

A For the 2013 calendar year, or tax year beginning 07/01/13, and ending 06/30/14

B Check if applicable:	C Name of organization HUMANE SOCIETY OF SOUTHERN ARIZONA	D Employer identification number 86-0112798
<input type="checkbox"/> Address change	Doing Business As	E Telephone number 520-327-6088
<input type="checkbox"/> Name change	Number and street (or P.O. box if mail is not delivered to street address) Room/suite	
<input type="checkbox"/> Initial return	3450 N. KELVIN BLVD	G Gross receipts \$ 16,353,850
<input type="checkbox"/> Terminated	City or town, state or province, country, and ZIP or foreign postal code	
<input type="checkbox"/> Amended return	TUCSON AZ 85716	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<input type="checkbox"/> Application pending	F Name and address of principal officer: MAUREEN O'NELL 3450 N. KELVIN BLVD TUCSON AZ 85716	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: WWW.HSSAZ.ORG	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	L Year of formation: 1944	M State of legal domicile: AZ

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	17
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	160
	6 Total number of volunteers (estimate if necessary)	6	1008
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	3,231,343	4,302,231
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,546,915	1,341,982
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	495,016	380,908
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	297,996	292,611
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,571,270	6,317,732
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	3,284,979	3,297,201
	b Total fundraising expenses (Part IX, column (D), line 25) 711,107	40,000	100,500
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,877,198	2,132,208	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,202,177	5,529,909	
19 Revenue less expenses. Subtract line 18 from line 12	369,093	787,823	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	14,694,149	16,120,759
	22 Net assets or fund balances. Subtract line 21 from line 20	417,092	480,294
		14,277,057	15,640,465

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			
	MAUREEN O'NELL Type or print name and title	CEO			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JULIE S. KLEWER, CPA			<input type="checkbox"/>	P00343046
	Firm's name LUDWIG KLEWER & CO. PLLC	Firm's EIN 36-4538293			
Firm's address 4783 E CAMP LOWELL DR TUCSON, AZ 85712	Phone no. 520-545-0500				

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

Part III Statement of Program Service Accomplishments

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



1 Briefly describe the organization's mission:

SEE SCHEDULE O

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 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 \$ 2,617,146 including grants of \$) (Revenue \$ 504,357)

SHELTER OPERATIONS:

RECEIVING AND ADOPTIONS

AS THE TREND HAS HELD STEADY FOR THE LAST SEVERAL YEARS, APPROXIMATELY 32,000 PETS IN THE TUCSON METROPOLITAN AREA WERE HOMELESS. THE HUMANE SOCIETY OF SOUTHERN ARIZONA ACCEPTED 7,308 STRAY AND OWNER RELEASE PETS. OUR LOST AND FOUND PROGRAM HELPED REUNITE 313 PETS TO THEIR OWNERS AND 6,001 FOUND HOMES THROUGH OUR PLACEMENT MODEL. OUR FOSTER CARE PROGRAM PLACED 1,777 PETS THROUGHOUT THE YEAR. OUR LIVE RELEASE RATE (ADOPTABLE ANIMALS WHO FOUND HOMES) IN FYE 14 WAS 96.3%, THE HIGHEST OF ANY ORGANIZATION WITHIN ARIZONA. THIS WAS AN INCREASE FROM LAST YEAR'S LIVE RELEASE RATE OF 90.5%

4b (Code:) (Expenses \$ 291,574 including grants of \$) (Revenue \$ 45,820)

HUMANE EDUCATION AND CRUELTY PREVENTION:

THE HUMANE SOCIETY OF SOUTHERN ARIZONA'S HUMANE EDUCATION PROGRAMS GIVE PEOPLE OF ALL AGES AND BACKGROUNDS THE TOOLS TO MAKE INFORMED DECISIONS ABOUT THE APPROPRIATE CARE AND TREATMENT OF ANIMALS. IN FYE 14 OUR HUMANE EDUCATION PROGRAM REACHED APPROXIMATELY 3450 CHILDREN THROUGH EDUCATIONAL PRESENTATIONS AND APPROXIMATELY 6000 MORE THROUGH OUR ATTENDANCE OF NUMEROUS COMMUNITY OUTREACH FAIRS AND FESTIVALS.

-115 EDUCATIONAL PRESENTATIONS TO SCHOOL AND YOUTH GROUPS WHICH INCLUDE HSSA SHELTER TOURS AND COMMUNITY SERVICE PRESENTATIONS FOR CHILDREN GRADES 3-12.

4c (Code:) (Expenses \$ 1,691,140 including grants of \$) (Revenue \$ 782,942)

SPAY AND NEUTER CLINIC:

THE MOST DIRECT WAY TO PREVENT THE HOMELESSNESS AND SUFFERING OF THE PETS IN OUR COMMUNITY IS TO PREVENT PET OVERPOPULATION. THE HUMANE SOCIETY OF SOUTHERN ARIZONA'S SPAY AND NEUTER CLINIC PERFORMS LOW COST AND GRANT FUNDED SPAY AND NEUTER SURGERIES FOR THE PUBLIC AND RESCUE GROUPS IN SOUTHERN ARIZONA, AS WELL AS SPAY AND NEUTER SURGERIES, SPECIAL SURGERIES - SOME OF WHICH ARE LIFE-SAVING - FOR HSSA SHELTERED ANIMALS. IN FYE 13/14, VETERINARIANS AT HSSA PERFORMED A TOTAL OF 5,426 CAT SPAY/NEUTER SURGERIES, 5,111 DOG SPAY/NEUTER SURGERIES, ALONG WITH 863 OTHER SURGICAL PROCEDURES FOR A TOTAL OF 11,400 SURGERIES. THE TOTAL NUMBER OF PETS SEEN FOR PREVENTATIVE SERVICES SUCH AS VACCINATIONS, FIV/FELV AND HEARTWORM TESTING

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

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 4,599,860

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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	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		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		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		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		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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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		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	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	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		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		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	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	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		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		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)	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	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		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		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		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) 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		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		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		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		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		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		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		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		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
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		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		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	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1a	33		
1b	0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	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		
2a	160		
2b	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)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O		
4a	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)?		X
4b	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.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	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?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	X	
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d	11		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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.		
13b	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		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 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.		
	17		
1b	Enter the number of voting members included in line 1a, above, who are independent		
	17		
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
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or 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, 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
10a	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?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c			
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
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	X	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
15b			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
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 take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed AZ
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: THE CORPORATION 3450 N. KELVIN BLVD TUCSON AZ 85716 520-327-6088

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

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

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

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

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

Check this box if neither the organization nor any related organizations 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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SLANEY, CHRIS	1.60									
DIRECTOR	0.00	X					0	0	0	
(2) BOYER DVM, KAYLA	0.70									
DIRECTOR	0.00	X					0	0	0	
(3) JOHNSON, CARLA	3.00									
SECRETARY	0.00	X		X			0	0	0	
(4) ABRAMS, LISA	1.80									
DIRECTOR	0.00	X					0	0	0	
(5) LEWIS, SHERYL	17.10									
CHAIR	0.00	X		X			0	0	0	
(6) SKOLNIK, BRUCE L.	3.00									
DIRECTOR	0.00	X					0	0	0	
(7) TRINCHERO, SHERI	2.00									
TREASURER	0.00	X		X			0	0	0	
(8) TRIPP, HOLLY	3.00									
DIRECTOR	0.00	X					0	0	0	
(9) GRYGOTIS DVM, ELLEN	0.80									
DIRECTOR	0.00	X					0	0	0	
(10) MCCAMAN, CHANTAL	1.20									
DIRECTOR	0.00	X					0	0	0	
(11) SALMON, SUSAN C.	3.90									
VICE CHAIR	0.00	X		X			0	0	0	

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

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) SITES, MARISSA DIRECTOR	1.80 0.00	X						0	0	0
(13) FELLA, ELIZABETH DIRECTOR	1.20 0.00	X						0	0	0
(14) MCDONALD, SCOTT DIRECTOR	1.40 0.00	X						0	0	0
(15) BOULAY DVM, JAMES DIRECTOR	2.00 0.00	X						0	0	0
(16) LANG, LARRY DIRECTOR	1.30 0.00	X						0	0	0
(17) SIMON, JORDAN DIRECTOR	1.20 0.00	X						0	0	0
(18) SPENDIARIAN, TOM DIRECTOR	1.00 0.00	X						0	0	0
(19) WHITE, LORA DIRECTOR	1.40 0.00	X						0	0	0
1b Sub-total										
c Total from continuation sheets to Part VII, Section A								178,087		7,553
d Total (add lines 1b and 1c)								178,087		7,553

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in 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		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		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		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
MWI VETERINARY SUPPLY CO. LOS ANGELES	FILE 50838 CA 90074-0838 VET SUPPLY	233,580
PIMA ANIMAL CARE CENTER TUCSON	4000 N. SILVERBELL AZ 85745 ANIMAL LICENSE	105,557

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

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

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) JURMAIN, SHELLY FORMER-CFO	40.00 0.00			X				81,546	0	3,848
(13) O'NEILL, MAUREEN CEO	40.00 0.00			X				66,772	0	3,705
(14) SMITH, JASON FORMER CEO	40.00 0.00			X				29,769	0	0
(15)										
(16)										
(17)										
(18)										
(19)										
1b Sub-total								178,087		7,553
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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

	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	
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	
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	

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 of compensation from the organization ▶

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	115,856			
	1b Membership dues				
	1c Fundraising events	193,208			
	1d Related organizations				
	1e Government grants (contributions)				
	1f All other contributions, gifts, grants, and similar amounts not included above	3,993,167			
	g Noncash contributions included in lines 1a-1f: \$	271,893			
	h Total. Add lines 1a-1f	4,302,231			
Program Service Revenue	2a CLINIC INCOME	782,942	782,942		
	b SHELTER INCOME	369,620	369,620		
	c OFFSITE ANIMAL SERVICES	134,737	134,737		
	d EDUCATION AND PREVENTION	45,820	45,820		
	e OTHER INCOME	8,863	8,863		
	f All other program service revenue				
	g Total. Add lines 2a-2f	1,341,982			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	419,016			419,016
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
	6a Gross rents				
	b Less: rental exps.				
	c Rental inc. or (loss)				
	d Net rental income or (loss)				
	7a Gross amount from sales of assets other than inventory	9,432,599	43,893		
	b Less: cost or other basis & sales exps.	9,492,528	22,072		
	c Gain or (loss)	-59,929	21,821		
	d Net gain or (loss)	-38,108	-38,108		
	8a Gross income from fundraising events (not including \$ 193,208 of contributions reported on line 1c). See Part IV, line 18	109,082			
	b Less: direct expenses	97,399			
	c Net income or (loss) from fundraising events	11,683			
	9a Gross income from gaming activities. See Part IV, line 19				
b Less: direct expenses					
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	705,047				
b Less: cost of goods sold	424,119				
c Net income or (loss) from sales of inventory	280,928	140,170		140,758	
11a Miscellaneous Revenue					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See instructions.	6,317,732	1,444,044	0	559,774	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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 U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	197,005	162,378	14,025	20,602
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,633,721	2,342,151	38,618	252,952
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	36,892	32,284	1,038	3,570
9 Other employee benefits	172,742	150,983	9,230	12,529
10 Payroll taxes	256,841	225,356	10,996	20,489
11 Fees for services (non-employees):				
a Management				
b Legal	30,600	3,045	20,214	7,341
c Accounting	24,863	7,858	16,925	80
d Lobbying				
e Professional fundraising services. See Part IV, line 17	100,500			100,500
f Investment management fees	52,802		52,802	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	29,504	29,314	75	115
12 Advertising and promotion	89,697	67,811		21,886
13 Office expenses	314,278	136,385	8,540	169,353
14 Information technology	97,228	86,220	1,519	9,489
15 Royalties				
16 Occupancy	263,548	244,028	6,773	12,747
17 Travel	56,782	52,643	2,490	1,649
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	13,515	7,044	631	5,840
20 Interest	11		11	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	176,614	155,204	2,570	18,840
23 Insurance	37,292	24,864	10,526	1,902
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 VETERINARY SUPPLIES/SERV	491,629	491,623	6	
b OPERATING SUPPLIES	189,276	182,911	2,076	4,289
c MISCELLANEOUS	60,636	15,313	19,051	26,272
d ANIMAL FOOD	59,986	59,986		
e All other expenses	143,947	122,459	826	20,662
25 Total functional expenses. Add lines 1 through 24e	5,529,909	4,599,860	218,942	711,107
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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	47,454	33,653		13,801

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest bearing	466,933	1	557,440
	2	Savings and temporary cash investments	1,082,840	2	1,559,257
	3	Pledges and grants receivable, net	1,748,732	3	1,297,032
	4	Accounts receivable, net	43,946	4	142,180
	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	151,619	8	207,083
	9	Prepaid expenses and deferred charges	70,261	9	107,113
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 4,809,720		
	b	Less: accumulated depreciation	10b 2,407,417	10c	2,402,303
	11	Investments—publicly traded securities	5,296,884	11	6,113,201
	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	3,422,084	15	3,735,150
16	Total assets. Add lines 1 through 15 (must equal line 34)	14,694,149	16	16,120,759	
Liabilities	17	Accounts payable and accrued expenses	352,692	17	421,146
	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	64,400	25	59,148
	26	Total liabilities. Add lines 17 through 25	417,092	26	480,294
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	9,404,353	27	9,612,490
	28	Temporarily restricted net assets	1,597,459	28	2,463,651
	29	Permanently restricted net assets	3,275,245	29	3,564,324
	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	14,277,057	33	15,640,465	
34	Total liabilities and net assets/fund balances	14,694,149	34	16,120,759	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,317,732
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,529,909
3	Revenue less expenses. Subtract line 2 from line 1	3	787,823
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,277,057
5	Net unrealized gains (losses) on investments	5	253,634
6	Donated services and use of facilities	6	3,100
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	318,851
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	15,640,465

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	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.		

Public Charity Status and Public Support

OMB No. 1545-0047

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

HUMANE SOCIETY OF SOUTHERN ARIZONA

Employer identification number

86-0112798

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 to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box 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 it 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
11g(i)		
11g(ii)		
11g(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 col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,420,074	3,231,349	3,872,599	3,231,343	4,302,231	18,057,596
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,420,074	3,231,349	3,872,599	3,231,343	4,302,231	18,057,596
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)						303,842
6 Public support. Subtract line 5 from line 4.						17,753,754

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	3,420,074	3,231,349	3,872,599	3,231,343	4,302,231	18,057,596
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	278,930	410,308	395,240	386,734	419,016	1,890,228
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		243,484	399,524	412,041	705,047	1,760,096
11 Total support. Add lines 7 through 10						21,707,920
12 Gross receipts from related activities, etc. (see instructions)						7,881,498

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	81.78 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	84.29 %

- 16a 33 1/3% support test—2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support test—2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 17a 10%-facts-and-circumstances test—2013.** 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
- b 10%-facts-and-circumstances test—2012.** 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
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

(Complete only if you checked the box on line 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 year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV **Supplemental Information.** 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).

PART II, LINE 10 - OTHER INCOME DETAIL

CUMULATIVE THRIFT STORE SALES \$ 1,760,096

SCHEDULE D (Form 990)

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

OMB No. 1545-0047
2013
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization: HUMANE SOCIETY OF SOUTHERN ARIZONA
Employer identification number: 86-0112798

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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... Yes No, 6 Did the organization inform all grantees...

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).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution...
Table with 2 columns: Held at the End of the Tax Year. Rows: 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06...
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
6 Staff and volunteer hours devoted to monitoring, inspecting, 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)? Yes No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) 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	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? 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 year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	57,228	56,518	55,059	34,411	33,235
b Contributions	250,501	1,004	1,005	25,512	
c Net investment earnings, gains, and losses	-53	-294	454	707	1,176
d Grants or scholarships					
e Other expenditures for facilities and programs				-5,059	
f Administrative expenses					
g End of year balance	307,676	57,228	56,518	55,059	34,411

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

- a Board designated or quasi-endowment 81.25 %
- b Permanent endowment 18.64 %
- c Temporarily restricted endowment 0.11 %

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:

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,300,537		1,300,537
b Buildings		2,122,638	1,344,904	777,734
c Leasehold improvements				
d Equipment		983,911	780,887	203,024
e Other		402,634	281,626	121,008
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,402,303

Part VII Investments—Other Securities.

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

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

Part VIII Investments—Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) BENEFICIAL INTEREST PERPETUAL TRUST	3,506,976
(2) BENEFICIAL INTEREST IN CRT	228,174
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	3,735,150

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) BENEFICIARY ANNUITY OBLIGATIONS	59,148
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	59,148

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	6,998,582
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	253,634	
b	Donated services and use of facilities	2b	60,668	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	321,951	
e	Add lines 2a through 2d	2e		636,253
3	Subtract line 2e from line 1	3		6,362,329
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	52,802	
b	Other (Describe in Part XIII.)	4b	-97,399	
c	Add lines 4a and 4b	4c		-44,597
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		6,317,732

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

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

1	Total expenses and losses per audited financial statements		1	5,635,174
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	57,568	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	100,499	
e	Add lines 2a through 2d	2e		158,067
3	Subtract line 2e from line 1	3		5,477,107
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	52,802	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		52,802
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		5,529,909

Part XIII Supplemental Information

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

PART V, LINE 4 - INTENDED USES FOR ENDOWMENT FUNDS

DURING THE YEAR ENDED JUNE 30, 2014, THE SOCIETY ADOPTED A POLICY OF ALLOWING THE BOARD OF DIRECTORS TO APPROPRIATE FOR EXPENDITURE FOUR PERCENT OF AN ENDOWMENT FUND'S AVERAGE FAIR MARKET VALUE OVER THE PRIOR YEAR. ACCUMULATED EARNINGS ON ENDOWMENT FUNDS THAT ARE NOT OTHERWISE RESTRICTED BY A DONOR WILL BE RELEASED FROM TEMPORARILY RESTRICTED NET ASSETS IF APPROPRIATED BY THE BOARD OF DIRECTORS.

PART X - FIN 48 FOOTNOTE

HSSA'S POLICY IS TO DISCLOSE OR RECOGNIZE INCOME TAX POSITIONS BASED ON MANAGEMENT'S ESTIMATE OF WHETHER IT IS REASONABLY POSSIBLE OR PROBABLE, RESPECTIVELY THAT A LIABILITY HAS BEEN INCURRED FOR UNRECOGNIZED INCOME TAX POSITIONS. AS OF JUNE 30, 2014, THERE WERE NO UNCERTAIN TAX POSITIONS THAT ARE POTENTIALLY MATERIAL.

Part XIII Supplemental Information (continued)

PART XI, LINE 2D - REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER

CHANGE IN BENEFICIAL INTEREST : PERPETUAL TRUST \$ 288,578

CHANGE IN BENEFICIAL INTEREST : CHARITABLE REMAINDER TRUST \$ 33,373

PART XI, LINE 4B - REVENUE AMOUNTS INCLUDED ON RETURN - OTHER

SPECIAL EVENT EXPENSE \$ -97,399

PART XII, LINE 2D - EXPENSE AMOUNTS INCLUDED IN FINANCIALS - OTHER

SPECIAL EVENT EXPENSE \$ 100,499

**SCHEDULE G
(Form 990 or 990-EZ)**

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

HUMANE SOCIETY OF SOUTHERN ARIZONA

Employer identification number

86-0112798

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.

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

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

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 col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
ALEXANDER CARRILLO CONSULTING, LLC 1 535 W. VALLE DEL ORO TUCSON AZ 85737	CAPTL CPGN	X		646,540	100,500	546,040
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				646,540	100,500	546,040

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.

ARIZONA

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	(b) Event #2	(c) Other events	(d) Total events	
		POD FASHION SHO	TELETHON	3	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	179,547	20,620	102,123	302,290
	2	Less: Contributions	153,437	20,620	19,151	193,208
	3	Gross income (line 1 minus line 2)	26,110		82,972	109,082
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages				
	8	Entertainment				
	9	Other direct expenses	68,553	8,548	20,298	97,399
	10	Direct expense summary. Add lines 4 through 9 in column (d)				97,399
	11	Net income summary. Subtract line 10 from line 3, column (d)				11,683

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

9 Enter the state(s) in which the organization 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? Yes No
- 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? Yes No
- 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 contract 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 ▶

- Director/officer
- Employee
- Independent contractor

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. 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).

SCH G, PART I, LINE 2B, COL (III) - CUSTODY OR CONTROL ARRANGEMENT
 ALEXANDER CARRILLO CONSULTING, LLC
 YES, SEE PART IV

SCHEDULE G, PAGE 3, PART IV - ADDITIONAL INFORMATION
 \$40,500 WAS PAID TO ALEXANDER CARRILLO CONSULTING, LLC FOR PHASE II OF A CAPITAL CAMPAIGN IMPLEMENTATION. PHASE II, THE LEADERSHIP PHASE, CONSISTED OF:

CAMPAIGN SOLICITATION MATERIALS DESIGN, CABINET RECRUITMENT, SOLICITOR TRAINING, BOARD & STAFF SOLICITATION, PROSPECT REVIEW & ASSIGNMENT, LEADERSHIP GIFT SOLICITATION (\$100,000+) AND WEEKLY STRATEGY MEETINGS.

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 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? Yes No
- 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 contract 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 ▶

Director/officer Employee Independent contractor

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. 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).

\$60,000 WAS PAID TO ALEXANDER CARRILLO CONSULTING, LLC FOR PHASE III/IV OF A CAPITAL CAMPAIGN IMPLEMENTATION. PHASE III/IV, THE MAJOR GIFTS AND PUBLIC PHASES CONSISTED OF:

PHASE III - DONOR CULTIVATION VISITS AND EVENTS, HARD HAT TOURS, PROSPECT REVIEW AND ASSIGNMENTS, SOLICIATION OF GIFTS OF \$10,000+, CAMPAIGN COMMUNICATIONS, BI-WEEKLY STRATEGY MEETINGS, MANAGEMENT OF CAMPAIGN CABINET AND GRANT SUBMISSIONS.

PHASE IV - CAMPAIGN KICK-OFF, PUBLIC EVENTS, SOLICITATION OF GIFTS \$1,000+, GRASSROOTS DONOR APPEALS, PLEDGE MANAGEMENT, CAMPAIGN COMMUNICATIONS, BI-WEEKLY STRATEGY MEETINGS AND MANAGEMENT OF CAMPAIGN CABINET.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

HUMANE SOCIETY OF SOUTHERN ARIZONA

Employer identification number

86-0112798

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	X	9	24,342	FAIR MARKET VALUE
7 Boats and planes				
8 Intellectual property				
9 Securities — Publicly traded	X	1	90,825	FAIR MARKET VALUE
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 ▶ (SPECIAL EVENTS)	X	1	59,658	FAIR MARKET VALUE
26 Other ▶ (SUPPLIES)	X	1	53,737	FAIR MARKET VALUE
27 Other ▶ (FOOD)	X	1	43,331	FAIR MARKET VALUE
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

	Yes	No
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?		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?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

PART I, LINE 32B - THIRD PARTY USED TO PROCESS NONCASH CONTRIBUTIONS

HSSA USES AN AUTO AUCTION SERVICE TO SELL DONATED CARS.

SCHEDULE M - SUPPLEMENTAL INFORMATION

HSSA RECEIVES VARIOUS CONTRIBUTIONS OF VETERINARY SUPPLIES AND FOOD FOR ANIMALS. IT IS NOT REASONABLE TO ESTIMATE THE AMOUNT OF THESE INDIVIDUAL DONATIONS.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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

2013

**Open to Public
Inspection**

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

HUMANE SOCIETY OF SOUTHERN ARIZONA

Employer identification number

86-0112798

FORM 990 - ORGANIZATION'S MISSION

HSSA IS A NONPROFIT ORGANIZATION DEDICATED TO THE GENERAL WELFARE,
SHELTERING AND PLACEMENT OF ANIMALS; PREVENTION OF CRUELTY TO ANIMALS AND
ANIMAL OVERPOPULATION; EDUCATION CONCERNING HUMANE TREATMENT OF ANIMALS;
AND INVOLVEMENT IN OTHER ANIMAL WELFARE ISSUES.

FORM 990, PART I, LINE 6

VOLUNTEERS WORK WITH HSSA TO SAVE ANIMAL LIVES IN MANY DIFFERENT WAYS:

ADMINISTRATION

ADOPTION GREETER

CAT CARE AND SOCIALIZATION

DOG WALKING AND SOCIALIZATION

EDUCATION

FOSTERING UNDERAGE, SICK OR INJURED ANIMALS

OFF-SITE ADOPTIONS/PET SUPPLY STORES

PET VISITATION PROGRAM

SPAY/NEUTER CLINIC/VACCINE CLINICS

SPECIAL EVENTS

FORM 990, PART III, LINE 4A - FIRST ACCOMPLISHMENT

OFFSITE

THE HUMANE SOCIETY OF SOUTHERN ARIZONA HAS HAD CONTINUED GREAT SUCCESS WITH
ITS OFFSITE ADOPTION MODEL OF PETSMART LOCATIONS, RETAIL AND ADOPTION
CENTERS AT TWO LOCAL MALLS, AND MULTIPLE COMMUNITY SPECIAL EVENTS. HSSA
OPENED THE FIRST RETAIL AND ADOPTION CENTER, PAWSH, IN 2009 AT A CENTRAL

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HUMANE SOCIETY OF SOUTHERN ARIZONA

Employer identification number

86-0112798

TUCSON MALL. IN JULY 2010 A SECOND RETAIL AND ADOPTION CENTER OPENED UP IN AN UPSCALE MALL ON THE CENTRAL NORTH SIDE. THE HSSA RETAIL STORES CARRY A VARIETY OF MERCHANDISE FOR THE NEW ADOPTER AND CASUAL SHOPPER. IN FYE 14, 1,704 CATS, 1,070 DOGS AND 85 OTHER ANIMALS (GUINEA PIGS, RABBITS, ETC.) WERE ADOPTED INTO NEW HOMES FROM THE OFFSITE LOCATIONS, 46.2% OF THE TOTAL ORGANIZATION'S ADOPTIONS (UP FROM 39.7% PRIOR FISCAL YEAR).

FORM 990, PART III, LINE 4B - SECOND ACCOMPLISHMENT

- 24 FULL DAYS OF CAMP FOR CHILDREN BETWEEN 6-14 YEARS OF AGE
- 5 ANIMAL CRUELTY EDUCATION CLASSES FOR ADULTS
- 15 ONSITE HAND-IN-PAW KIDS CLUB EVENTS FOR CHILDREN 6-14 YEARS OLD
- 5 PET FIRST AID CLASSES
- 8 ADULT AND CHILD FAIRS/BOOTHES AT LOCAL FESTIVALS AND FAIRS FOR CHILDREN, ADULTS AND FAMILIES - SUCH AS EDUCATIONAL BOOTHS AT THE TED WALTER DAY AT OLD TUCSON STUDIOS, TUCSON FESTIVAL OF BOOKS, U OF A CHILDREN'S FESTIVAL, COX MOVIE NIGHTS, BEAR ESSENTIALS CAMP FAIR, AND U OF A BOOKSTORE CHILDREN'S STORY TIME, SCHOOL BASED LITERACY PROGRAMS, AND MORE.

CRUELTY PREVENTION PROGRAMS WERE BROADLY EMPLOYED BY THE HUMANE SOCIETY OF SOUTHERN ARIZONA TO ADDRESS ACTS OF VIOLENCE OR NEGLECT DIRECTED TOWARD ANIMALS. WE HAVE ONE PART-TIME STAFF DEDICATED TO ANIMAL CRUELTY INVESTIGATIONS AND WHO ASSISTS AS A RESOURCE FOR ALL ENFORCEMENT AGENCIES IN SOUTHERN ARIZONA (AND FREQUENTLY USED AS A RESOURCE FROM AGENCIES THROUGHOUT THE STATE). THIS INCLUDED FIELD INVESTIGATIONS; ANIMAL RESCUES OF ALL SIZES AND DESCRIPTIONS; EVIDENCE GATHERING, THE COORDINATION OF EMERGENCY MEDICAL SERVICES FOR ANIMAL VICTIMS AND DIRECTING ALL CRUELTY COMPLAINTS FROM THE PUBLIC TO THE APPROPRIATE AGENCY FOR FOLLOW UP

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INVESTIGATION. HE IS ALSO RESPONSIBLE FOR ASSISTING WITH THE FORMATION OF THE METROPOLITAN PHOENIX AREA ANIMAL CRUELTY TASK FORCE, ALSO KNOWN AS APACT. HE HAS PROVIDED VARIOUS TRAININGS FOR INVESTIGATORS FROM DIFFERENT ENFORCEMENT AGENCIES THROUGHOUT THE COUNTRY, INCLUDING CRIME SCENE INVESTIGATIONS. THESE ORGANIZATIONS INCLUDED ARIZONA ASSOCIATION OF COURT REPORTERS, LAW ENFORCEMENT AGENCIES IN IN COCHISE COUNTY, UNIVERSITY OF ARIZONA LAW SCHOOL, THE ANIMAL LAW CLUB AT THE UNIVERSITY OF ARIZONA AND TRAINING IN FLORIDA TO VETERINARIANS FROM THROUGHOUT THE UNITED STATES AND SEVERAL FOREIGN COUNTRIES.

FORM 990, PART III, LINE 4C - THIRD ACCOMPLISHMENT

ROSE TO 15,805 (INCLUDING SHELTER PETS), A 30% INCREASE OVER THE PREVIOUS FISCAL YEAR TOTAL OF 12,135. THIS INCREASE DIRECTLY CORRELATES TO THE OVERALL LIVE RELEASE NUMBER FOR HSSA SHELTER PETS.

VACCINE CLINICS: WE PROVIDED LOW-COST VACCINATIONS TO PETS IN OUR COMMUNITY THROUGH ON-SITE AND OFF-SITE VACCINATION CLINICS. WE PROVIDED 22,837 VACCINATIONS AT OUR WALK-IN VACCINATION CLINICS AND AT TIME OF SPAY/NEUTER SURGERY (INCLUDING HSSA PETS BEING PLACED FOR ADOPTION).

IN AN EFFORT OF COMMUNITY OUTREACH TO ADDRESS THE INCREASING NUMBERS OF DOGS INFECTED WITH, AND DYING FROM, CANINE DISTEMPER, HSSA HELD A SERIES OF 2 OFFSITE VACCINATION CLINICS OFFERING FREE DISTEMPER PARVO VACCINATIONS TO THE SOUTHERN ARIZONA COMMUNITY. IN ADDITION TO THE OFFSITE CLINICS, ALL DOGS WHO ATTENDED HSSA CAMPUS CLINICS RECEIVED FREE DISTEMPER PARVO VACCINATIONS THROUGH THE MONTH OF JUNE. PUBLIC SERVICE ANNOUNCEMENTS AS WELL AS MEDIA SPOTS HIGHLIGHTED THE PREVENTION ASPECT OF PET VACCINATION TO

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PROTECT DOGS, PARTICULARLY PUPPIES, FROM THIS FATAL DISEASE. NEARLY 1,000 DOGS BENEFITTED FROM THIS UNPRECEDENTED EFFORT DURING THE MONTH OF JUNE.

TRAP, NEUTER, RETURN: TNR FOR FERAL CATS HAS BECOME A LARGE FOCUS OF THE HSSA'S SPAY/NEUTER CLINIC'S OVERALL RESPONSE TO PREVENTION OF OVERPOPULATION. FERAL CAT SURGERIES WERE UP 11.75% FOR FISCAL YEAR 14 - NEARLY 34% OF CAT SURGERIES WERE FERAL CATS. THE HUMANE SOCIETY OF SOUTHERN ARIZONA HAS HISTORICALLY BEEN THE ONLY CLINIC TO PROVIDE LOW COST AND FUNDED FERAL CAT SURGERIES WITH NO APPOINTMENT OR RESTRICTIONS TO THE NUMBER OF CATS BROUGHT IN DAILY BY LOCAL COLONY CARE-GIVERS AND RESIDENTS OF THE COMMUNITY.

IN-PATIENT SERVICES: THE HSSA CLINIC PROVIDES CRITICAL AND ACUTE CARE FOR SHELTER PETS WHO REQUIRE SPECIAL SURGERIES SUCH AS AMPUTATIONS, ENUCLEATIONS, OR SPECIAL TREATMENTS SUCH AS IV FLUIDS, BLOOD TESTING, CYTOLOGY, ETC. THESE SPECIAL SERVICES ENABLE SHELTER PETS TO RECOVER FROM INJURIES OR MEDICAL ISSUES AND HAVE THE OPPORTUNITY FOR A SECOND CHANCE AND A FOREVER HOME.

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990 REVIEW WILL FIRST BE CONDUCTED BY MEMBERS OF THE FINANCE & INVESTMENT COMMITTEE WHO WILL RECEIVE A DRAFT COPY ELECTRONICALLY. IT IS FORWARDED ELECTRONICALLY TO THE FULL BOARD FOR REVIEW BEFORE SUBMISSION TO THE IRS.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY ANNUAL STATEMENTS ARE REQUIRED TO BE COMPLETED AND SUBMITTED FOR APPROVAL.

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FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
 COMPARATIVE REVIEW OF PRESIDENT/CEO COMPENSATION FOR OTHER NONPROFIT
 ORGANIZATIONS AND HUMANE SOCIETIES WAS DONE; A PERFORMANCE REVIEW OF THE
 PRESIDENT/CEO IS DONE BY EXECUTIVE COMMITTEE OF BOARD OF DIRECTORS.
 RECOMMENDATION FOR PRESIDENT/CEO'S COMPENSATION WAS UNANIMOUSLY
 APPROVED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
 ALL ORGANIZATION'S DOCUMENTS ARE AVAILABLE UPON REQUEST. FINANCIAL
 STATEMENTS ARE MADE PUBLIC VIA HSSA'S WEBSITE AND OTHER CHARITY EVALUATION
 WEBSITES SUCH AS CHARITY NAVIGATOR AND GUIDESTAR.

FORM 990, PART XI, LINE 9 - RECONCILIATION OF CHANGES - OTHER

CHANGE IN BENEFICIAL INTEREST : PERPETUAL TRUST	\$	288,578
CHANGE IN BENEFICIAL INTEREST : CHARITABLE REMAINDER TRUST	\$	33,373
SPECIAL EVENT EXPENSE	\$	97,399
SPECIAL EVENT EXPENSE	\$	-100,499