

PETMED EXPRESS INC
Form 8-K
December 23, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 22, 2015

PetMed Express, Inc.

(Exact name of registrant as specified in its charter)

Florida

(State or other
jurisdiction
of incorporation)

000-28827

(Commission
File Number)

65-0680967

(I.R.S. Employer
Identification No.)

1441 S.W. 29th Avenue, Pompano Beach, FL 33069

(Address of principal executive offices) (Zip Code)

(954) 979-5995

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On December 22, 2015 (Effective Date), the registrant (PetMed), by and through a wholly-owned subsidiary entered into an Agreement of Purchase and Sale (Agreement) with an unaffiliated privately held Delaware corporation (Seller) for the purchase of real property located in Palm Beach County Florida, and improvements thereon (collectively referred to herein as the Property), the assignment and assumption of all leases and service agreements affecting the Property, and certain tangible and intangible personal property related to the Property, for a purchase price of \$18.5 million, plus closing costs.

PetMed expects to fund the purchase price in cash as follows: (i) within three (3) business days after the Effective Date, PetMed shall deposit in escrow \$150,000 (Initial Deposit), (ii) if PetMed fails to notify Seller in writing of PetMed's election to terminate the Agreement prior to expiration of the Contingency Period (described below), or PetMed notifies Seller in writing of PetMed's election to continue the Agreement beyond the Contingency Period, then the Agreement shall remain in full force and effect, and PetMed shall within two (2) business days after the expiration of the Contingency Period deposit in escrow an additional \$250,000 (Additional Deposit), and (iii) the balance of the purchase price, in the amount of \$18,100,000 (plus or minus any prorations pursuant to the Agreement) shall be paid to Seller at the consummation of the purchase and sale contemplated under the Agreement (the Closing). In the event of a default under the Agreement by PetMed, Seller would be entitled to receive the Initial Deposit and the Additional Deposit as its sole remedy. In the event of a default under the Agreement by Seller, PetMed would be entitled to: (i) terminate the Agreement and receive the Initial Deposit and the Additional Deposit; or (ii) attempt, within 30 days after the scheduled closing date, to specifically enforce the performance by Seller of its obligations under the Agreement.

The Property consists of approximately 634,000 square feet of land or 14.6 acres with two building complexes with additional land for future use. The first building complex consists of approximately 125,000 square feet consisting of both office and warehouse space categorized as industrial class B office space and class A warehouse space. The second building complex consists of approximately 60,000 square feet consisting of both office and warehouse space categorized as industrial class B office space and class A warehouse space. As of December 22, 2015, the Property was 48% leased to two tenants with a remaining weighted average lease term of 4.2 years.

The Agreement contains representations, warranties, conditions, covenants and agreements that PetMed believes are customary for transactions of this type. The Closing is subject to a number of customary closing conditions, including, but not limited to, (i) the accuracy of the representations and warranties made by the parties in the Agreement (ii) the compliance by the parties with their respective covenants in the Agreement, in each case subject to customary materiality qualifiers, and (iii) the review and approval by PetMed of certain due diligence during the Contingency

Period. The Contingency Period commences on the Effective Date and ends 5 business days after the Effective Date. PetMed may terminate the Agreement prior to the expiration of the Contingency Period in the event that the Seller fails to cure certain objections pursuant to the terms of the Agreement.

The Closing shall be held on the twentieth (20th) day after the expiration of the Contingency Period, anticipated to occur on or before January 19, 2016, subject to certain extension rights as set forth in the Agreement. There is no assurance that the acquisition of the Property will close on the anticipated terms, when anticipated or at all.

Upon acquisition and when the property is renovated to PetMed's specifications and ready for its operation, PetMed intends to occupy the remaining approximately 99,000 square feet of the building for its principal offices and warehouse, and continue to operate the remaining office space pursuant to existing leases.

The foregoing description of the Agreement of Purchase and Sale does not purport to be complete and is subject to, and qualified in its entirety by, the Agreement of Purchase and Sale, which will be filed in a subsequent current or periodic report.

Safe Harbor Statement

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. You can identify these forward-looking statements by the words believes, intends, expects, may, will, should, plans, projects, intends, budgets, predicts, estimates, anticipates, or similar expressions. These statements are based on our beliefs as well as assumptions we have used based upon information currently available to us. Because these statements reflect our current views concerning future events, these statements are subject to a number of risks, uncertainties, and assumptions, including, without limitation: Petmed, in its sole and absolute discretion, may terminate the Agreement during the Contingency Period; and the consummation of the purchase and sale of the Property may not occur on the anticipated terms, when anticipated, or at all. Actual future results, performance and achievements may differ significantly from those contemplated, expressed or implied by these forward-looking statements. A reader, whether investing in our common stock or not, should not place undue reliance on these forward-looking statements, which apply only as of the date of this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 23, 2015

PETMED EXPRESS, INC.

By: /s/ Bruce S. Rosenbloom
Name: Bruce S. Rosenbloom
Title: Chief Financial Officer

gn="bottom" bgcolor="#CCEEFF" style="background:#CCEEFF;padding:0in 0in 0in 0in;width:11.66%;">

Series 2004 A,

%

6.125

02/15/26

500,000

500,450

GA Savannah Economic Development

Authority, 1st Mortgage, Marshes

of Skidaway, Series 2003 A,

	7.400
%	
	01/01/34
	350,000
	350,137

HI Department of Budget & Finance,

Kahala Nui Project, Series 2003 A,

	8.000
%	
	11/15/33
	750,000
	762,135

IL Health Facilities Authority Revenue:

Lutheran Senior Ministries,

Series 2001,

%

7.375

08/15/31

250,000

250,252

Washington and Jane Smith Community,

Series 2003 A,

%

7.000

11/15/32

525,000

525,877

KS Manhattan, Meadowlark Hills

Retirement Home, Series 1999 A,

	6.375
%	
	05/15/20
	250,000
	12

MA Boston Industrial Development

Finance Authority, Springhouse, Inc.,

Series 1988,

	5.875
%	
	07/01/20
	235,000
	233,552

MA Development Finance Agency,

Loomis Communities:

Series 1999 A,

%

5.625

07/01/15

250,000

245,672

Series 2002 A,

	6.900
%	
	03/01/32
	125,000
	129,624

MD Westminster Economic Development

Carroll Lutheran Village,

Series 2004 A,

	6.250
%	05/01/34
	500,000

507,030

MO Cole County Industrial Development Authority, Senior Living Revenue, Heisinger Project,

Series 2004,

5.500

%

02/01/35

750,000

760,807

NH Higher Educational & Health

Facilities Authority, Rivermead at

Peterborough, Series 1998,

	5.750
%	
	07/01/28
	1,100,000
	1,020,459

NJ Economic Development

Authority, Seabrook Village, Inc.,

Series 2000 A,

%

8.250

11/15/30

500,000

536,845

PA Chartiers Valley Industrial &

Commercial Development Authority,

Asbury Health Center, Series 1999,

	6.375
%	
	12/01/24
	1,000,000
	992,320

PA County Authority, Dunwoody

Village, Series 2003 A,

	5.375
%	
	04/01/17
	400,000
	423,216

PA Lancaster Industrial Development

Authority, Garden Spot Village,

Series 2000 A,

%

7.625

05/01/31

325,000

343,336

PA Philadelphia Authority for Industrial

Development, Baptist Home of Philadelphia,

Series 1998 A,

	5.500
%	
	11/15/18
	360,000
	331,344

TN Metropolitan Government,

Nashville & Davidson Counties,

Blakeford at Green Hills, Series 1998,

	5.650
%	
	07/01/24
	575,000
	530,299

See notes to investment portfolio.

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TN Shelby County Health, Education & Housing Facilities Board, Germantown Village, Series 2003 A,	7.250%	12/01/34	300,000	307,737
TX Abilene Health Facilities Development Corp., Sears Methodist Retirement Obligated Group: Series 1998 A,	5.900%	11/15/25	750,000	726,863
Series 2003 A,	7.000%	11/15/33	200,000	206,996
TX Houston Health Facilities Development, Corp. Retirement Facilities Revenue, Buckingham Senior Living Community, Inc., Series 2004 A,	7.000%	02/15/26	500,000	515,025
WI Health & Educational Facilities Authority: Attic Angel Obligated Group, Series 1998,	5.750%	11/15/27	875,000	793,678
Clement Manor, Series 1998,	5.750%	08/15/24	1,000,000	912,200
Three Pillars Senior Living Communities, Series 2003,	5.750%	08/15/26	500,000	499,610
United Lutheran Program for Aging, Inc., Series 1998,	5.700%	03/01/28	750,000	682,223
		Congregate Care Retirement Total		16,018,657
Health Services - 1.0%				
MA Development Finance Agency, Boston Biomedical Research Institute, Series 1999,	5.650%	02/01/19	620,000	598,932
MA Health & Educational Facilities Authority, Civic Investments, Inc., Series 2002 A,	9.000%	12/15/15	750,000	859,807
MN Minneapolis & St. Paul Housing & Redevelopment Authority, Healthpartners Project, Series 2003,	5.625%	12/01/22	200,000	204,408
WI Health & Educational Facilities Authority, Blood Center Southeastern Project, Series 2004,	5.75	06/01/34	750,000	759,923
		Health Services Total		2,423,070
Hospitals - 10.9%				
AR Conway Health Facilities Board, Conway Regional Medical Center: Series 1999 A,	6.400%	08/01/29	350,000	367,941
Series 1999 B,	6.400%	08/01/29	850,000	892,576
AZ Yavapai County Industrial Development Authority, Yavapai Regional Medical Center, Series 2003 A,				

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CA Health Facilities Financing Authority, Cedars-Sinai Medical Center, Series 1999 A,	6.000%	08/01/33	150,000	153,209
CA Rancho Mirage Joint Powers Finance Authority, Eisenhower Medical Center, Series 2004,	6.125%	12/01/30	650,000	695,188
	5.625%	07/01/29	750,000	771,908

See notes to investment portfolio.

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CO Health Care Facilities Authority, National Jewish Medical & Research Center, Series 1998:	5.375%	01/01/16	1,500,000	1,511,970
	5.375%	01/01/23	340,000	327,131
FL Orange County Health Facilities Authority, Orlando Regional Healthcare, Series 2002,	5.750%		150,000	155,565
FL South Lake County Hospital District, South Lake Hospital, Inc., Series 2003,	6.375%	10/01/34	250,000	254,340
FL West Orange Healthcare District, Series 2001 A,	5.650%	02/01/22	400,000	407,712
IL Health Facilities Authority: Swedish American Hospital, Series 2000,	6.875%	11/15/30	500,000	549,395
Thorek Hospital & Medical Center, Series 1998,	5.375%	08/15/28	500,000	451,395
IL Southwestern Development Authority, Anderson Hospital, Series 1999:	5.375%	08/15/15	500,000	510,420
	5.500%	08/15/20	550,000	551,177
IN Health Facility Authority, Community Foundation, Northwest Indiana, Inc., Series 2004 A,	6.000%	03/01/34	425,000	415,242
LA Public Facilities Authority, Touro Infirmary, Series 1999:	5.500%	08/15/19	250,000	257,375
	5.625%	08/15/29	525,000	528,806
MA Health & Educational Facilities Authority: Jordan Hospital, Series 2003 E,	6.750%	10/01/33	250,000	261,010
Milford-Whitinsville Regional Hospital: Series 1998 C,	5.250%	07/15/18	500,000	463,165
Series 2002 D,	6.350%	07/15/32	250,000	256,933
MD Health & Higher Educational Facilities Authority, Adventist Healthcare Series 2003 A:	5.000%	01/01/16	365,000	366,869
	5.750%	01/01/25	400,000	405,732
MI Dickinson County Healthcare System, Series 1999,	5.700%	11/01/18	770,000	761,245
MI Flint Hospital Building Authority, Hurley Medical Center, Series 1998 A,	5.375%	07/01/20	460,000	445,906

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MN St. Paul Housing & Redevelopment
Authority, HealthEast Project,
Series 2001 A,

5.700% 11/01/15 2,000,000 1,968,880

NH Higher Educational & Health
Facilities Authority:
Catholic Medical Center,
Series 2002,

6.125% 07/01/32 200,000 204,050

See notes to investment portfolio.

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Littleton Hospital Association, Inc., Series 1998 A:	5.900%	05/01/18	500,000	464,105
	6.000%	05/01/28	625,000	565,631
Series 1998 B,	5.900%	05/01/28	675,000	602,991
NJ Health Care Facilities Financing Authority Revenue, Capital Health Systems Obligated Group, Inc., Series 2003 A,	5.750%	07/01/23	500,000	527,205
NV Henderson Healthcare Facility Revenue, Catholic Healthcare West, Series 1998,	5.375%	07/01/26	500,000	482,530
NY State Dormitory Authority Revenues, North Shore - Long Island Jewish Medical Center, Series 2003,	5.500%	05/01/33	200,000	206,664
OH Belmont County, East Ohio Regional Hospital, Series 1998,	5.700%	01/01/13	700,000	648,564
OH Highland County Joint Township Hospital District, Series 1999,	6.750%	12/01/29	715,000	683,919
OH Lakewood Hospital Improvement Revenue, Lakewood Hospital Association, Series 2003,	5.500%	02/15/14	400,000	429,292
OH Miami County, Upper Valley Medical Center, Inc., Series 1996 A,	6.250%	05/15/16	665,000	691,547
OH Sandusky County, County Memorial Hospital, Series 1998,	5.150%	01/01/08	270,000	277,463
PA Allegheny County Hospital Development, Ohio Valley General Hospital, Series 1998 A,	5.450%	01/01/28	1,050,000	979,136
PA Pottsville Hospital Authority, Pottsville Hospital & Warne Clinic, Series 1998,	5.625%	07/01/24	605,000	538,383
SC Jobs Economic Development Authority Bon Secours Health Care Systems, Inc., Series 2002 A,	5.250%	11/15/23	1,250,000	1,263,038
SC Lexington County Health Services District Inc. Hospital Improvement, Series 2003,	5.500%	11/01/23	750,000	772,245
SD Health & Educational Facilities Authority, Sioux Valley Hospitals & Health Systems, Series 2004 A,	5.250%	11/01/34(c)	525,000	517,760
TX Richardson Hospital Authority, Baylor Richardson Medical Center, Series 1998,	5.625%	12/01/28	300,000	299,025

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TX Tyler Health Facilities Development Corp., Mother Frances Hospital, Series 2001,	6.000%	07/01/31	750,000	771,135
VA Prince William County Industrial Development Authority Revenue, Potomac Hospital Corp., Series 2003,	5.200%	10/01/30	350,000	352,093

See notes to investment portfolio.

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VT Educational & Health Buildings Finance Agency, Brattleboro Memorial Hospital, Series 1998,	5.375%	03/01/28	500,000	470,360
WI Health & Educational Facilities Authority: Aurora Health Care, Inc., Series 2003,	6.400%	04/15/33	350,000	367,255
Fort Health Care, Inc. Project, Series 2004,	6.100%	05/01/34	750,000	772,380
Wheaton Franciscan Services, Series 2002,	5.750%	08/15/30	450,000	467,181
			Hospitals Total	27,085,042
Intermediate Care Facilities - 1.1%				
IN Health Facilities Financing Authority, Hoosier Care, Inc., Series 1999 A,	7.125%	06/01/34	1,055,000	868,729
PA Economic Development Financing Authority, Northwestern Human Services, Inc., Series 1998 A,	5.250%	06/01/14	2,150,000	1,760,850
			Intermediate Care Facilities Total	2,629,579
Nursing Homes - 5.3%				
AK Juneau, St. Ann's Care Center, Series 1999,	6.875%	12/01/25	1,000,000	998,760
CO Health Facilities Authority: American Housing Foundation I, Inc. Project, Series 1990 A,	8.500%	12/01/31	545,000	528,901
Volunteers of America: Series 1998 A:	5.450%	07/01/08	250,000	246,760
	5.750%	07/01/20	700,000	635,803
Series 1999 A,	6.000%	07/01/29	350,000	315,735
IA Finance Authority, Care Initiatives Project: Series 1996,	9.250%	07/01/25	965,000	1,136,799
Series 1998 B:	5.750%	07/01/18	550,000	509,415
	5.750%	07/01/28	1,475,000	1,274,149
IN Gary Industrial Economic Development, West Side Health Care Center, Series 1987 A,	11.500%	10/01/17(d)	2,230,000	1,115,000
IN Michigan City Health Facilities, Metro Health Foundation, Inc. Project, Series 1993,	11.000%	11/01/22(e)	4,331,274	662,685
KY Economic Development Finance				

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Authority, Health Facilities Revenue, Series 2003,	6.500%	01/01/29	925,000	844,691
MA Development Finance Agency: Alliance Health Care Facilities, Series 1999,	7.100%	07/01/32	1,135,000	1,103,810

See notes to investment portfolio.

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American Health Woodlawn Manor, Inc.: Series 2000 A,	7.750%	12/01/27	370,000	313,686
Series 2000 B,	10.250%	06/01/27 (d)	113,186	78,559
GF/Massachusetts Inc., Series 1994,	8.300%	07/01/23	875,000	883,995
MI Cheboygan County Economic Development Corp., Metro Health Foundation Project, Series 1993,	11.000%	11/01/22 (e)	2,348,533	359,326
MN Carlton Inter-Faith Social Services, Inc., Series 2000,	7.500%	04/01/19	250,000	260,637
MN Sartell, Foundation for Healthcare, Series 1999 A,	6.625%	09/01/29	1,025,000	1,016,236
TX Kirbyville Health Facilities Development Corp., Heartway III Project, Series 1997 A,	10.000%	03/20/18 (d)	539,215	172,549
WA Kitsap County Housing Authority, Martha & Mary Nursing Home, Series 1996,	7.100%	02/20/36	643,000	753,872
			Nursing Homes Total	13,211,368
			HEALTH CARE TOTAL	61,367,716
HOUSING - 6.8%				
Assisted Living/Senior - 2.9%				
DE Kent County, Heritage at Dover, Series 1999, AMT	7.625%	01/01/30	1,210,000	1,013,653
GA Columbus Housing Authority, The Gardens at Calvary, Series 1999,	7.000%	11/15/19	495,000	423,086
IL Development Finance Authority, Care Institute, Inc., Series 1995	8.250%	06/01/25	1,410,000	1,359,057
MN Roseville, Care Institute, Inc., Series 1993,	7.750%	11/01/23 (d)	1,630,000	1,059,500
NC Medical Care Commission, DePaul Community Facilities Project, Series 1999,	7.625%	11/01/29	985,000	1,018,293
NY Huntington Housing Authority, Gurwin Jewish Senior Center, Series 1999:	5.875%	05/01/19	420,000	397,370
	6.000%	05/01/29	650,000	601,126
TX Bell County Health Facilities Development Corp., Elder Care Institutes, Inc., Series 1994,	9.000%	11/01/24	1,415,000	1,291,909

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Assisted Living/SeniorTotal 7,163,994

Multi-Family - 3.9%

DE Wilmington, Electra Arms Senior Association Project, Series 1998, AMT,	6.250%	06/01/28	930,000	744,763
FL Broward County Housing Finance Authority, Chaves Lake Apartment Project, Series 2000, AMT,	7.500%	07/01/40	500,000	498,505

See notes to investment portfolio.

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FL Clay County Housing Finance Authority, Madison Commons Apartments, Series 2000 A, AMT,	7.450%	07/01/40	500,000	500,800
MN Washington County Housing & Redevelopment Authority, Cottages of Aspen, Series 1992, AMT,	9.250%	06/01/22	980,000	1,000,658
MN White Bear Lake, Birch Lake Townhome Project: Series 1989 A, AMT,	10.250%	07/15/19	624,000	280,120
Series 1989 B, AMT,	(a)	07/15/19	1,770,000	1,776,372
Resolution Trust Corp., Pass-Through Certificates, Series 1993 A,	8.750%	12/01/16 (f)	455,481	444,363
SC Housing Finance & Development, Multi-Family Housing Finance Revenue, Westbridge Apartments, Series 1990 A, AMT,	9.500%	09/01/20	1,921,000	1,894,663
TN Franklin Industrial Development Board, Landings Apartment Project, Series 1996 B,	8.750%	04/01/27	710,000	729,624
TX Affordable Housing Corp., NHT/GTEX Project, Series 2001 C,	10.000%	10/01/31 (d)	685,000	171,264
TX El Paso County Housing Finance Corp., American Village Communities: Series 2000 C,	8.000%	12/01/32	300,000	309,051
Series 2000 D,	10.000%	12/01/32	300,000	309,909
VA Alexandria Redevelopment & Housing Authority, Courthouse Commons Apartments, Series 1990 A, AMT,	10.000%	01/01/21	1,000,000	844,020
			Multi-Family Total	9,504,112
Single Family - 0.0%				
KY Kentucky County Single Family Mortgage Revenue, Series 1987 A,	9.000%	09/01/16	25,000	25,074
			Single Family Total	25,074
			HOUSING TOTAL	16,693,180
INDUSTRIAL - 5.4%				
Food Products - 1.6%				
GA Cartersville Development Authority, Anheuser Busch Project, Inc., Series 2002, AMT,	5.950%	02/01/32	1,000,000	1,046,740
IN Hammond, American Maize Products Co., Series 1994, AMT,	8.000%	12/01/24	260,000	269,285
LA Port of New Orleans Industrial Development, Continental Grain				

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Co., Series 1993,	7.500%	07/01/13	1,000,000	1,020,460
LA Southern Louisiana Port Commission, Cargill, Inc. Project, Series 1997,	5.850%	04/01/17	500,000	528,050
MI Strategic Fund, Michigan Sugar Co., Sebewaing Project, Series 1998 A,	6.250%	11/01/15	1,000,000	979,320
			Food Products Total	3,843,855

See notes to investment portfolio.

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Forest Products - 1.8%

AL Camden Industrial Development Board, Weyerhaeuser Co., Series 2003 B, AMT,	6.375%	12/01/24	400,000	425,664
AL Courtland Industrial Development Board, Champion International Corp., Series 1999,	6.000%	08/01/29	1,000,000	1,022,910
AL Phenix City Industrial Development Board Environmental Improvement Revenue, Meadwestvaco Corp., Series 2001 A, AMT,	6.350%	05/15/35	400,000	418,272
GA Rockdale County Development Authority, Solid Waste Disposal Visy Paper, Inc., Series 1993, AMT,	7.500%	01/01/26	800,000	823,128
LA Beauregard Parish, Boise Cascade Corp. Project, Series 2002,	6.800%	02/01/27	1,000,000	1,029,180
MI Delta County Economic Development Corp, Mead Westvaco-Escanaba, Series 2002 B, AMT,	6.450%	04/15/23	300,000	314,106
VA Bedford County Industrial Development Authority, Nekoosa Packaging Corp., Series 1998, AMT,	5.600%	12/01/25	400,000	381,272
			Forest Products Total	4,414,532

Manufacturing - 0.6%

IL Will-Kankakee Regional Development Authority, Flanders Corp., Precisionaire Project, Series 1997, AMT,	6.500%	12/15/17	825,000	827,467
TX Trinity River Authority, Texas Instruments Project, Series 1996, AMT,	6.200%	03/01/20	750,000	782,348
			Manufacturing Total	1,609,815

Metals & Mining - 0.2%

NV Department of Business & Industry, Wheeling-Pittsburgh Steel Corp., Series 1999 A, AMT,	8.000%	09/01/14 (f)	237,097	186,021
VA Greensville County Industrial Development Authority, Wheeling-Pittsburgh Steel Corp., Series 1999 A, AMT:	6.375%	10/01/04	14,765	14,650
	7.000%	04/01/14	375,000	298,815
			Metals & Mining Total	499,486

Oil & Gas - 1.2%

TX Gulf Coast Industrial Development Authority, Solid Waste Disposal, Citgo Petroleum, Series 1998, AMT,	8.000%	04/01/28	375,000	398,284
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VI Government Refinery
Facilities, Hovensa Coker
Project, Series 2002, AMT,

6.500% 07/01/21 250,000 271,730

VI Public Finance Authority, Refinery
Facilities Revenue, Hovensa Refinery,
Series 2003, AMT,

6.125% 07/01/22 425,000 453,386

See notes to investment portfolio.

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Series 2004, AMT,	5.875%	07/01/22	400,000	420,296
WA Pierce County Economic Development Corp., Occidental Petroleum Co., Series 1993, AMT,	5.800%	09/01/29	1,500,000	1,502,550
			Oil & Gas Total	3,046,246
			INDUSTRIAL TOTAL	13,413,934
OTHER - 8.3%				
Other - 0.3%				
NY Convention Center Operating Corp., Yale Building Project, Series 2003,	(a)	06/01/08	1,000,000	854,300
			Other Total	854,300
Pool/Bond Bank - 0.3%				
MI Municipal Bond Authority, Local Government Loan Project, Series 2001 A,	5.375%	11/01/17	550,000	613,366
			Pool/Bond Bank Total	613,366
Refunded/Escrowed (g) - 6.3%				
CA Los Angeles Unified School District, Series 2002,	5.750%	07/01/16	6,000,000	710,010
CT Development Authority, Sewer Sludge Disposal Facilities, Series 1996, AMT,	8.250%	12/01/06	570,000	619,100
GA Forsyth County Hospital Authority, Georgia Baptist Healthcare System, Series 1998,	6.000%	10/01/08	755,000	814,388
ID Health Facilities Authority, IHC Hospitals, Inc., Series 1992,	6.650%	02/15/21	2,750,000	3,534,685
IL Metropolitan Pier & Exposition Authority, McCormick Project, Series 1993 A,	(a)	06/15/14	3,990,000	2,638,467
IL University of Illinois, Series 2001 A,	5.500%	08/15/17	600,000	687,042
NC Lincoln County, Lincoln County Hospital, Series 1991,	9.000%	05/01/07	200,000	221,952
NJ Middlesex County Pollution Control Authority Revenue, Financing Pollution Control, Amerada, Series 2004,	6.050%	09/15/34	115,000	118,999
PA Chartiers Valley Industrial & Commercial Development Authority, Friendship Village, Series 2003 A,	5.750%	08/15/20	1,000,000	992,550
PA Delaware County Authority, Mercy Health Corp., Southeastern Pennsylvania Obligated, Series 1996:	6.000%	12/15/16	1,400,000	1,541,708
	6.000%	12/15/26	500,000	547,650

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PR Commonwealth of Puerto Rico,
Public Finance Corp., Series 2002 E,

6.000% 08/01/26 820,000 948,806

TN Shelby County, Health, Education & Housing
Facilities Board, Open Arms Development Center:
Series 1992 A,

9.750% 08/01/19 450,000 554,274

Series 1992 C,

9.750% 08/01/19 455,000 560,433

See notes to investment portfolio.

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TX Board of Regents, University of Texas, Series 2001 B,	5.375%	08/15/18	350,000	397,128
WV Hospital Finance Authority, Charleston Area Medical Center, Series 2000 A,	6.750%	09/01/30	605,000	734,906
			Refunded/Escrowed Total	15,622,098
Tobacco - 1.4%				
CA Golden State Tobacco Securitization Authority, Asset Backed: Series 2002 A-1:	6.250%	06/01/33	1,600,000	1,491,200
	6.750%	06/01/39	1,000,000	930,390
Series 2003 B,	5.500%	06/01/43	500,000	513,225
WA Tobacco Settlement Authority, Series 2002,	6.625%	06/01/32	500,000	457,260
			Tobacco Total	3,392,075
			OTHER TOTAL	20,481,839
OTHER REVENUE - 2.8%				
Hotels - 0.8%				
PA Philadelphia Authority for Industrial Development, Doubletree Project, Series 1997 A,	6.500%	10/01/27	2,000,000	2,030,800
			Hotels Total	2,030,800
Recreation - 1.3%				
CA Agua Cliente, Band of Cahuilla Indians Revenue, Series 2003,	5.600%	07/01/13	775,000	774,186
CT Gaming Authority, Mohegan Tribe, Series 2001,	6.250%	01/01/31 (f)	200,000	211,030
CT Mashantucket Western Pequot Revenue, Series B,	(a)	09/01/18 (f)	1,100,000	519,145
FL Capital Trust Agency, Seminole Tribe Convention Center, Series 2002 A,	10.000%	10/01/33 (f)	900,000	1,095,318
NM Red River Sports Facility, Red River Ski Area Project, Series 1998,	6.450%	06/01/07	515,000	523,194
			Recreation Total	3,122,873
Retail - 0.7%				
NJ Economic Development Authority, Glimcher Properties LP Project, Series 1998, AMT,	6.000%	11/01/28	1,000,000	1,002,050
OH Lake County, North Madison Properties, Series 1993,	8.819%	09/01/11	630,000	630,529
			Retail Total	1,632,579
			OTHER REVENUE TOTAL	6,786,252
RESOURCE RECOVERY - 1.3%				
Disposal - 0.5%				

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MA Industrial Finance Agency,
Peabody Monofill Associates, Inc.,
Series 1995,

	9.000%	09/01/05	395,000	404,401
UT Carbon County, Laidlaw Environmental, Series 1997 A, AMT,:				
	7.500%	02/01/10	250,000	256,178
	7.450%	07/01/17	500,000	519,985
			Disposal Total	1,180,564

See notes to investment portfolio.

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Resource Recovery - 0.8%

MA Industrial Finance Agency, Ogden
Haverhill Project, Series 1998 A, AMT,

5.500% 12/01/13 1,000,000 1,007,930

PA Delaware County Industrial
Development Authority, BFI Project,
Series 1988 A,

6.200% 07/01/19 1,000,000 1,044,740

Resource Recovery Total 2,052,670

RESOURCE RECOVERY TOTAL 3,233,234

TAX-BACKED - 15.0%

Local Appropriated - 0.6%

CA Compton Certificates of Participation,
Civic Center & Capital Improvements,
Series 1997 A,

5.500% 09/01/15 1,000,000 1,039,790

SC Dorchester County School District No. 2
Installment Purchase Revenue, Series 2004,

5.250% 12/01/29 500,000 504,695

Local Appropriated Total 1,544,485

Local General Obligations - 6.3%

CA East Side Union High School
District, Series 2003 B,

5.100% 02/01/20 750,000 834,143

CA Fresno Unified School District,
Series 2002 A,

6.000% 02/01/18 1,245,000 1,504,433

CA Vallejo Unified School District,
Series 2002 A,

5.900% 08/01/25 1,000,000 1,185,390

LA New Orleans, Series 1991,

(a) 09/01/15 4,000,000 2,483,560

NY New York City, Series 1998 H,

5.125% 08/01/25 5,000,000 5,147,450

TX Dallas County Flood Control,
District No. 1, Series 2002,

7.250% 04/01/32 750,000 773,167

TX Irving Independent School
District, Series 1997:

(a) 02/15/15 1,500,000 950,640

(a) 02/15/16 1,000,000 598,610

WA Clark County School District
No. 37, Series 2001 C,

(a) 12/01/18 4,000,000 2,066,160

Local General Obligations Total 15,543,553

Special Non-Property Tax - 3.0%

CA San Diego Redevelopment
Agency, Series 2001,

(a) 09/01/18 1,015,000 528,947

FL Northern Palm Beach County
Improvement District, Series 1999,

5.900% 08/01/19 500,000 554,095

IL Metropolitan Pier & Exposition
Authority,
McCormick Place Expansion Project:
Series 1993 A,

(a) 06/15/14 1,010,000 671,741

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Series 1994 A,	(a)	06/15/15	3,000,000	1,877,790
Series 1996 A,	(a)	12/15/13	5,000,000	3,408,450
PR Commonwealth Highway & Transportation Authority: Series 2003 AA:	5.500%	07/01/18	375,000	438,660
		Special Non-Property Tax Total		7,479,683

See notes to Investment portfolio.

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Special Property Tax - 4.4%

CA Huntington Beach Community Facilities District, Grand Coast Resort, Series 2001,	6.450%	09/01/31	500,000	520,395
CA Lincoln Community Facilities District, No. 2003-1, Series 2004,	5.550%	09/01/18	500,000	500,000
CA Oakdale Public Finance Authority Tax Allocated Revenue, Central City Redevelopment Project, Series 2004,	5.375%	06/01/33	1,125,000	1,117,564
CA Orange County Community Facilities District, Ladera Ranch, Series 1999 A,	6.500%	08/15/21	1,000,000	1,096,860
CA Orange County Improvement Bond Act 1915, Phase IV, No. 01-1-B, Series 2003,	5.750%	09/02/33	500,000	510,555
CA Redwood City Community Facilities District, No. 1 Redwood, Series 2003 B,	6.000%	09/01/33	300,000	310,314
CA Temecula Valley Unified School District, No. 02-1, Series 2003,	6.125%	09/01/33	355,000	362,444
CA Yorba Linda Redevelopment Agency, Series 1998 A,	(a)	09/01/24	1,325,000	469,077
FL Celebration Community Development District, Special Assessment, Series 2003 A,	6.400%	05/01/34	750,000	775,867
FL Colonial Country Club Community Development District, Capital Improvement, Series 2003,	6.400%	05/01/33	495,000	515,820
FL Double Branch Community Development District, Special Assessment, Series 2002 A,	6.700%	05/01/34	500,000	534,300
FL Heritage Palms Community Development District, Series 1999 A,	6.250%	11/01/04	370,000	370,747
FL Islands at Doral Southwest Community Development District, Series 2003,	6.375%	05/01/35	250,000	260,622
FL Lexington Oaks Community Development District, Series 1998 A,	6.125%	05/01/19	685,000	696,419
FL Orlando, Conroy Road Interchange Project, Series 1998 A:	5.500%	05/01/10	125,000	129,096
	5.800%	05/01/26	300,000	303,843
FL Stoneybrook Community Development District:				

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Series 1998 A,	6.100%	05/01/19	245,000	249,177
Series 1998 B,	5.700%	05/01/08	35,000	35,609
FL Westchester Community Development District No. 1, Special Assessment, Series 2003,	6.125%	05/01/35	275,000	277,582
IL Chicago Tax Increment, Pilsen Redevelopment, Series 2004 B,	6.750%	06/01/22	310,000	315,304

See notes to Investment portfolio.

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MI Pontiac Finance Authority, Development Area, No. 3, Series 2002,	6.375%	06/01/31	450,000	455,895
MI Taylor Tax Increment Finance Authority, Series 2001,	5.375%	05/01/17	1,000,000	1,108,070
			Special Property Tax Total	10,915,560
State Appropriated - 0.5%				
MI Building Authority, Series 2001 I,	5.000%	10/15/24	1,000,000	1,028,900
PR Commonwealth of Puerto Rico, Public Finance Corp., Series 2002 E,	6.000%	08/01/26	80,000	94,987
			State Appropriated Total	1,123,887
State General Obligations - 0.2%				
CA State, Series 2003	5.250%	02/01/23	380,000	412,422
			State General Obligations Total	412,422
			TAX-BACKED TOTAL	37,019,590
TRANSPORTATION - 6.3%				
Air Transportation - 2.4%				
CA Los Angeles Regional Airports Improvement, American Airlines, Series 2002 C, AMT,	7.500%	12/01/24	400,000	343,468
Laxfuel Corp., Series 2001, AMT,	5.250%	01/01/23	500,000	509,405
FL Capital Trust Agency Revenue, Air Cargo - Orlando Project, Series 2003, AMT,	6.750%	01/01/32	350,000	335,202
IN Indianapolis Airport Authority: FedEx Corp., Series 1994, AMT,	7.100%	01/15/17	500,000	514,315
United Airlines Project, Series 1995 A, AMT,	6.500%	11/15/31(e)	435,000	83,598
KY Kenton County Airport Board, Delta Airlines, Inc., Series 1992 A, AMT,	7.500%	02/01/20	500,000	342,290
MN Minneapolis & St. Paul Metropolitan Airport Commission, Northwest Airlines, Inc.: Series 2001 A, AMT,	7.000%	04/01/25	800,000	666,048
Series 2001 B, AMT,	6.500%	04/01/25	250,000	237,427
NC Charlotte Special Facilities Revenue, Douglas International Airport, US Airways, Inc.: Series 1998, AMT,	5.600%	07/01/27	250,000	121,887
Series 2000, AMT,	7.750%	02/01/28	500,000	298,755
NJ Economic Development Authority, Continental Airlines Inc. Project, Series 2003, AMT,	9.000%	06/01/33	1,250,000	1,282,963

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NY New York City Industrial Development, JFK International Airport Project, American Airlines, Inc., Series 2002 B, AMT,	8.500%	08/01/28	500,000	376,115
PA Philadelphia Authority for Industrial Development, Aero Philadelphia LLC, Series 1999, AMT,	5.250%	01/01/09	350,000	332,815

See notes to Investment portfolio.

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TX Houston Industrial Development, Air Cargo, Perot Development, Series 2002, AMT,	6.000%	03/01/23	541,150	552,433
			Air Transportation Total	5,996,721
Airports - 1.2%				
TX Dallas Fort Worth International Airport, Series 2004 B,	5.000%	11/01/25	3,000,000	3,030,780
			Airports Total	3,030,780
Toll Facilities - 2.4%				
CA San Joaquin Hills Transportation Corridor Agency, Series 1993 A,	(a)	01/15/15	3,000,000	1,915,980
CO Northwest Parkway Public Highway Authority, Series 2001 D,	7.125%	06/15/41	1,000,000	1,050,300
CO Public Highway Authority, Arapahoe County, E-470, Series 2000 B:	(a)	09/01/18	3,000,000	1,574,340
	(a)	09/01/35	8,750,000	893,462
NY Triborough Bridge & Tunnel Authority, Series 2002,	5.500%	11/15/20	375,000	437,663
			Toll Facilities Total	5,871,745
Transportation - 0.3%				
NV Department of Business & Industry, Las Vegas Monorail Project, Series 2000,	7.375%	01/01/40	750,000	751,162
			Transportation Total	751,162
			TRANSPORTATION TOTAL	15,650,408
UTILITY - 21.6%				
Independent Power Producers - 5.5%				
MI Midland County Economic Development Corp., Series 2000, AMT,	6.875%	07/23/09	1,000,000	1,040,940
NY Port Authority of New York & New Jersey: KIAC Partners, Series 1996 IV, AMT,	6.750%	10/01/11	2,000,000	2,114,440
Thirty-Seventh, Series 2004,	5.125%	07/15/30	6,790,000	6,901,424
NY Suffolk County Industrial Development Revenue, Nissequoque Cogeneration Partner Facilities Series 1998,	5.500%	01/01/23	550,000	521,180
PA Carbon City Industrial Development Panther Creek Partners Project, Series 2000, AMT,	6.650%	05/01/10	140,000	151,287
PA Economic Development Finance Authority, Colver Project, Series 1994 D, AMT,	7.150%	12/01/18	1,500,000	1,546,515
PR Commonwealth of Puerto Rico				

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Industrial, Educational, Medical & Environmental Cogeneration Facilities, AES Project, Series 2000, AMT,	6.625%	06/01/26	320,000	342,294
VA Pittsylvania County Industrial Development Authority, Multi-trade of Pittsylvania, Series 1994 A, AMT,:	7.450%	01/01/09	1,000,000	1,033,990
		Independent Power Producers Total		13,652,070

See notes to Investment portfolio.

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Investor Owned - 4.7%				
AZ Maricopa County Pollution Control, El Paso Electric Co., Series 2002 A,	6.250%	05/01/37	500,000	515,715
AZ Pima Industrial Development Authority, Tucson Electric Power Co., Series 1997 A, AMT,	6.100%	09/01/25	750,000	745,485
CA Chula Vista Industrial Development Revenue, San Diego Gas & Electric Co., Series 1996 B, AMT,	5.500%	12/01/21	475,000	499,329
FL Polk County Industrial Development Authority, Tampa Electric Co. Project, Series 1996, AMT,	5.850%	12/01/30	800,000	801,520
IL Bryant Pollution Control Revenue, Central Illinois Light Co., Series 1993,	5.900%	08/01/23	1,000,000	1,016,790
IN Petersburg in Pollution Control Revenue, Indianapolis Power & Light Project, Series 1995,	6.625%	12/01/24	750,000	767,025
LA Calcasieu Parish Industrial Development Board, Entergy Gulf States, Inc., Series 1999,	5.450%	07/01/10	500,000	509,775
LA West Feliciana Parish, Entergy Gulf States, Inc., Series 1999 B,	6.600%	09/01/28	500,000	510,870
MS Business Finance Corp., Systems Energy Resources Project, Series 1998,	5.875%	04/01/22	1,500,000	1,509,000
MT Forsyth Pollution Control, Portland General, Series 1998,	5.200%	05/01/33	225,000	238,846
NV Clark County, Industrial Development Revenue, Nevada Power Co., Series 1997 A, AMT,	5.900%	11/01/32	3,000,000	2,732,220
OH Air Quality Development Authority, Pollution Control Revenue, Cleveland Electric, Series 2002 A,	6.000%	12/01/13	650,000	673,147
TX Brazos River Authority Pollution Control Revenue, TXU Electric Co.: Series 2001 C, AMT,	5.750%	05/01/36	275,000	283,715
Series 2003 C, AMT,	6.750%	10/01/38	775,000	814,262
			Investor Owned Total	11,617,699
Joint Power Authority - 0.2%				
NC Eastern Municipal Power Agency, Series 2003 F,	5.500%	01/01/16	430,000	463,295

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			Joint Power Authority Total	463,295
Municipal Electric - 4.9%				
CA Department of Water Resources, Power Supply Revenue Bonds, Series 2002 A,	5.500%	05/01/14	2,000,000	2,255,820
NY Long Island Power Authority, Series 2003,	5.000%	04/01/10	1,000,000	1,105,070
TX Austin Utilities System, Series 1994:				
	(a)	05/15/17	6,600,000	3,707,946
	(a)	05/15/18	5,000,000	2,655,800

See notes to Investment portfolio.

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WA Seattle Light & Power, Series 2001,	5.500%	03/01/17	2,250,000	2,497,185
			Municipal Electric Total	12,221,821
Water & Sewer - 6.3%				
CA Castaic Lake Water Agency, Series 1999 A:	(a)	08/01/25	10,445,000	3,461,786
	(a)	08/01/26	10,445,000	3,221,342
MA Water Resources Authority, Series 1997 D,	5.000%	08/01/24(h)	6,000,000	6,129,060
MS V Lakes Utility District, Series 1994,	8.250%	07/15/24	500,000	491,955
TX Houston Water & Sewer System, Series 1991 C,	(a)	12/01/12	3,000,000	2,166,270
			Water & Sewer Total	15,470,413
			UTILITY TOTAL	53,425,298
Total Municipal Bonds (cost of \$241,220,539)				239,911,908

Shares				
Municipal Preferred Stocks - 0.7%				
HOUSING - 0.7%				
Multi-Family - 0.7%				
Charter Mac Equity Issuer Trust: Series A-4, AMT,	6.000%	04/30/19(f)	1,000,000	1,038,790
AMT,	7.600%	11/30/10(f)	500,000	575,210
Total Municipal Preferred Stocks (cost of \$1,500,000)				1,614,000

Par (\$)				
Short-Term Obligations - 1.8%				
Variable Rate Demand Notes (i) - 1.8%				
FL Alachua County Health Facilities Continuing Care, Oak Hammock University Project, Series 2002 A,	1.350%	10/01/32	1,100,000	1,100,000
IA Ottumwa Revenue, Regulation Health Center, Series 1998,	1.320%	10/01/06	100,000	100,000
IL Quad Cities Regulation Economic Development Authority, Two Rivers YMCA Project, Series 2002,	1.400%	12/01/31	100,000	100,000
IN Health Facility Financing Authority, Golden Years Homestead, Inc., Series 2002 A,	1.320%	06/01/25	200,000	200,000
MO State Development Finance Board, Lease Revenue, Series 2003,	1.400%	06/01/33	395,000	395,000

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MO State Health & Educational
Facilities Authority, Washington
University, Series 1996 C,

1.350% 09/01/30 100,000 100,000

MN Makato Revenue,
Bethany Lutheran College,
Series 2000 B,

1.400% 11/01/15 400,000 400,000

MN State Higher Education
Facility Authority, Olaf College,
Series 5-M1,

1.320% 10/01/32 300,000 300,000

See notes to Investment portfolio.

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NY New York:				
Series A-7:				
	1.330%	08/01/20	1,100,000	1,100,000
	1.330%	08/01/21	400,000	400,000
Series A-10,				
	1.260%	01/01/00	100,000	100,000
WY Uinia County Pollution Control Revenue, Chevron U.S.A. Inc. Project, Series 1993,				
	1.080%	08/15/20	200,000	200,000
		Variable Rate Demand Notes Total		4,495,000
Total Short-Term Obligations				
(cost of \$4,495,000)				4,495,000
TOTAL INVESTMENTS - 99.6%				
(cost of \$247,215,539) (j)				246,020,908
Other Assets & Liabilities, Net - 0.4%				1,034,607
NET ASSETS * - 100.0%				247,055,515

Notes to Investment Portfolio:

* Net Assets represent both Common Shares and Auction Preferred Shares.

(a) Zero coupon bond.

(b) Denotes a restricted security, which is subject to restrictions on resale under federal securities laws. At August 31, 2004, these securities amounted to \$1,940,551, which represents 0.8% of net assets.

Additional information on these securities is as follows:

Security			Acquisition Date	Acquisition Cost
CA Statewide Community Development Authority:				
Crossroads School for Arts & Science, Series 1998:				
	6.000%	08/01/28	08/21/98	\$ 410,000
	6.000%	08/01/28	08/31/98	700,000
Eskaton Village - Grass Valley, Series 2000,				
	8.250%	11/15/31	09/08/00	750,000
				\$ 1,860,000

(c) Security purchased on a delayed delivery basis.

(d) The issuer is in default of certain debt covenants. Income is not being fully accrued. As of August 31, 2004, the value of these securities amounted to \$2,596,872, which represents 1.1% of net assets.

(e) The issuer has filed for bankruptcy protection under Chapter 11. Income is not being accrued.

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As of August 31, 2004, the value of these securities amounted to \$1,105,609, which represents 0.4% of net assets.

(f) This security is exempt from registration under Rule 144A of the Securities Act of 1933 and may be resold in transactions exempt from registration, normally to qualified institutional buyers. At August 31, 2004 the value of these securities amounted to \$2,763,529, which represents 1.1% of net assets.

(g) The Trust has been informed that each issuer has placed direct obligations of the U.S. Government in an irrevocable trust, solely for the payment of principal and interest.

(h) A portion of the security with a market value of \$2,209,526 pledged as collateral for open futures contracts.

(i) Variable rate demand notes. These securities are payable upon demand and are secured by letters of credit or other credit support agreements from banks. The interest rates change periodically and the interest rates shown reflect the rates as of August 31, 2004.

(j) Cost for federal income tax purposes is \$247,088,137.

At August 31, 2004, the Fund held the following open short futures contracts:

See notes to Investment portfolio.

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Type	Value	Aggregate Face Value	Expiration Date	Unrealized Depreciation
U.S. Treasury Bonds	\$ 30,833,563	\$ 30,414,894	Dec-2004	\$ (418,669)
U.S. Treasury Note 10-Year	27,516,562	27,430,132	Dec-2004	(86,430)
				\$ (505,099)

See notes to Investment portfolio.

Item 2. Controls and Procedures.

(a) The registrant's principal executive officer and principal financial officer, based on their evaluation of the registrant's disclosure controls and procedures as of a date within 90 days of the filing of this report, have concluded that such controls and procedures are adequately designed to ensure that information required to be disclosed by the registrant in Form N-Q is accumulated and communicated to the registrant's management, including the principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) There were no changes in the registrant's internal control over financial reporting that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) attached hereto as Exhibit 99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant)	Colonial Municipal Income Trust
By (Signature and Title)	/S/ Christopher L. Wilson Christopher L. Wilson, President
Date	October 28, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)	/S/ Christopher L. Wilson Christopher L. Wilson, President
By (Signature and Title)	/S/ J. Kevin Connaughton J. Kevin Connaughton, Treasurer
Date	October 28, 2004
