPORT	
PIG HUGS INC --- 1729 WALNUT ST --- SOUTH MILWAUKEE, WI 53172	57-1231310	501(C) (3)		6,112.			GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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PUPPY_POWER_RESCUE_110_EAST_X_STREET_BELLE_CHASSE_LA_70037	45-1678062	501(C) (3)	14,247.				GENERAL SUPPORT	33-0845930
PUPS RESCUE_3869_STIVANA_IN_STOCKTON_CA_95212	20-2926334	501(C) (3)		5,613.			GENERAL SUPPORT	
PUPS_WIPEOUT_PARTNERS_INC_39_WHARION_ST_WEST_HAVEN_CT_06516	30-0143519	501(C) (3)		8,917.			GENERAL SUPPORT	
PURR_WEST_VIRGINIA_INC_306_BEECH_ST_GRAFTON_WV_26354	26-3870281	501(C) (3)		6,272.			GENERAL SUPPORT	
PURRFECT_FIT_CAT_RESCUE_420_MCKINLEY_CORONA_CA_92879	27-0329882	501(C) (3)		22,443.	1,658.	FMV	MERCHANDISE	
PURRFECT_FRIENDS_CAT_RESCUE_7885_PINEMEADOW_LN_CINCINNATI_OH_45224	20-5305474	501(C) (3)		10,659.	175.	FMV	MERCHANDISE	
PURRFECT_PALS_230_MCRAE_RD_NE_ARLINGTON_WA_98223	94-3127448	501(C) (3)		34,609.	91.	FMV	MERCHANDISE	
PURRFECT_PAWS_RESCUE_230_N_NORWINDEN_DR_SPRINGFIELD_PA_19064	26-0123246	501(C) (3)		7,092.			GENERAL SUPPORT	
PURRS_NAPERVILLE_PO_BOX_4432_NAPERVILLE IL_60567	26-1441871	501(C) (3)		5,974.	45.	FMV	MERCHANDISE	
QUAD CITIES GREYHOUND ADOPTION_9525_NEW_LIBERTY_RD_MAYSVILLE_IA_52773	41-2230045	501(C) (3)		5,008.			GENERAL SUPPORT	
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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	Employer identification number
QUINCY HUMANE SOCIETY --- PO BOX 3173 QUINCY, IL 62305	37-6045284	501(C) (3)	11,286.				GENERAL SUPPORT	33-0845930
RABBIT & SMALL ANIMAL RESCUE --- 38473 MAES ST WESTLAND, MI 48186	33-1187986	501(C) (3)	6,140.				GENERAL SUPPORT	
RABBIT RESCUE --- P.O. BOX 40460 DOWNEY, CA 90241	33-0742169	501(C) (3)	10,584.	231. FMV	MERCHANDISE	GENERAL SUPPORT		
RACCOON VALLEY HUMANE SOCIETY --- PO BOX 38 BOONE, IA 50036	42-1409512	501(C) (3)	12,313.				GENERAL SUPPORT	
RAINBOW ANIMAL REFUGE INC --- PO BOX 16045 LINDORA, PA 16045	25-1778787	501(C) (3)	4,682.	2,127. FMV	MERCHANDISE	GENERAL SUPPORT		
RAINBOW FRIENDS ANIMAL SANCTU --- PO BOX 1259 KURTSTOWN, HI 96760	99-0353068	501(C) (3)	53,600.				GENERAL SUPPORT	
RANCHO COASTAL HUMANE SOCIETY --- 389 REQUEZA ST ENCINITAS, CA 92024	95-2151583	501(C) (3)	35,089.				GENERAL SUPPORT	
RESCUE ANIMALS IN NEED (RAIN) --- PO BOX 60935 FT. MYERS, FL 33906	27-3685728	501(C) (3)	4,276.	1,274. FMV	MERCHANDISE	GENERAL SUPPORT		
RESCUE HOUSE --- PO BOX 231336 ENCINITAS, CA 92033	77-0503065	501(C) (3)	62,519.	6,804. FMV	MERCHANDISE	GENERAL SUPPORT		
RESCUE LINK --- PO BOX 465 LONG BEACH, NY 11561	26-2694976	501(C) (3)	6,194.				GENERAL SUPPORT	Schedule I Cont (Form 990) 2012

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<u>RESCUE K9-1-14 INC</u> P.O. BOX 862 CAMP HILL, AL 36850		63-1253858 501(C) (3)		9,590.				33-0845930
<u>RESCUED PAWS</u> 1105-D FIFTEENTH AVE, #118 LONGVIEW, WA 98632	20-8017784	501(C) (3)		5,068.				
<u>RESCUED PETS ARE WONDERFUL</u> 11021 JEFFERSON ST. BLAINE, MN 55434	20-1246949	501(C) (3)		4,833.				
<u>RESOURCE CENTER OF DALLAS</u> P.O. BOX 19089 DALLAS, TX 75219	75-1892059	501(C) (3)		7,228.				
<u>RESPONSIBLE SOLUTIONS FOR YAL</u> PO BOX 335 EASTPORT, NY 11941	11-3306336	501(C) (3)		5,483.				
<u>RETAILS, INC.</u> PO BOX 482 GREENFIELD, IN 46140	27-1702966	501(C) (3)		10,889.				
<u>RICHARDSON ANIMALUV, INC.</u> 416 RIDGE CREST DR RICHARDSON, TX 75080	30-0353217	501(C) (3)		5,372.				
<u>RICHMOND SOCIETY FOR THE PREY</u> 2519 HERMITAGE RD RICHMOND, VA 23220	54-0506328	501(C) (3)		18,493.				
<u>RIEDEL & CODY FUND</u> PO BOX 320037 FAIRFIELD, CT 06435	27-2632175	501(C) (3)		57,500.				
<u>RIVER CITY CAT RESCUE</u> PO BOX 41326 SACRAMENTO, CA 95841	56-2631266	501(C) (3)		6,268.				
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<u>ROCK & RWHITE</u> <u>455 W. 37TH ST.</u> <u>STE 2202</u> <u>--</u> <u>NEW YORK, NY 10018</u>	45-4146647	501(C) (3)	5,430.				
<u>ROGUE VALLEY HUMANE SOCIETY</u> <u>P.O. BOX 951</u> <u>GRANTS PASS, OR 97528</u>	93-0558872	501(C) (3)	8,168.				
<u>RONALD McDONALD HOUSE OF NEW</u> <u>406 E. 73RD ST.</u> <u>--</u> <u>NEW YORK, NY 10021</u>	13-2933654	501(C) (3)	7,500.				
<u>RUFF HOUSE RESCUE</u> <u>PO BOX 365</u> <u>OCEANSIDE, NY 11572</u>	27-0964354	501(C) (3)	5,484.				
<u>RUFF LOVE FOSTER CARE AND DOG</u> <u>PO BOX 2013</u> <u>THOMASVILLE, NC 27361</u>	56-2269901	501(C) (3)	15,000.				
<u>RUFF ROAD RESCUE NEW ENGLAND</u> <u>22 BURNHAM AVE</u> <u>NASHUA, NH 03064</u>	27-4231984	501(C) (3)	6,245.				
<u>S.P.C.A. INC.</u> <u>5850 BRANNEN RD S.</u> <u>LAKELAND, FL 33813</u>	59-1939655	501(C) (3)	11,377.				
<u>S.T.A.R.T.</u> <u>PO BOX 1098</u> <u>LITTLE FALLS, NJ 07424</u>	52-1765363	501(C) (3)	10,246.				
<u>SACRAMENTO SPCA</u> <u>6201 FLORIN PERKINS RD</u> <u>SACRAMENTO, CA 95828</u>	94-1312343	501(C) (3)	80,640.				
<u>SAFE ANIMAL RESCUE</u> <u>2060-D AVE DE LOS ARBOLES, #1</u> <u>THOUSAND OAKS, CA 91362</u>	26-0387784	501(C) (3)	5,330.				

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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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<u>SAFE CAT FOUNDATION</u> <u>318 SHAYANO WAY</u> <u>SAN RAMON, CA 94583</u>		26-1921600 501(C) (3)					GENERAL SUPPORT
<u>SAFE HAVEN FOR CATS</u> <u>8431-137 GARVEY DR</u> <u>RALEIGH, NC 27616</u>		56-1916620 501(C) (3)		10,805.			GENERAL SUPPORT
<u>SAN DIEGO HOUSE RABBIT SOCIET</u> <u>7445 ANDASOL STREET</u> <u>SAN DIEGO, CA 92126</u>		65-1262427 501(C) (3)		6,918.	154.	FMV	MERCHANDISE
<u>SAN DIEGO HUMANE SOCIETY</u> <u>5500 GAINES ST</u> <u>SAN DIEGO, CA 92110</u>		95-1661688 501(C) (3)		284,893.	873.	FMV	MERCHANDISE
<u>SANCTUARY AT HAAFSVILLE</u> <u>PO BOX 921</u> <u>FOGELSVILLE, PA 18051</u>		27-2756157 501(C) (3)		9,862.	331.	FMV	MERCHANDISE
<u>SANTA BARBARA COUNTY ANIMAL C</u> <u>PO BOX 86</u> <u>GOLETA, CA 93116</u>		68-0498930 501(C) (3)			10,546.		GENERAL SUPPORT
<u>SATO PROJECT</u> <u>136 NELSON ST.</u> <u>BROOKLYN, NY 11231</u>		45-3743534 501(C) (3)		20,000.			GENERAL SUPPORT
<u>SAVE A DOG, INC.</u> <u>604 BOSTON POST RD.</u> <u>SUDSBURY, MA 01776</u>		04-3476937 501(C) (3)		13,450.			GENERAL SUPPORT
<u>SAVE A PET FLORIDA, INC.</u> <u>PO BOX 2444</u> <u>PALM BEACH, FL 33480</u>		59-2425726 501(C) (3)		6,187.	1,320.	FMV	MERCHANDISE
<u>SAVE A PET SOCIETY, INC.</u> <u>100 PECK ST</u> <u>SEEKONK, MA 02771</u>		04-3055906 501(C) (3)		5,479.			GENERAL SUPPORT

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(a) Name and address of organization or government

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<u>SAVE OUR STRAYS, INC.</u> <u>99736 SOUTH 4484 RD</u> <u>GORE, OK 74435</u>	43-1819182	501(C) (3) 26,000.				GENERAL SUPPORT
<u>SAVE THE ANIMALS RESCUE SOCIE</u> <u>5298 HENDERSON RD</u> <u>HEPHZIBAH, GA 30815</u>	20-0432853	501(C) (3) 5,578.				GENERAL SUPPORT
<u>SAVE-A-PET ANIMAL RESCUE INC.</u> <u>608 ROUTE 112</u> <u>PORT JEFFERSON, NY 11776</u>	11-3260202	501(C) (3) 5,494.		1,311. FMV	MERCHANDISE	GENERAL SUPPORT
<u>SAVES, INC.</u> <u>40 HARBOR VIEW AVE</u> <u>MATTITUCK, NY 11952</u>	11-3291232	501(C) (3) 7,715.				GENERAL SUPPORT
<u>SAVING_PETS_ONE_AT_A_TIME</u> <u>2530 VISTA WAY</u> <u>OCEANSIDE, CA 92054</u>	27-2774363	501(C) (3) 10,935.				GENERAL SUPPORT
<u>SEAN CASEY ANIMAL RESCUE</u> <u>153 EAST 3RD ST</u> <u>BROOKLYN, NY 11218</u>	35-2244558	501(C) (3) 7,888.				GENERAL SUPPORT
<u>SEATTLE PERSIAN AND HIMALAYAN</u> <u>2018 E REPUBLICAN ST</u> <u>SEATTLE, WA 98112</u>	27-0766403	501(C) (3) 8,429.				GENERAL SUPPORT
<u>SECOND CHANCE ANIMAL RESCUE</u> <u>8123 TERRACEVIEW LN N</u> <u>MAPLE GROVE, MN 55311</u>	66-0585342	501(C) (3) 5,400.				GENERAL SUPPORT
<u>SECOND CHANCE ANIMAL SHELTER</u> <u>P.O. BOX 136</u> <u>EAST BROOKFIELD, MA 01515</u>	04-3490671	501(C) (3) 49,781.				GENERAL SUPPORT
<u>SECOND CHANCE COMPANION</u> <u>PO BOX 2343</u> <u>BATTLE GROUND, WA 98604</u>	91-1639509	501(C) (3) 10,000.				GENERAL SUPPORT

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<u>SECOND CHANCE FOR ANIMALS INC</u> P.O. BOX 5172 SOMERSET, NJ 08875	22-3620633	501(C) (3)	11,042.				GENERAL SUPPORT
<u>SECOND CHANCE PET ADOPTIONS</u> PO BOX 11410 WESTMINSTER, CA 92683	33-0951871	501(C) (3)		5,836.			GENERAL SUPPORT
<u>SECOND CHANCE RESCUE</u> 2435 C ST SAN DIEGO, CA 92102	26-3642128	501(C) (3)		7,392.			GENERAL SUPPORT
<u>SECOND CHANCE SHELTER FOR CAT</u> 10 VARNEY ST JAMAICA PLAIN, MA 02130	04-3554126	501(C) (3)		11,655.	673. FMV	MERCHANDISE	GENERAL SUPPORT
<u>SECOND HARVEST FOOD BANK OF NC</u> 500 B SPRAITT ST CHARLOTTE, NC 28206	56-1352593	501(C) (3)		10,467.			GENERAL SUPPORT
<u>SEEING EYE</u> PO BOX 375 MORRISTOWN, NJ 07963	22-1539721	501(C) (3)					GENERAL SUPPORT
<u>SEER FARMS INC</u> 472 WEST VETERANS HIGHWAY JACKSON, NJ 08527	80-0253767	501(C) (3)		15,000.			GENERAL SUPPORT
<u>SENIOR DOGS 4 SENIORS</u> 1109 BABLER FOREST CT CHESTERFIELD, MO 63005	26-0518780	501(C) (3)		10,000.			GENERAL SUPPORT
<u>SERENITY PLACE RESCUE</u> 6520 PLATT AVE WEST HILLS, CA 91307	81-0645490	501(C) (3)		5,947.	1,829. FMV	MERCHANDISE	GENERAL SUPPORT
<u>SHELTER HEARTS</u> P O BOX 1453 BOWIE, TX 76230	27-0554688	501(C) (3)		7,235.	51. FMV	MERCHANDISE	GENERAL SUPPORT

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SHELTER OUTREACH SERVICES ----- 78 DODGE RD. ITHACA, NY 14850	06-1697719	501 (C) (3)		23,200.			GENERAL SUPPORT	33-0845930
SHELTER PET PARTNERS ----- P.O. BOX 2054 EL CAJON, CA 92021	25-1902131	501 (C) (3)		4,468.			GENERAL SUPPORT	
SHEWANOAH VALLEY SPAY AND NE ----- 910 N. LIBERTY ST. HARRISONBURG, VA 22802	20-8358468	501 (C) (3)		30,872.			GENERAL SUPPORT	
SIOUXLAND HUMANE SOCIETY ----- 1015 TRIVIEW AVE SIOUX CITY, IA 51103	42-6000336	501 (C) (3)		5,896.			GENERAL SUPPORT	
SIT STAY READ INC ----- 3425 N. MILWAUKEE AVE. CHICAGO, IL 60641	20-0151074	501 (C) (3)		10,000.			GENERAL SUPPORT	
SMALL MIRACLES CAT RESCUE ----- 9263 OLD MILL RD ELLICOTT CITY, MD 21042	20-4323931	501 (C) (3)		5,708.			GENERAL SUPPORT	
SNAP ----- PO BOX 70286 HOUSTON, TX 77270	76-0608925	501 (C) (3)		15,679.			GENERAL SUPPORT	
SOCIAL TEES ANIMAL RESCUE FOU ----- 325 E. 5TH STREET NEW YORK, NY 10003	06-1818756	501 (C) (3)		11,863.			GENERAL SUPPORT	
SOLANO COUNTY FRIENDS OF ANIM ----- PO BOX 235 BENICIA, CA 94510	68-0191638	501 (C) (3)		5,831.			GENERAL SUPPORT	
SOUTH COUNTY CATS ----- 26828 MARPLE VALLEY BLK DIAMO MAPLE VALLEY, WA 98038	20-5278961	501 (C) (3)		13,832.			GENERAL SUPPORT	

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SOUTH LAKE ANIMAL LEAGUE INC PO BOX 121504 CLERMONT, FL 34712	59-2949848	501(C) (3)	49,424.				GENERAL SUPPORT	33-0845930
SOUTH SUBURBAN HUMANE SOCIETY PO BOX 744 CHICAGO HEIGHTS, IL 60412	23-7165004	501(C) (3)	16,410.				GENERAL SUPPORT	
SOUTHEASTERN GUIDE DOGS 4210 77TH ST E PALMETTO, FL 34221	59-2252352	501(C) (3)	15,000.				GENERAL SUPPORT	
SOUTHERN TIER AIDS PROGRAM, INC 122 BALDWIN ST JOHNSON CITY, NY 13790	16-1290951	501(C) (3)	7,500.				GENERAL SUPPORT	
SOUTHWESTON CARE CENTER 45 MERIDEN AVE SOUTHWINDON, CT 06489	22-2635676	501(C) (3)	10,000.				GENERAL SUPPORT	
SPAY & NEUTER INTERMOUNTAIN PET PO BOX 223 MCARTHUR, CA 96056	20-7288696	501(C) (3)	16,250.				GENERAL SUPPORT	
SPAY AND SAVE, INC PO BOX 122 LAFAYETTE HILL, PA 19444	22-2437502	501(C) (3)	111,646.	119. FMV	MERCHANDISE	GENERAL SUPPORT		
SPAY AND STAY P.O. BOX 145 GRAYSLAKE, IL 60030	03-0480364	501(C) (3)	7,601.				GENERAL SUPPORT	
SPAY FIRST, INC 7949 S. 135 SERVICE RD. OKLAHOMA CITY, OK 73149	27-4259397	501(C) (3)	50,000.				GENERAL SUPPORT	
SPAY NEUTER IDAHO PETS INC 1077 S GARDEN PL BOISE, ID 83705	26-2679583	501(C) (3)	18,279.				GENERAL SUPPORT	
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<u>SPAY THE STRAYS INC</u> PO BOX 700112 SAINT CLOUD, FL 34770	20-4735793	501(C) (3)	19,957.				GENERAL SUPPORT
<u>SPAY INC</u> P.O. BOX 746 BROWNSVILLE, OR 97327	71-0904428	501(C) (3)	10,000.				GENERAL SUPPORT
<u>SPAYMART</u> 28060 RD 215 PICAYUNE, MS 39466	72-1418016	501(C) (3)	14,988.				GENERAL SUPPORT
<u>SPCA OF CENTRAL FLORIDA</u> 2727 CONROY ROAD ORLANDO, FL 32839	59-0637883	501(C) (3)	10,092.				GENERAL SUPPORT
<u>SPCA OF CONNECTICUT INC</u> 359 SPRING HILL RD MONROE, CT 06468	16-1626329	501(C) (3)	5,000.				GENERAL SUPPORT
<u>SPCA OF FREDERICKSBURG</u> 10819 COURTHOUSE RD FREDERICKSBURG, VA 22408	54-0648185	501(C) (3)	11,769.				GENERAL SUPPORT
<u>SPCA OF TEXAS</u> 362 S. INDUSTRIAL BLVD. DALLAS, TX 75207	75-1216660	501(C) (3)	7,500.				GENERAL SUPPORT
<u>SPCA SAN PATRICK COUNTY</u> PO BOX 1693 ARANSAS PASS, TX 78335	56-2598436	501(C) (3)	20,000.				GENERAL SUPPORT
<u>SPCA SUNCOAST</u> 7734 CONGRESS ST NEW PORT RICHEY, FL 34653	59-1144139	501(C) (3)	21,278.	300.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>SPCALA</u> 5026 W. JEFFERSON BLVD LOS ANGELES, CA 90016	95-1738153	501(C) (3)	11,569.				GENERAL SUPPORT

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SPOKANE HUMANE SOCIETY P.O. BOX 6247 SPOKANE, WA 99217	91-0565011	501(C) (3)		11,020.			GENERAL SUPPORT	33-0845930
SPOKANIMAL CARE PO BOX 3151 SPOKANE, WA 99220	91-1223929	501(C) (3)		7,043.			GENERAL SUPPORT	
ST ANIMAL PET ADOPTION 3585 WESTRIDGE LN ST ANN, MO 63074	38-3846461	501(C) (3)		5,014.			GENERAL SUPPORT	
ST LOUIS PET RESCUE 620 HAWKINS RD FENTON, MO 63026	27-0822372	501(C) (3)		6,799.			GENERAL SUPPORT	
ST LOUIS SENIOR DOG PROJECT 7488 RIVERMONT TRAIL HOUSE SPRINGS, MO 63051	01-0584486	501(C) (3)		14,514.			GENERAL SUPPORT	
ST FRANCIS HUMANE ASSOCIATION P.O. BOX 73622 RICHMOND, VA 23235	54-1713106	501(C) (3)	4,553.	11,608.	FMV	MERCHANDISE	GENERAL SUPPORT	
STATEN ISLAND HOPE ANIMAL RES PO BOX 30351 STATEN ISLAND, NY 10303	27-2122819	501(C) (3)	5,098.	1,321.	FMV	MERCHANDISE	GENERAL SUPPORT	
STRAY RESCUE OF ST LOUIS 1463 S 18TH ST ST LOUIS, MO 63104	43-1823801	501(C) (3)		20,361.			GENERAL SUPPORT	
STYME CANINE CANCER FOUNDATI 3031 S JERICHO WY AURORA, CO 80046	27-4739206	501(C) (3)		50,000.			GENERAL SUPPORT	
SUMMER SPAY NEUTER ALLIANCE PO BOX 1834 GALLATIN, TN 37066	26-4175450	501(C) (3)		9,674.			GENERAL SUPPORT	
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THE PETCO FOUNDATION

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	Employer identification number
SUN_PETS_-----								33-0845930
307_MAIN_STREET_-----								
WATSONTOWN, PA 17777	27-1814860	501(C) (3)		13,500.				
SUNTREE_VIERRA_PET_RESCUE_-----								
PO BOX 410123_-----								
MELBOURNE, FL 32941	76-0740027	501(C) (3)		25,589.				
SWEET_PAWS_RESUCE_-----								
159_DODGE_RD_-----								
BROWLEY, MA 01969	27-4638058	501(C) (3)		6,191.				
SWEET_BEA_FRIENDS_OF_RUTLAND_-----								
PO BOX 897_-----								
RUTLAND, MA 01543	04-3550699	501(C) (3)		5,822.				
T_RUSSELL_RELIZ_ANIMAL_SHELTER_-----								
605_LEVEE_DRIVE_-----								
MANHATTAN, KS 66502	48-6023836	501(C) (3)		29,175.				
FABBY_TOWN_USA_-----								
S_1695_B_STENSJEN_LANE_-----								
WESTBY, WI 54667	80-0102266	501(C) (3)		12,232.				
TALL_WAGGER_S_1990_-----								
27959_OAKLEY_ST_-----								
ALEXANDRIA, VA 22314	27-2932777	501(C) (3)		22,080.				
LIVONIA, MI 48154								
TAILS_HIGH_INC_-----								
1299A_QUAKER_HILL_DR_-----								
ALEXANDRIA, VA 22314	27-1094074	501(C) (3)		12,929.				
TAILS_HUMANE_SOCIETY_-----								
2250_BARBER_GREENE_RD_-----								
DERALB, IL 60115	36-4334785	501(C) (3)		122,075.				
TAILS_INC_-----								
P_O_BOX_2277_-----								
WESTPORT, CT 06880	06-1616864	501(C) (3)		7,013.				

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2012

► Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II and Part III.

Name of the organization

THE PETCO FOUNDATION

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Employer identification number

33-0845930

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
<u>TAILS OF HOPE</u> <u>479 CENTRAL AVE.</u> <u>HIGHLAND PARK, IL 60035</u>	16-1622433	501(C) (3)	11,569.				GENERAL SUPPORT
<u>TAILS OF THE CITY ANIMAL RESC</u> <u>2539 7TH AVENUE</u> <u>LOS ANGELES, CA 90018</u>	80-025249	501(C) (3)	8,875.				GENERAL SUPPORT
<u>TAMA COUNTY HUMANE SOCIETY</u> <u>1406 E. 5TH ST.</u> <u>TAMA, IA 52339</u>	42-1476739	501(C) (3)	6,000.				GENERAL SUPPORT
<u>TANYA'S ADOPTION NETWORK 4 YO</u> <u>P.O. BOX 290254</u> <u>PHELAN, CA 92329</u>	20-2829665	501(C) (3)	8,311.	12.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>TAVI & FRIENDS</u> <u>P.O. BOX 09-0325</u> <u>BROOKLYN, NY 11209</u>	26-2127843	501(C) (3)	15,102.	1,556.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>TENESSEE HUMANE ANIMAL LEAGUE</u> <u>5975 DAYTON BLVD</u> <u>CHATTANOOGA, TN 37415</u>	58-1576912	501(C) (3)	22,333.	27.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>TEXAS HEARING & SERVICE DOGS</u> <u>4803 RUTHERFORD</u> <u>AUSTIN, TX 78749</u>	76-0260567	501(C) (3)	32,500.				GENERAL SUPPORT
<u>THE OREGON CAT</u> <u>342 B AVENUE</u> <u>LAKE OSWEGO, OR 97034</u>	27-1277125	501(C) (3)	55,404.	2,768.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>THE PET PROJECT INC</u> <u>1164 E. OAKLAND PARK BLVD., STE</u> <u>OAKLAND PARK, FL 33334</u>	37-1440098	501(C) (3)	57,500.	770.	FMV	MERCHANDISE	GENERAL SUPPORT
<u>THESE LEFT BEHIND FOUNDATION</u> <u>8370 W. CHEYENNE AVE., STE 109</u> <u>LAS VEGAS, NV 89129</u>	27-2365618	501(C) (3)	6,653.	438.	FMV	MERCHANDISE	GENERAL SUPPORT

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- Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

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Name of the organization

THE PETCO FOUNDATION

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	Employer identification number
TIME IS NOW TO HELP ----- 101 BROAD ST, STE C3 ----- LAKE GENEVA, WI 53147								33-0845930
TINY PAWS KITTEN RESCUE INC 4000 W 15TH STREET ----- STILLWATER, OK 74074	36-3641124	501(C) (3)	6,052.					GENERAL SUPPORT
TOBY PROJECT (THE) 220 W. 72ND STREET ----- NEW YORK, NY 10023	20-2636365	501(C) (3)		17,306.				GENERAL SUPPORT
TOWN CATS ----- PO BOX 1828 ----- MORGAN HILL, CA 95038	20-3121796	501(C) (3)		5,200.				GENERAL SUPPORT
TOWN OF HICKORY CREEK ANIMAL ----- 1075 RONALD REAGAN AVE ----- HICKORY CREEK, TX 75065	31-1580952	501(C) (3)		5,068.		66. FMV	MERCHANDISE	GENERAL SUPPORT
TRI-CITY ANIMAL SANCTUARY ----- PO BOX 194 ----- SOMERSET, TX 78065	75-1668276	501(C) (3)		25,189.				GENERAL SUPPORT
UNITED COALITION FOR ANIMALS ----- 1230 W. EIGHTH ST. ----- CINCINNATI, OH 45203	42-1589520	501(C) (3)		15,000.				GENERAL SUPPORT
UNITED STATES WAR DOGS ASSOC ----- 2310 SAN PABLO AVE, STE. 205 ----- PINOLE, CA 94564	30-0024366	501(C) (3)		8,965.				GENERAL SUPPORT
UNIVERSITY OF FLORIDA FOUNDAT ----- P.O. BOX 14425 ----- GAINESVILLE, FL 32604	27-3837810	501(C) (3)		45,000.				GENERAL SUPPORT
UP2U DOG RESCUE ----- P.O. BOX 7862 ----- COVINGTON, WA 98042	59-0974739	501(C) (3)		14,763.				GENERAL SUPPORT
	45-3049613	501(C) (3)		5,655.		437. FMV	MERCHANDISE	Schedule I Cont (Form 990) 2012

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Name of the organization

THE PETCO FOUNDATION

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
US MILITARY_K-9 FUND PO BOX 842248 HOUSTON, TX 77284	80-1476882	501(C) (3)	45,384.				GENERAL SUPPORT
UTAH ANIMAL ADOPTION CENTER 1955 N. REDWOOD ROAD SALT LAKE CITY, UT 84116	94-2950501	501(C) (3)	19,486.		167.	FMV	MERCHANDISE
VENICE CAT COALITION KEY WEST 1131 COLUMBINE RD VENICE, FL 34293	26-3193138	501(C) (3)	5,332.		336.	FMV	MERCHANDISE
VERNON_A_TAIL_ANIMAL_ADOPT PO BOX 591 WESTBROOK, CT 06498	06-1364861	501(C) (3)	11,684.				GENERAL SUPPORT
VESTED_INTEREST_IN_RS,_INC 22 MILL ST BERKLEY, MA 02779	27-0872182	501(C) (3)	6,277.		282.	FMV	MERCHANDISE
VOICELESS MI PO BOX 730 CHARLOTTE, MI 48813	27-0725920	501(C) (3)	17,010.				GENERAL SUPPORT
VOLUNTEERS_OF_MUSKEGON_COUNTY 3840 EASTBROOK DR MUSKEGON, MI 49444	38-3590598	501(C) (3)	14,574.				GENERAL SUPPORT
WAGGING HEARTS,_INC 1943 W. DURHAM COURT ROUND LAKE, IL 60073	22-3897468	501(C) (3)	5,205.				GENERAL SUPPORT
WAGS AND WHISKERS RESCUE 1700 MCHENRY AVE - STE_65B #15 MODESTO, CA 95350	45-4319978	501(C) (3)	10,613.				GENERAL SUPPORT
WAGS STRAY ANIMAL FOUNDATION PO BOX 97 FORTVILLE, IN 46040	52-2367134	501(C) (3)	8,630.				GENERAL SUPPORT

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Continuation Sheet for Schedule I (Form 990)

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► Attach to Form 990 to list additional information for

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Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

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
WAKE COUNTY ANIMAL CENTER ----- 820 BEACON LAKE DR ----- RALEIGH, NC 27610		56-6000347 501(C) (3)	15,621.				GENERAL SUPPORT
WALLY'S FRIENDS ----- PO BOX 16100 ----- CHATTANOOGA, TN 37416		20-2623401 501(C) (3)	11,190.				GENERAL SUPPORT
WASHINGTON COUNTY HUMANE SOCIE----- 3650 HWY 60 ----- SLINGER, WI 53086		23-7009054 501(C) (3)	11,572.				GENERAL SUPPORT
WEBARK ESTATES ----- PO BOX 918 ----- MOUNDSVILLE, WV 26041		02-0644795 501(C) (3)	20,723.				GENERAL SUPPORT
WENATCHEE VALLEY HUMANE SOCIE----- 1474 S WENATCHEE AVE ----- WENATCHEE, WA 98801		91-0838299 501(C) (3)	25,471.	764.	FMV	MERCHANDISE	GENERAL SUPPORT
WEST COLUMBIA GORGE HUMANE SO----- PO BOX 270 ----- WASHOUGA, WA 98671		91-1634652 501(C) (3)	6,444.				GENERAL SUPPORT
WESTERN PA HUMANE SOCIETY ----- 1101 WESTERN AVE ----- PITTSBURGH, PA 15211		25-09655608 501(C) (3)	4,893.	144.	FMV	MERCHANDISE	GENERAL SUPPORT
WHARTON COUNTY SPOT ----- PO BOX 585 ----- WHARTON, TX 77488		26-2662985 501(C) (3)	6,747.				GENERAL SUPPORT
WHISKER RESCUE ----- 536 78TH AVE NE ----- SPRING LAKE PAR, MN 55432		20-8124133 501(C) (3)	9,740.	352.	FMV	MERCHANDISE	GENERAL SUPPORT
WHISKERS AND WAGS-4-ADOPTION ----- 730 ANNA PL ----- NORTH PLAINFIELD, NJ 07063		02-0722918 501(C) (3)	2,338.	4,220.	FMV	MERCHANDISE	GENERAL SUPPORT

Schedule I Cont (Form 990) 2012

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- Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

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Name of the organization

THE PETCO FOUNDATION

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	Employer identification number
<u>WHISKERS_TAILS_ & FERALS</u> <u>1370 TRANCAS ST STE 206</u> <u>NAPA, CA 94558</u>			68-0437611 501(C) (3)	13,647.			GENERAL SUPPORT	33-0845930
<u>WILLAMETTE HUMANE SOCIETY</u> <u>4245 TURNER RD SE</u> <u>SALEM, OR 97317</u>			93-0577975 501(C) (3)	5,037.			GENERAL SUPPORT	
<u>WISCONSIN HUMANE SOCIETY</u> <u>4500 WEST WISCONSIN AVE</u> <u>MILWAUKEE, WI 53208</u>			39-0810533 501(C) (3)	7,944.			GENERAL SUPPORT	
<u>WRIGHT-WAY RESCUE</u> <u>5612 NEWARK</u> <u>CHICAGO, IL 60631</u>			37-1489618 501(C) (3)	26,768.	1,144.	FMV	MERCHANDISE	
<u>YAKIMA VALLEY PET RESCUE AND</u> <u>P.O. BOX 944</u> <u>SELAH, WA 98907</u>			32-0063168 501(C) (3)	11,177.			GENERAL SUPPORT	
<u>YANKEE GOLDEN RETRIEVER RESCU</u> <u>PO BOX 808</u> <u>HUDSON, MA 01749</u>			04-2857191 501(C) (3)	26,532.			GENERAL SUPPORT	
<u>YAVAPAI HUMANE SOCIETY</u> <u>PO BOX 12</u> <u>PRESCOTT, AZ 86302</u>			86-0327745 501(C) (3)	6,725.			GENERAL SUPPORT	
<u>YOLO COUNTY SPCA</u> <u>P.O. BOX 510</u> <u>DAVIS, CA 95617</u>			94-2464798 501(C) (3)	5,346.			GENERAL SUPPORT	
<u>YORK COUNTY SPCA</u> <u>3159 SUSQUEHANNA TRAIL N.</u> <u>YORK, PA 17406</u>			23-1399588 501(C) (3)	5,104.			GENERAL SUPPORT	
<u>YOUNG AT HEART PET RESCUE</u> <u>P.O. BOX 1293</u> <u>PALATINE, IL 60078</u>			20-2476194 501(C) (3)	3,644.	1,394.	FMV	MERCHANDISE	GENERAL SUPPORT

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Schedule I Cont (Form 990) 2012

Continuation Sheet for Schedule I (Form 990)

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► Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Schedule I Cont (Form 990) 2012

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

Part I Questions Regarding Compensation

- 1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

First-class or charter travel
 Travel for companions
 Tax indemnification and gross-up payments
 Discretionary spending account

Housing allowance or residence for personal use
 Payments for business use of personal residence
 Health or social club dues or initiation fees
 Personal services (e.g., maid, chauffeur, chef)

	Yes	No
1 a		
1 b		
2		

- b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

- 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

- 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

Compensation committee
 Independent compensation consultant
 Form 990 of other organizations

Written employment contract
 Compensation survey or study
 Approval by the board or compensation committee

3		
4 a	X	
4 b	X	
4 c	X	
4		

- 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?.....
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?.....
c Participate in, or receive payment from, an equity-based compensation arrangement?.....

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

4 a	X
4 b	X
4 c	X

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

- 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?.....
b Any related organization?.....

If 'Yes' to line 5a or 5b, describe in Part III.

5 a	X
5 b	X

- 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?.....
b Any related organization?.....

If 'Yes' to line 6a or 6b, describe in Part III.

6 a	X
6 b	X

- 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III.....

7	X
8	X

- 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)?
If 'Yes,' describe in Part III.....

- 9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?.....

9	

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

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
PAUL JOLLY 1 EXECUTIVE DIREC	(i) 122,784. (ii) 0. (iii) 0.	(i) 42,467. (ii) 0. (iii) 0.	(i) 15,721. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 196,739. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
ELIZABETH ANN MARS 2 DIRECTOR - OPERATIONS & DEVELOPMENT	(i) 135,269. (ii) 0. (iii) 0.	(i) 34,111. (ii) 0. (iii) 0.	(i) 31,275. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
3	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
4	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
5	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
6	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
7	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
8	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
9	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
10	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
11	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
12	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
13	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
14	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
15	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.
16	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.	(i) 0. (ii) 0. (iii) 0.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction		(d) Corrected?
			Yes	No	
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958. ► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization. ► \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990-EZ, Page V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?	(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
						To	From	Yes	No	Yes	No
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											

Total. ► \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of Assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2012

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
(1) PETCO ANIMAL SUPPLIES	CURRNT OFFICER	1,352,722.	ADMIN AND PROMOTIONAL	X	
(2) PETCO ANIMAL SUPPLIES	CURRNT OFFICER	362,104.	MERCHANDISE TRANSFERS	X	
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No. 1545-0047

2012

Open To Public
Inspection

► Complete if the organizations answered 'Yes'
on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

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.....				
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 FOOD/SUPPL _____)...		1,099	362,104.	COST
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	

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

	Yes	No
30 a		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 non-standard contributions?

31	X
----	---

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32 a		X
------	--	---

b If 'Yes,' describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

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

Schedule M (Form 990) 2012

Part II Supplemental Information. Complete this part to 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 O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

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.

Open to Public
Inspection

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

FORM 990, PART VII

CHARLES PISCITELLO, KEVIN WHALEN, DAVE CARR, REG HOLDEN, LANCE SCHWIMMER, AND ELISABETH CHARLES ARE EMPLOYEES OF PETCO ANIMAL SUPPLIES, INC. WHO VOLUNTEER THEIR TIME TO SERVE ON THE BOARD OF THE PETCO FOUNDATION. THE FOUNDATION INCURS NO EXPENSE RELATED TO THE SALARIES PAID BY PETCO ANIMAL SUPPLIES, INC. AND THEREFORE NO COMPENSATION REPORTING FOR THESE INDIVIDUALS IS BEING INCLUDED ON THE PETCO FOUNDATION'S FORM 990 IN ACCORDANCE WITH THE "VOLUNTEER EXCEPTION."

PAUL JOLLY, EXECUTIVE DIRECTOR, DEVOTES 10 HOURS OF SERVICE TO PETCO ANIMAL SUPPLIES, INC. IN ADDITION TO HIS TIME DEVOTED TO THE PETCO FOUNDATION.

FORM 990, PART IX, LINES 6 AND 7, AND PART I, LINE 5

WAGES ARE PAID BY PETCO ANIMAL SUPPLIES, INC. AND REIMBURSED BY THE PETCO FOUNDATION.

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

APPLICATION FOR SUPPORT: ANIMAL WELFARE GROUPS ACROSS THE UNITED STATES CAN APPLY FOR SUPPORT THROUGH THE PETCO FOUNDATION. REQUESTS FOR SUPPORT MUST ADDRESS ONE OR MORE ASPECTS OF OUR 4 R'S. RESCUE, REDUCE, REHABILITATION, AND REJOICE. THESE REQUESTS MAY ALSO BE FOR EVENT SPONSORSHIP, SPECIAL PROGRAMS, OR PRODUCT DONATIONS.

ADOPTION OPTIONS: PETFINDER.COM AND THE PETCO FOUNDATION HAVE TEAMED UP TO PROVIDE NATIONALLY KNOWN EXPERTS ON INCREASING ADOPTIONS TO SPEAK TO LOCAL AUDIENCES AROUND THE COUNTRY AND AT A FRACTION OF THE PRICE THAT WOULD NORMALLY BE INCURRED IF ATTENDING A LARGE ANIMAL WELFARE CONFERENCE. ATTENDEES OF ADOPTION OPTIONS WORKSHOPS ARE TREATED TO 4 OR 5 SPEAKERS ON THOUGHT PROVOKING AND GROUNDBREAKING ANIMAL ADOPTION TOPICS, A VEGETARIAN BREAKFAST AND LUNCH, T-SHIRTS, PRIZES AND MORE.

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

ANIMAL SHELTERS IN PETCO STORES: THROUGH A UNIQUE PARTNERSHIP WITH PETCO ANIMAL SUPPLIES AND THE VARIOUS ANIMAL WELFARE GROUPS, THE PETCO FOUNDATION HAS CREATED SATELLITE ANIMAL SHELTER LOCATIONS WITHIN A LOCAL PETCO STORE. THESE MINI-SHELTERS ARE OPEN WHENEVER PETCO IS OPEN AND PROVIDE ACCESS TO ADOPTABLE DOGS, CATS AND OTHER SMALL ANIMALS BY A VERY DESIRABLE DEMOGRAPHIC OF POTENTIAL ANIMAL ADOPTERS.

DISASTER RELIEF ASSISTANCE: THE PETCO FOUNDATION RESPONDS TO DISASTERS AFFECTING ANIMALS AND THE PEOPLE WHO LOVE AND NEED THEM. DURING FIRES, FLOODS, EARTHQUAKES, HURRICANES, AND OTHER NATURAL DISASTERS THE PETCO FOUNDATION DIRECTS MONETARY AND PRODUCT DONATIONS TO WHERE THEY ARE NEEDED MOST THROUGH IDENTIFIED LEAD ANIMAL WELFARE AGENCIES IN THE AFFECTED AREAS.

WE ARE FAMILY TOO: THE PETCO FOUNDATION IS FUNDING LOCAL PROGRAMS THAT ADDRESS THE LOOMING DIFFICULT FINANCIAL CLIMATE WITH OUR "WE ARE FAMILY TOO" FUNDS. THIS IS IN RESPONSE TO THE INCREASE IN SURRENDERED ANIMALS BEING EXPERIENCED BY ANIMAL SHELTER DUE TO FORECLOSURES AND EVICTIONS. THE FOUNDATION IS PROVIDING SEED FUNDS TO PROGRAMS THAT HELP FAMILIES STAY TOGETHER WITH THEIR COMPANION ANIMALS DURING THESE HARD ECONOMIC TIMES.

MAKE A WISH PROGRAM: THE PETCO FOUNDATION HAS PARTNERED WITH THE MAKE A WISH ORGANIZATION TO ASSIST IN THE FULFILLMENT OF WISHES THAT INVOLVE COMPANION ANIMALS. WISH CHILDREN ARE TREATED TO A \$500 SHOPPING SPREE AT THE PETCO STORE OF THEIR CHOICE. PRODUCTS ARE SELECTED BY THE WISH CHILD OR BY THEIR REPRESENTATIVE WITH THE ASSISTANCE OF PETCO STORE PERSONNEL.

FOOD BANK PROGRAM: THE PETCO FOUNDATION PROVIDES COLLECTION BINS IN EVERY PETCO STORE

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS

AND THEY ARE PARTNERED WITH A LOCAL PET FOOD BANK. DONATED FOOD IS COLLECTED ON A REGULAR BASIS AND DISTRIBUTED THROUGH LOCAL PET FOOD DISTRIBUTION PROGRAMS. VARIOUS PROMOTIONS ARE RUN THOUGHOUT THE YEAR TO PROMOTE AND ENHANCE THIS ON-GOING PROGRAM.

FORM 990, PART VI, LINE 2 - BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECTORS, ETC.

THE FOLLOWING BOARD MEMBERS HAVE A BUSINESS RELATIONSHIP: CHARLES PISCITELLO, KEVIN WHALEN, DAVE CARR, REG HOLDEN, LANCE SCHWIMMER, AND ELISABETH CHARLES.

FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY

PETCO ANIMAL SUPPLIES, INC. HAS THE RIGHT TO APPOINT BOARD MEMBERS OF THE PETCO FOUNDATION.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

FORM 990 IS PREPARED BY AN OUTSIDE TAX PREPARER AND REVIEWED BY MANAGEMENT OF THE ORGANIZATION. PRIOR TO THE FILING OF THE FORM 990, A DRAFT COPY IS PRESENTED TO THE BOARD OF DIRECTORS FOR REVIEW.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE ORGANIZATION MONITORS ITS CONFLICT OF INTEREST POLICY BY HAVING ALL OFFICERS AND DIRECTORS COMPLETE ANNUAL CONFLICT OF INTEREST STATEMENTS. THESE ANNUAL DISCLOSURES ARE REVIEWED AND ADDRESSED BY THE BOARD'S GOVERNANCE COMMITTEE. IF IT IS DETERMINED THAT A CONFLICT OF INTEREST EXISTS, THAT INDIVIDUAL CANNOT PARTICIPATE IN THE DELIBERATIONS OR VOTE WITH RESPECT TO TRANSACTIONS RELATED TO THE CONFLICT.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO, TOP MANAGEMENT

THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS ANNUALLY REVIEWS THE COMPENSATION OF THE EXECUTIVE DIRECTOR AND THE SENIOR MANAGEMENT TEAM OF THE FOUNDATION. THE PROCESS INCLUDES THE FOLLOWING: 1) A REVIEW OF COMPARATIVE DATA FOR SALARIES OF EXECUTIVE DIRECTORS AND SENIOR MANAGER COMPENSATION GATHERED USING INDEPENDENT SALARY SURVEY DATA; 2) A REVIEW OF THE PERFORMANCE EVALUATION OF THE EXECUTIVE DIRECTOR AND SENIOR MANAGEMENT; 3) A DETERMINATION OF COMPENSATION WARRANTED AFTER

Name of the organization

THE PETCO FOUNDATION

Employer identification number

33-0845930

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO, TOP MANAGEMENT (CONTI

REVIEW AND DISCUSSION OF MATERIALS; AND PRESENTATION TO THE BOARD OF DIRECTORS FOR APPROVAL FOR THE EXECUTIVE DIRECTOR SALARY. NO PERSON WHOSE COMPENSATION IS REVIEWED UNDER THIS PROCESS HAS ANY VOTE REGARDING THE LEVEL OF COMPENSATION.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES

THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS ANNUALLY REVIEWS THE COMPENSATION OF THE EXECUTIVE DIRECTOR AND THE SENIOR MANAGEMENT TEAM OF THE FOUNDATION. THE PROCESS INCLUDES THE FOLLOWING: 1) A REVIEW OF COMPARATIVE DATA FOR SALARIES OF EXECUTIVE DIRECTORS AND SENIOR MANAGER COMPENSATION GATHERED USING INDEPENDENT SALARY SURVEY DATA; 2) A REVIEW OF THE PERFORMANCE EVALUATION OF THE EXECUTIVE DIRECTOR AND SENIOR MANAGEMENT; 3) A DETERMINATION OF COMPENSATION WARRANTED AFTER REVIEW AND DISCUSSION OF MATERIALS; AND PRESENTATION TO THE BOARD OF DIRECTORS FOR APPROVAL FOR THE EXECUTIVE DIRECTOR SALARY. NO PERSON WHOSE COMPENSATION IS REVIEWED UNDER THIS PROCESS HAS ANY VOTE REGARDING THE LEVEL OF COMPENSATION.

FORM 990 , PART VI, LINE 17 - LIST OF STATES WHICH THIS RETURN IS FILED

AL AZ AK CA CO CT DC FL GA HI IL IN KS KY ME MD MI MN MS MO NH NJ NM NY NC ND OH OK PA RI SC TN UT VT VA WA WV WI WY

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

SCHEDULE R
(Form 990)

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

Name of the organization

THE PETCO FOUNDATION

Related Organizations and Unrelated Partnerships

- Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37.
- Attach to Form 990. ► See separate instructions.

Open to Public Inspection

Employer identification number

33-0845930

Part I Identification of Disregarded Entities (Complete if the organization answered 'Yes' to 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
(1) _____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered 'Yes' to 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) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) _____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____

Part II Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?	(i) Code V-JB! amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp., S corp., or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?
(1) PETCO ANIMAL SUPPLIES STORES, _____ -- SAN DIEGO, CA 92121 -- 33-0479906	RETAIL SALE	DE	N/A	C-CORP	0.	0.		X
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____

Party Transactions With Related Organizations (Complete if the organization answered 'Yes' to 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?

- a Receipt of **(I)** interest **(II)** annuities **(III)** royalties or **(IV)** rent from a controlled entity.....
- b Gift, grant, or capital contribution to related organization(s).....
- c Gift, grant, or capital contribution from related organization(s).....
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s).....
- f Dividends from related organization(s)
- g Sale of assets to related organization(s).....
- h Purchase of assets from related organization(s).....
- i Exchange of assets with related organization(s).....
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses.....

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s).....

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 other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PETCO ANIMAL SUPPLIES STORES, INC.	C	362,104.COST	
(2) PETCO ANIMAL SUPPLIES STORES, INC.	P	1,352,722.COST	
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tioneate allocations? <input type="checkbox"/> Yes <input type="checkbox"/> No	(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner? <input type="checkbox"/> Yes <input type="checkbox"/> No	(k) Percentage ownership
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).