

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

OMB No. 1545-0047

2011**Open to Public
Inspection****A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20****B** Check if applicable:

<input type="checkbox"/>	Address change
<input type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Terminated
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

C Name of organization

BEST FRIENDS ANIMAL SOCIETY

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

Room/suite

5001 ANGEL CANYON ROAD

City or town, state or country, and ZIP + 4

KANAB, UT 84741-5000

F Name and address of principal officer: GREGORY CASTLE, CEO

5001 ANGEL CANYON ROAD KANAB, UT 84741

D Employer identification number

23-7147797

E Telephone number

(435) 644-2001

G Gross receipts \$ 52,541,977.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ WWW.BESTFRIENDS.ORG**H(c)** Group exemption number ▶**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ **L** Year of formation: 1984 **M** State of legal domicile: UT**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO BRING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS. WE DO THIS BY DEMONSTRATING AND PROMOTING EXEMPLARY ANIMAL CARE AND BUILDING COMMUNITY PROGRAMS AND PARTNERSHIPS.				
	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	10.		
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	6.		
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	604.		
	6	Total number of volunteers (estimate if necessary)	6	11,408.		
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	218,326.		
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-24,245.			
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	42,515,999.	Current Year	45,864,300.
	9	Program service revenue (Part VIII, line 2g)	722,754.	1,517,177.		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	808,925.	744,962.		
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	822,326.	1,623,502.		
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	44,870,004.	49,749,941.		
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,200,652.	1,389,902.	
14		Benefits paid to or for members (Part IX, column (A), line 4)	0	0		
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	21,701,083.	24,833,313.		
16a		Professional fundraising fees (Part IX, column (A), line 11e)	125,233.	276,652.		
b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 6,926,408.				
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	15,915,193.	20,003,674.		
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	38,942,161.	46,503,541.		
19	Revenue less expenses. Subtract line 18 from line 12	5,927,843.	3,246,400.			
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	49,820,974.	End of Year	53,009,335.
	21	Total liabilities (Part X, line 26)	5,163,175.	5,742,345.		
	22	Net assets or fund balances. Subtract line 21 from line 20.	44,657,799.	47,266,990.		

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			
	▶ Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name Shannon DeForest	Preparer's signature Shannon DeForest	Date 08/13/12	Check if self-employed <input type="checkbox"/>	PTIN P00712229
	Firm's name ▶ ERNST & YOUNG U.S. LLP	EIN ▶ 34-6565596	Phone no. ▶ 801-350-3300		
	Firm's address ▶ 178 S RIO GRANDE STREET SUITE 400 SALT LAKE CITY, UT 84101				

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2010)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission:

TO BRING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS. WE DO
THIS BY DEMONSTRATING AND PROMOTING EXEMPLARY ANIMAL CARE AND
BUILDING COMMUNITY PROGRAMS AND PARTNERSHIPS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 19,860,444. including grants of \$ 26,720.) (Revenue \$ 646,707.)
ANIMAL CARE ACTIVITIES (SANCTUARY) - SEE SCHEDULE O

4b (Code:) (Expenses \$ 16,371,451. including grants of \$ 1,166,492.) (Revenue \$ 1,989,624.)
CAMPAIGNS AND OTHER NATIONAL OUTREACH - SEE SCHEDULE O

4c (Code:) (Expenses \$ 498,078. including grants of \$ 196,690.) (Revenue \$)
EMERGENCY RESPONSE - SEE SCHEDULE O

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

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

4e Total program service expenses ▶ 36,729,973.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a 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	11b 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	11c	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	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e 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	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a 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, XII, and XIII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

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

Form **990** (2011)

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 242		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	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 604		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X	
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)?	4a	X	
b If "Yes," enter the name of the foreign country: <u>ATTACHMENT 1</u> 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?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
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?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	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?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

Check if Schedule O contains a response to any question in this Part VI. ☒ X

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	1a 10		
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.			
b Enter the number of voting members included in line 1a, above, who are independent	1b 6		
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?	2	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? . . .	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Did the organization have members or stockholders?	6		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?	7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	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	9		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?	10a	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	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . .	11a	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	12a	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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	12c	X	
13 Did the organization have a written whistleblower policy?	13	X	
14 Did the organization have a written document retention and destruction policy?	14	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	15a	X	
b Other officers or key employees of the organization	15b	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.)			
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?	16a		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 **ATTACHMENT 2**

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

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: **DEBORAH MORRISON, CFO 5001 ANGEL CANYON ROAD KANAB, UT 84741 435-644-2001**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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) JOHN FRIPP CHAIRMAN	20.00	X		X				60,611.	0	11,009.
(2) S LOUISE PHANSTIEL VICE CHAIRPERSON	1.00	X		X				0	0	0
(3) JAMES F RODGERS TREASURER	1.00	X		X				0	0	0
(4) CELESTE FRIPP SECRETARY	5.00	X		X				27,421.	0	4,759.
(5) GREGORY CASTLE BOARD MEMBER AND CEO	40.00	X		X				153,199.	0	10,313.
(6) BRIAN WOLF BOARD MEMBER	1.00	X						0	0	0
(7) MOLLY JORDAN KOCH BOARD MEMBER	1.00	X						0	0	0
(8) PETER WARSHAW BOARD MEMBER	1.00	X						0	0	0
(9) FRANCIS BATTISTA BOARD MEMBER	40.00	X						86,851.	0	10,313.
(10) KRAIG BUTRUM BOARD MEMBER	1.00	X						0	0	0
(11) DEBORAH MORRISON CFO	40.00			X				129,013.	0	1,983.
(12) RANA SMITH CHIEF DEVELOPMENT OFFICER	40.00			X				91,877.	0	1,701.
(13) MARVA SADLER FORMER BOARD OF NMHPU	40.00						X	113,559.	0	0
(14)										

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

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 3

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 17		

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	45,864,300.			
	g	Noncash contributions included in lines 1a-1f: \$		2,714,022.			
	h	Total. Add lines 1a-1f		45,864,300.			
Program Service Revenue				Business Code			
	2a	PROGRAM EVENTS		900099	891,395.	891,395.	
	b	NMHPU VETERINARY CLINIC REVENUE		541900	625,782.	625,782.	
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,517,177.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			639,695.		639,695.
	4	Income from investment of tax-exempt bond proceeds . . .			0		
	5	Royalties			0		
			(i) Real	(ii) Personal			
	6a	Gross rents	509,335.				
	b	Less: rental expenses	216,973.				
	c	Rental income or (loss)	292,362.				
	d	Net rental income or (loss)			292,362.	163,851.	128,511.
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory	1,665,129.	275,000.			
	b	Less: cost or other basis and sales expenses	1,560,060.	274,802.			
	c	Gain or (loss)	105,069.	198.			
	d	Net gain or (loss)			105,267.		105,267.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events			0		
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities			0		
	10a	Gross sales of inventory, less returns and allowances	a	1,409,730.			
b	Less: cost of goods sold	b	740,201.				
c	Net income or (loss) from sales of inventory			669,529.	451,203.	218,326.	
Miscellaneous Revenue			Business Code				
11a	MAGAZINE ADVERTISING		541800	64,367.		64,367.	
b	CAFETERIA & VENDING REVENUE		722210	90,144.		90,144.	
c	MERGER WITH NMHPU (UTAH COALITION FOR AN		900099	472,447.	472,447.		
d	All other revenue		812900	34,653.	34,653.		
e	Total. Add lines 11a-11d			661,611.			
12	Total revenue. See instructions			49,749,941.	2,639,331.	218,326.	1,027,984.

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) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question 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 United States. See Part IV, line 21 .	1,255,601.	1,255,601.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	124,301.	124,301.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	10,000.	10,000.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	589,049.	227,512.	220,249.	141,288.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	19,559,839.	16,846,919.	1,054,867.	1,658,053.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	473,554.	391,635.	34,916.	47,003.
9 Other employee benefits	2,107,954.	1,797,407.	100,246.	210,301.
10 Payroll taxes	2,102,917.	1,767,425.	170,201.	165,291.
11 Fees for services (non-employees):				
a Management	0			
b Legal	225,799.	194,639.		31,160.
c Accounting	208,720.	15,670.	193,050.	
d Lobbying	74,491.	74,491.		
e Professional fundraising services. See Part IV, line 17	276,652.			276,652.
f Investment management fees	58,216.	41.	27,740.	30,435.
g Other	1,322,163.	764,563.	427,046.	130,554.
12 Advertising and promotion	1,243,014.	1,237,680.	2,874.	2,460.
13 Office expenses	707,222.	267,648.	406,319.	33,255.
14 Information technology	487,017.	449,296.	23,897.	13,824.
15 Royalties	0			
16 Occupancy	647,771.	640,041.		7,730.
17 Travel	686,747.	538,808.	24,615.	123,324.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	551,667.	540,443.	213.	11,011.
20 Interest	15,745.	3,958.	6,024.	5,763.
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,238,786.	1,175,678.	13,354.	49,754.
23 Insurance	18,220.	17,134.	1,086.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SUPPLIES -----	2,440,552.	2,394,617.	15,434.	30,501.
b PRINTING, COPYING, PUBLICATI -----	3,033,917.	879,525.	3,599.	2,150,793.
c POSTAGE & SHIPPING -----	2,226,773.	662,653.	3,855.	1,560,265.
d ANIMAL FOOD, MED CARE, & OTH -----	2,341,592.	2,308,770.	34.	32,788.
e All other expenses -----	2,475,262.	2,143,518.	117,541.	214,203.
25 Total functional expenses. Add lines 1 through 24e	46,503,541.	36,729,973.	2,847,160.	6,926,408.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,356,648.	1	3,560,139.
	2 Savings and temporary cash investments	5,626,368.	2	6,031,981.
	3 Pledges and grants receivable, net	1,213,701.	3	1,141,038.
	4 Accounts receivable, net	428,178.	4	2,769,533.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	323,365.	8	580,485.
	9 Prepaid expenses and deferred charges	173,097.	9	245,630.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 27,167,960.		
	b Less: accumulated depreciation	10b 9,955,998.		
	11 Investments - publicly traded securities	15,869,233.	10c	17,211,962.
	12 Investments - other securities. See Part IV, line 11	15,455,743.	11	12,118,226.
	13 Investments - program-related. See Part IV, line 11	8,395,448.	12	8,616,808.
	14 Intangible assets	0	13	0
	15 Other assets. See Part IV, line 11	0	14	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	979,193.	15	733,533.	
	49,820,974.	16	53,009,335.	
Liabilities	17 Accounts payable and accrued expenses	2,507,800.	17	3,114,778.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	2,655,375.	25	2,627,567.
	26 Total liabilities. Add lines 17 through 25	5,163,175.	26	5,742,345.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	36,840,912.	27	38,936,619.
	28 Temporarily restricted net assets	6,012,167.	28	5,918,827.
	29 Permanently restricted net assets	1,804,720.	29	2,411,544.
	Organizations that do not follow SFAS 117, 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	44,657,799.	33	47,266,990.
	34 Total liabilities and net assets/fund balances	49,820,974.	34	53,009,335.

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	49,749,941.
2	Total expenses (must equal Part IX, column (A), line 25)	2	46,503,541.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,246,400.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	44,657,799.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-637,209.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	47,266,990.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

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 - Other

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 support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	34,248,460.	37,188,499.	43,293,127.	42,528,599.	46,065,283.	203,323,968.
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.	34,248,460.	37,188,499.	43,293,127.	42,528,599.	46,065,283.	203,323,968.
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).						
6 Public support. Subtract line 5 from line 4.						203,323,968.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	34,248,460.	37,188,499.	43,293,127.	42,528,599.	46,065,283.	203,323,968.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	683,197.	769,756.	582,808.	719,731.	768,207.	3,523,699.
9 Net income from unrelated business activities, whether or not the business is regularly carried on			53,474.	13,683.	218,326.	285,483.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH. 1			103,537.	158,911.	222,816.	485,264.
11 Total support. Add lines 7 through 10						207,618,414.
12 Gross receipts from related activities, etc. (see instructions)					12	8,816,858.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	97.93 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	97.96 %
16a 33 1/3% support test - 2011. 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		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
CAFETERIA & VENDING			103,537.	158,911.	124,796.	387,244.
ADVERTISING					63,367.	63,367.
ANGELS REST					34,653.	34,653.
TOTALS			<u>103,537.</u>	<u>158,911.</u>	<u>222,816.</u>	<u>485,264.</u>

Schedule of Contributors

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization **BEST FRIENDS ANIMAL SOCIETY**

Employer identification number

23-7147797

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 1,005,712.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number	
--------------------------------	--

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

JSA

Name of organization **BEST FRIENDS ANIMAL SOCIETY**

Employer identification number

23-7147797

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ 0
- 3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$ 0
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2011

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1 a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	124,452.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	82,783.													
c	Total lobbying expenditures (add lines 1a and 1b)	207,235.													
d	Other exempt purpose expenditures	35,799,062.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	36,006,297.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0	0												
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No														

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount			1,000,000.	1,000,000.	2,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					3,000,000.
c Total lobbying expenditures			279,952.	207,235.	487,187.
d Grassroots nontaxable amount			250,000.	250,000.	500,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					750,000.
f Grassroots lobbying expenditures			267,194.	124,452.	391,646.

Schedule C (Form 990 or 990-EZ) 2011

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i			
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	0
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

Part IV **Supplemental Information** *(continued)*

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

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. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, 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 XIV, 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 XIV, 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 ▶ \$ _____

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

Schedule D (Form 990) 2011

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 **d** ☐ Loan or exchange programs
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

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

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 XIV and complete the following table:

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

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

b If "Yes," explain the arrangement in Part XIV.

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	2,522,756.	765,581.	67,386.	61,786.	
b Contributions	1,287,155.	1,649,765.	716,218.	5,600.	
c Net investment earnings, gains, and losses	-83,970.	119,002.			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	27,187.	11,592.	637.		
g End of year balance	3,698,754.	2,522,756.	782,967.	67,386.	

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

- a** Board designated or quasi-endowment ▶ 35.0000 %
b Permanent endowment ▶ 65.0000 %
c Temporarily restricted endowment ▶ _____ %

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

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

	Yes	No
(i) unrelated organizations	3a(i) <input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) related organizations	3a(ii) <input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b <input type="checkbox"/>	<input type="checkbox"/>

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,707,117.		4,707,117.
b Buildings		16,495,501.	6,809,452.	9,686,049.
c Leasehold improvements				
d Equipment		4,730,320.	3,146,546.	1,583,774.
e Other		1,235,022.		1,235,022.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				17,211,962.

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. 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) ANNUITIES	4,132,067.	FMV
(B) SHS IN HEDGE FUND PARTNERSHIPS	4,484,741.	FMV
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	8,616,808.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CHARITABLE GIFT ANNUITIES PAYABLE	1,841,033.
(3) OTHER LIABILITY - 5 ACRE AGREEMENT	674,034.
(4) CAPITAL LEASES PAYABLE	112,500.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	2,627,567.

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	49,749,941.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	46,503,541.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	3,246,400.
4	Net unrealized gains (losses) on investments	4	-637,209.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	-637,209.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,609,191.

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

1	Total revenue, gains, and other support per audited financial statements	1	50,330,384.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	50,330,384.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	-580,443.
c	Add lines 4a and 4b	4c	-580,443.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	49,749,941.

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

1	Total expenses and losses per audited financial statements	1	47,721,193.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,217,652.
e	Add lines 2a through 2d	2e	1,217,652.
3	Subtract line 2e from line 1	3	46,503,541.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	46,503,541.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENT FUNDS

PART V, LINE 4

THE ORGANIZATION INTENDS TO USE THE INCOME GENERATED FROM THE PERMANENT
ENDOWMENT FOR VARIOUS PROGRAMS.

OTHER REVENUE - INCLUDED ON RETURN IN REVENUE, NOT ON BOOKS IN REVENUE

PART XII, LINE 4B

STORE COGS	\$-468,712
GIFT SHOP COGS	-271,489
GUEST COTTAGE EXPENSES	-216,974
REALIZED GAIN ON INVEST	103,717
IMPAIRMENT OF PLEDGE	-200,983
ACQUISITION OF NMHPU	472,447
GAIN ON DISPOSAL ASSETS	1,551
 TOTAL	 \$-580,443

OTHER EXPENSE - INCLUDED ON BOOKS, NOT ON RETURN

PART XIII, LINE 2D

STORE EXPENSES	\$468,712
GIFT SHOP COGS	271,489
GUEST COTTAGE EXPENSES	216,974
REALIZED GAIN ON INVEST	-103,717
IMPAIRMENT OF PLEDGE	200,983
ACQUISITION OF NMHPU	-472,447
UNREALIZED LOSS ON INVEST	637,209

Part XIV Supplemental Information *(continued)*

NET GAIN ON DISPOSAL ASSET -1,551

TOTAL \$1,217,652

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

23-7147797

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) MIDDLE EAST AND NORTH AFRICA			PROGRAM SERVICES	GRANT/SUPPORT	3,500.
(2) SUB-SAHARAN AFRICA			PROGRAM SERVICES	GRANT/SUPPORT	1,000.
(3) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	GRANT/SUPPORT	5,500.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					10,000.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					10,000.

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

Schedule F (Form 990) 2011

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ☐ **X**
 Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____
- 3 Enter total number of other organizations or entities ▶ _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926).* ☒ Yes ☐ No
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A).* ☐ Yes ☒ No
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471).* ☒ Yes ☐ No
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621).* ☐ Yes ☒ No
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865).* ☐ Yes ☒ No
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* ☐ Yes ☒ No

Schedule F (Form 990) 2011

Part V **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

PART I, LINE 2

ALL GRANT RECIPIENTS ARE RESEARCHED PRIOR TO RECEIVING FUNDS. WHEN PROVIDING A LARGE GRANT, AN AGREEMENT IS SIGNED BY BOTH PARTIES AND A WRITTEN REPORT IS REQUIRED SHOWING HOW THE FUNDS WERE SPENT. FOR SMALLER GRANTS, A BRIEF DESCRIPTION IS OBTAINED NOTING HOW THE FUNDS WERE SPENT.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Supplemental Information Regarding
Fundraising or Gaming Activities

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.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Employer identification number

23-7147797

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 NEWPORT CREATIVE	CONSULTING		X		221,512.	
2 DIRECT MAIL PROCESSING INC	CASH RECPT	X			36,891.	
3 T HANDLER CONSULTING INC	CONSULTING		X		18,211.	
4						
5						
6						
7						
8						
9						
10						
Total					276,614.	

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.

ALL STATES

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 (add col. (a) through col. (c))
	(event type)	(event type)	(total number)	
Revenue				
1 Gross receipts				
2 Less: Charitable contributions				
3 Gross income (line 1 minus line 2).				
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses				
10 Direct expense summary. Add lines 4 through 9 in column (d)				()
11 Net income summary. Combine line 3, column (d), and line 10				

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

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add 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. Combine line 1, column d, and line 7				

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

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10 a 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.** Complete this part to provide the explanation 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).

TEN HIGHEST PAID INDIVIDUALS OR ENTITIES

PART I, LINE 2B, COLUMNS (IV) AND (VI)

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH NEWPORT CREATIVE

COMMUNICATIONS, INC. FOR FUNDRAISING CONSULTING SERVICES. THESE SERVICES

INCLUDE CONSULTATION ON STRATEGIC PLANNING, THE DESIGN OF DIRECT MAIL

SOLICITATION MATERIALS, AND OTHER SERVICES. NO AMOUNTS WERE INCLUDED IN

COLUMNS (IV) OR (VI) DUE TO THE FACT THAT BEST FRIENDS ANIMAL SOCIETY DID

- 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. Complete this part to provide the explanation 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).

NOT SPECIFICALLY IDENTIFY ALL THE REVENUE GENERATED BY THE FUNDRAISING

SERVICES PROVIDED BY NEWPORT CREATIVE COMMUNICATIONS, INC. IN 2011.

THEREFORE, ONLY THE AMOUNTS PAID TO NEWPORT CREATIVE COMMUNICATIONS, INC.

SPECIFICALLY FOR FUNDRAISING CONSULTING SERVICES IN 2011 WERE REPORTED IN

COLUMN (V). BEST FRIENDS ANIMAL SOCIETY PAID NEWPORT CREATIVE

COMMUNICATIONS, INC. FOR OTHER SERVICES IN 2011 (E.G. PRINTING, POSTAGE,

PRODUCTION MANAGEMENT) WHICH IS WHY THE AMOUNT REPORTED ON PART VII,

- 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.** Complete this part to provide the explanation 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).

SECTION B OF THE CORE FORM 990 IS GREATER THAN THE AMOUNT REPORTED ON

SCHEDULE G, PART I, LINE 2B.

PART I, LINE 2B COLUMN III - CUSTODY

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH DIRECT MAIL PROCESSING INC TO

PROCESS ENVELOPES, DEPOSIT CASH RECEIPTS, ENTER DATA INTO A DATABASE, AND

- 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.** Complete this part to provide the explanation 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).

PROVIDE REPORTING. AS PART OF THIS PROCESS BEST FRIENDS PERIODICALLY

REVIEWS THEIR PROCESS AND CONTROLS.

BEST FRIENDS ANIMAL SOCIETY CONTRACTED WITH T HANDLER CONSULTING INC FOR
CONSULTING TO IMPROVE THE FUNDRAISING EFFICIENCY.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public
Inspection

Employer identification number

23-7147797

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed ☐

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	FIRST COAST NMHP 1125 AKERS DR JACKSONVILLE, FL 32225	01-0709158	501(C)(3)	340,000.				GRANT/SUPPORT
(2)	FIX NATION INC PO BOX 26 WOODLAND HILLS, CA 91365	83-0452460	501(C)(3)	109,053.				GRANT/SUPPORT
(3)	HUMANE SOCIETY INTERNATIONAL 2100 L ST NW WASHINGTON, DC 20037	53-0225390	501(C)(3)	177,500.				GRANT/SUPPORT
(4)	DOG ADOPTION & WELFARE GROUP N WESTSHORE CHICAGO, IL 60601	36-4366285	501(C)(3)	45,000.				GRANT/SUPPORT
(5)	ALLIANCE FOR CONTRACEPTION IN CATS & DOGS 14245 NW BELLE CT PORTLAND, OR 97229	41-2185841	501(C)(3)	15,000.				GRANT/SUPPORT
(6)	AUSTIN PETS ALIVE PO BOX 6247 AUSTIN, TX 78762	74-2893360	501(C)(3)	300,000.				GRANT/SUPPORT
(7)	LIFETIME ANIMAL PROJECT INC 129 LAKE ST AVONDALE ESTATES, GA 30002	01-0599278	501(C)(3)	25,000.				GRANT/SUPPORT
(8)	LA DEPT OF ANIMAL SERVICES 221 N FIGUEROA ST LOS ANGELES, CA 90012	95-6000735	501(C)(3)	19,700.				GRANT/SUPPORT
(9)	UT FACES C/O 511 W 3900 S SALT LAKE CITY, UT 84123	74-3257520	501(C)(3)	12,500.				GRANT/SUPPORT
(10)	BADGER RESCUE ANIMAL TRANSPORT PO BOX 555 GERMANTOWN, WI 53022	26-4557461	501(C)(3)	10,000.				GRANT/SUPPORT
(11)	FRIENDS OF SAN FRANCISCO ANIMAL CARE 1200 15TH STREET SAN FRANCISCO, CA 94103	94-3371620	501(C)(3)	10,000.				GRANT/SUPPORT
(12)	PEARL RIVER COUNTY SPCA INC 1700 PALESTINE RD PICAYUNE, MS 39466	64-0798887	501(C)(3)	10,000.				GRANT/SUPPORT

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

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

Schedule I (Form 990) (2011)

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public
Inspection

Employer identification number

23-7147797

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed ☐

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SHADOW'S FUND PO BOX 1472 LOMPOC, CA 93438	27-1239123	501(C)(3)	10,000.				GRANT/SUPPORT
(2)	FERAL FANCIERS INC PO BOX 92330 LAKE LAND, FL 33804	32-0225046	501(C)(3)	9,000.				GRANT/SUPPORT
(3)	HUMANE SOCIETY OF WICHITA CNTY 4360 OLD IOWA PARK WICHITA FALLS, TX 76305	75-1154363	501(C)(3)	9,000.				GRANT/SUPPORT
(4)	DADE ANIMAL RESCUE TEAM PO BOX 534 TRENTON, GA 30752	20-5380076	501(C)(3)	8,000.				GRANT/SUPPORT
(5)	LOVING COMPANIONS ANIMAL RESCUE INC 1360 OLD RICHARDSON HWY NORTHPOLE, AK 99075	72-1578941	501(C)(3)	6,500.				GRANT/SUPPORT
(6)	OPERATION CATNIP OF GAINESVILLE PO BOX 141023 GAINESVILLE, FL 32614	59-3522372	501(C)(3)	5,123.				GRANT/SUPPORT
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 18.

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

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

Schedule I (Form 990) (2011)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 VETERINARY EXPENSES	176.	124,301.			
2					
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

PART I, LINE 2

ALL GRANT RECIPIENTS ARE RESEARCHED PRIOR TO RECEIVING FUNDS. WHEN
PROVIDYNG A LARGE GRANT, AN AGREEMENT IS SIGNED BY BOTH PARTIES AND A
WRITTEN REPORT IS REQUIRED SHOWING HOW THE FUNDS WERE SPENT. FOR SMALLER
GRANTS, A BRIEF DESCRIPTION IS OBTAINED NOTING HOW THE FUNDS WERE SPENT.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I Questions Regarding Compensation

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

- | | |
|--|--|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

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

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

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1b	X	
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

Page **2****Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 GREGORY CASTLE	(i)	151,726.	1,473.	0	7,000.	3,313.	163,512.	
	(ii)	0	0	0				
2 MARVA SADLER	(i)	113,559.	0	0			113,559.	
	(ii)	0	0	0				
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Schedule J (Form 990) 2011

Part III Supplemental Information

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

FIRST-CLASS OR CHARTER TRAVEL

PART I, LINE 1A

BEST FRIENDS ANIMAL SOCIETY OWNS TWO SMALL, PISTON ENGINE-POWERED

AIRCRAFT THAT ARE USED FOR ANIMAL TRANSPORT AND BY EMPLOYEES WHO

OCCASIONALLY TRAVEL FOR WORK-RELATED PURPOSES. THE AIRCRAFT ARE FLOWN BY

BEST FRIENDS' EMPLOYEES. BEST FRIENDS DOES NOT EMPLOY A FULL TIME PILOT.

THE AIRCRAFT ARE NOT USED FOR ANY OTHER PURPOSE AND ARE NOT AVAILABLE

FOR HIRE BY THE GENERAL PUBLIC.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

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

Total ▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) CYNTHIA BATHURST - MGR SAFE HUMANE PROG	SPOUSE: BD MEMBER RODGERS	66,407.	EMPLOYEE COMPENSATION		X
(2) JULIE CASTLE - SR DIRECTOR COMMUNICATION	SPOUSE: BD MEMBER CASTLE	92,975.	EMPLOYEE COMPENSATION		X
(3) SILVA BATTISTA - CELEBRITY RELATIONS	SPOUSE: BD MEMB BATTISTA	68,328.	EMPLOYEE COMPENSATION		X
(4) JUDAH BATTISTA	SON; BD MEMBER BATTISTA	84,192.	EMPLOYEE COMPENSATION		X
(5) CARRAGH GLOVER	DAUGHTER BD MEMB CASTLE	69,241.	EMPLOYEE COMPENSATION		X
(6) LYNN BATTISTA	DAUGH-IN-LAW BD BATTISTA	26,856.	EMPLOYEE COMPENSATION		X
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
► **Attach to Form 990.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

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	2.	21,486.	MARKET PRICE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	17.	250,014.	MARKET PRICE
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	X	27.	1,554,603.	COMPARABLE SALES
20 Drugs and medical supplies	X	4.	2,797.	COMPARABLE SALES
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (VARIOUS GOODS)	X	2732.	885,122.	COMPARABLE SALES
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- 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?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- 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.

	Yes	No
30a		X
31	X	
32a	X	
33		

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

Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

USE OF THIRD PARTIES TO SOLICIT, PROCESS, OR SELL NONCASH CONTRIBUTIONS

PART I, LINE 32B

BEST FRIENDS ANIMAL SOCIETY UTILIZES THE SERVICES OF AN AUTOMOBILE BROKER
TO SELL DONATED VEHICLES.

NUMBER OF CONTRIBUTIONS

PART I, COLUMN B

BEST FRIENDS ANIMAL SOCIETY SHOWS THE NUMBER OF CONTRIBUTIONS IN THIS
COLUMN.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

EXEMPT PURPOSE ACHIEVEMENTS

990, PART III, LINES 4A, 4B & 4C

NATURE OF ACTIVITIES

BEST FRIENDS ANIMAL SOCIETY (BEST FRIENDS) IS A NONPROFIT ORGANIZATION THAT DEVELOPS NO-KILL PROGRAMS AND PARTNERSHIPS WHICH WILL BRING ABOUT A DAY WHEN THERE ARE NO MORE HOMELESS PETS. BEST FRIENDS' LEADING INITIATIVES IN ANIMAL CARE AND COMMUNITY PROGRAMS ARE COORDINATED FROM ITS KANAB, UTAH, HEADQUARTERS, ONE OF THE COUNTRY'S LARGEST NO-KILL SANCTUARIES. BEST FRIENDS DEVELOPS AND REFINES MODEL PROGRAMS THAT ARE SHARED WITH OTHER ORGANIZATIONS AND PEOPLE, SO THAT MORE ANIMALS CAN BE SAVED. THIS WORK IS MADE POSSIBLE BY THE PERSONAL AND FINANCIAL SUPPORT OF A GRASSROOTS NETWORK OF MEMBERS AND COMMUNITY PARTNERS ACROSS THE NATION.

EXEMPT PURPOSE ACHIEVEMENTS

990, PART III, LINES 4A

ANIMAL CARE ACTIVITIES (EXPENSES \$19,860,444)

FOR MORE THAN A QUARTER OF A CENTURY, THE SANCTUARY RUN BY BEST FRIENDS ANIMAL SOCIETY HAS PROVIDED EXCELLENT VETERINARY CARE, REHABILITATION AND LOVE TO HOMELESS, ABANDONED, ABUSED AND NEGLECTED ANIMALS. ABOUT 1,700 ANIMALS ARE BEING CARED FOR AT THE SANCTUARY AT ANY GIVEN TIME. EVERY ANIMAL WHO COMES TO THE SANCTUARY RECEIVES THE NECESSARY TREATMENT AND

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

CARE TO RECOVER AND HEAL FROM LIFE'S HARD JOURNEY, AND IN THE VAST MAJORITY OF CASES, THE ANIMAL EVENTUALLY MOVES ON TO A FOREVER HOME. BEST FRIENDS' COMMITMENT TO EACH ANIMAL LASTS A LIFETIME. EVERY ANIMAL AT THE SANCTUARY IS WELCOME TO STAY FOR AS LONG AS IT TAKES TO FIND THE RIGHT FAMILY, AND A FEW WILL CALL THE SANCTUARY THEIR HOME FOR LIFE.

HIGHLIGHTS FROM 2011 INCLUDE:

- * 932 ANIMALS WERE ADMITTED TO THE SANCTUARY.
- * 902 ANIMALS FOUND HOMES-INCLUDING 523 DOGS, 301 CATS, 7 HORSES, 10 RABBITS, 3 GUINEA PIGS, 2 POT-BELLIED PIGS, 52 PARROTS AND 4 DOMESTICATED ANIMALS FROM WILD FRIENDS.
- * 241 INJURED WILD ANIMALS WERE TAKEN IN AND CARED FOR BY OUR WILD FRIENDS DEPARTMENT AND 145 WERE RELEASED BACK TO THEIR NATURAL HABITATS AFTER FULL RECOVERY. BEST FRIENDS' STATE AND FEDERALLY LICENSED PROGRAM ALSO PROVIDES LIFETIME CARE FOR WILDLIFE UNABLE TO RETURN TO THE WILD.
- * ANIMAL CARE FACILITIES WERE BUILT OR IMPROVED TO MAKE BEST FRIENDS' CARE EVEN BETTER. THE NEW CAT WORLD HEADQUARTERS OPENED IN AUGUST WITH SPECIAL ACCOMMODATIONS FOR UNSOCIAL CATS WHO NEED THEIR OWN SPACE AND FOR NEWLY ARRIVED GROUPS OF CATS WHO ARE USED TO LIVING TOGETHER. IN ADDITION, THE PIGGY PARK WAS PUT IN PLACE, AND OTHER IMPROVEMENTS TO PIGGY PARADISE HAVE BEEN STARTED.
- * THE BEST FRIENDS CLINIC ALSO HAD ANOTHER BUSY YEAR:
SPAY/NEUTER PROCEDURES 2,952 (INCLUDES 929 FOR THE PUBLIC)
DENTALS 295 (3 PUBLIC)

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

OTHER MISCELLANEOUS SURGERIES 369 (47 PUBLIC)

AFTER-HOURS EMERGENCIES 150 (28 PUBLIC)

* "NO MORE HOMELESS PETS IN UTAH" OFFICIALLY BECAME PART OF BEST FRIENDS ON JANUARY 1, 2011. PARTNERING CLOSELY WITH ANIMAL SHELTERS AND OTHER MEMBERS OF A NO-KILL COALITION THROUGHOUT UTAH, THEY PARTICIPATED IN STERILIZING MORE THAN 24,000 DOGS AND CATS AND HELPING MORE THAN 1,850 PETS TO FIND LOVING HOMES. AS A RESULT OF THIS COLLABORATIVE EFFORT, SALT LAKE COUNTY ANIMAL SERVICES, THE LARGEST MUNICIPAL SHELTER IN UTAH, HAD AN 82 PERCENT SAVE RATE, AS OF NOVEMBER 2011.

RECONCILIATION OF AUDITED FINANCIAL STATEMENT, SUPPLEMENTAL INFORMATION, PAGE 33, PROGRAM 1 - ANIMAL CARE ACTIVITIES TO 990, PART III, 4A

AUDITED FINANCIAL STATEMENT, PAGE 33 -	19,136,768
OPERATIONAL EXPENSE GIFT SHOP, STORE =	723,676
(NOT INCLUDED IN PROGRAM 1 ON PAGE 33)	_____

990, PART III, 4A COST -	19,860,444
--------------------------	------------

EXEMPT PURPOSE ACHIEVEMENTS

990, PART III, LINES 4B

INITIATIVES AND OTHER NATIONAL OUTREACH (EXPENSES: \$16,371,451)

WHILE THE SANCTUARY DEMONSTRATES BEST FRIENDS' COMMITMENT TO CARING FOR AND REHABILITATING ANIMALS WITH SPECIAL NEEDS, OUR OUTREACH PROGRAMS, SPECIAL EVENTS, MAGAZINE AND EXTENSIVE WEB NETWORK DEMONSTRATE OUR

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

COMMITMENT TO THE PEOPLE AND ORGANIZATIONS WHO ARE HELPING TO BRING ABOUT A TIME OF NO MORE HOMELESS PETS ALL AROUND THE NATION. MANY OF THESE ACTIVITIES FALL UNDER ONE OF OUR FOUR NATIONAL INITIATIVES, WITH EACH TARGETING A PET POPULATION WHICH IS PARTICULARLY AT-RISK FOR BEING EUTHANIZED IN OUR NATION'S SHELTERS:

PIT BULL INITIATIVES

* THE SHELTER PARTNERS PROGRAM FOR PIT BULLS, A LIFESAVING PROGRAM IN WHICH BEST FRIENDS, COMMUNITY TRAINING PARTNERS, VOLUNTEERS AND MUNICIPAL SHELTERS IN FIVE CITIES WORK TOGETHER TO SAVE THE LIVES OF PIT BULL TERRIER-TYPE DOGS, PRODUCED POSITIVE OUTCOMES (ADOPTIONS, TRANSFERS TO RESCUE OR RETURN TO FAMILIES) FOR 3,355 DOGS.

* BEST FRIENDS GATHERED HUNDREDS OF PEOPLE AND THEIR PIT BULL TERRIER-TYPE DOGS TO PARTICIPATE IN FAMILY-ORIENTED, EDUCATIONAL NEIGHBORHOOD PIT BULL DAYS AND OTHER PIT BULL AWARENESS EVENTS IN SEVERAL CITIES ACROSS THE COUNTRY. IN ADDITION TO PROVIDING FREE SPAY/NEUTER, MICRO-CHIPPING AND OTHER SERVICES, THESE EVENTS HELPED SHOWCASE THE POSITIVE QUALITIES OF AMERICA'S DOG.

* STRONG ADVOCACY WORK TO FIGHT BREED-DISCRIMINATORY LEGISLATION HELPED TENS OF THOUSANDS OF PIT BULL TYPE DOGS TO REMAIN IN LOVING HOMES DURING 2011.

* BEST FRIENDS SPEARHEADED THE PASSAGE OF FLORIDA SENATE BILL 722 WHICH REMOVED THE STIGMA OF "DANGEROUS" FROM VICTIMS OF CRUELTY SEIZED BY LAW

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

ENFORCEMENT, ALLOWING FOR THE EVALUATION AND POSSIBLE PLACEMENT OF THESE DOGS.

PUPPY MILL INITIATIVES

* DURING 2011, BEST FRIENDS SAVED 714 PUPPY MILL DOGS THROUGH THE PUP MY RIDE TRANSPORT PROGRAM. IN ADDITION, THE PUP MY RIDE PROGRAM DELIVERED 1,653 DOGS FROM LOS ANGELES AREA SHELTERS TO SHELTERS IN OTHER PARTS OF THE COUNTRY, WHERE SMALL DOGS ARE IN HIGH DEMAND.

* TO INCREASE AWARENESS OF PUPPY MILL PUPPIES SOLD IN PET STORES AND ON THE INTERNET, AND ENCOURAGE PEOPLE TO ADOPT INSTEAD OF BUY, BEST FRIENDS' UPDATED "PUPPIES AREN'T PRODUCTS" PUBLIC SERVICE ANNOUNCEMENTS THAT RAN IN MOVIE THEATERS IN LOS ANGELES, NEW YORK AND LAS VEGAS DURING THE HOLIDAY SEASON. BILLBOARDS, MALL POSTERS AND BUS SIGNS ALSO HELPED EDUCATE THE PUBLIC.

* AS A RESULT OF THE CONCERTED PROGRAMMATIC, PUBLIC EDUCATION AND ADVOCACY EFFORTS OF BEST FRIENDS AND OTHER ORGANIZATIONS, MANY USDA-LICENSED COMMERCIAL BREEDING FACILITIES ARE NO LONGER IN BUSINESS. IN JUNE 2007, BEFORE THE LAUNCH OF BEST FRIENDS' PUPPY MILL INITIATIVES, THERE WERE 6,022 USDA-LICENSED COMMERCIAL BREEDING FACILITIES, AS COMPARED TO 2,517 AS OF DECEMBER 2011.

CAT INITIATIVES

* MORE THAN 2,000 CATS WERE HELPED THROUGH BEST FRIENDS' SOUTHERN UTAH

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

COMMUNITY CAT PROGRAM (FORMERLY KNOWN AS FOUR DIRECTIONS), WHICH PROVIDES TRAP/NEUTER/RETURN (TNR) SERVICES AND CAT FOOD TO COMMUNITY CAT CAREGIVERS. ACROSS THE COUNTRY, NEARLY 15,000 CATS WERE HELPED THROUGH BEST FRIENDS' CAT INITIATIVES.

* BEST FRIENDS RAN 16 TRAP/NEUTER/RETURN (TNR) "BOOT CAMPS" THAT PROVIDED TRAINING TO 790 COMMUNITY CAT CAREGIVERS AND VOLUNTEERS IN A DOZEN LOCATIONS AROUND THE COUNTRY.

* BEST FRIENDS CONTINUED TO SUPPORT THE FERAL FREEDOM PROGRAM IN JACKSONVILLE, FLORIDA, WHICH WORKED WITH RESIDENTS AND THE CITY SHELTER TO TRAP, NEUTER AND RETURN MORE THAN 4,100 COMMUNITY CATS TO THEIR TERRITORIES, INSTEAD OF EUTHANIZING THEM.

"PETS ARE FAMILY" INITIATIVES

* ONCE AGAIN, BEST FRIENDS PARTNERED WITH THE PETCO FOUNDATION IN A NATIONAL PET FOOD DRIVE THAT RESULTED IN THE COLLECTION OF 169 TONS OF PET FOOD. THE FOOD WAS DONATED TO PET FOOD PANTRIES THAT DISTRIBUTED IT TO LOW INCOME FAMILIES WITH PETS IN NEED, HELPING TO KEEP PETS AND PEOPLE TOGETHER DURING TOUGH ECONOMIC TIMES.

OTHER NATIONAL OUTREACH

* THE NUMBER OF NO MORE HOMELESS PETS NETWORK PARTNERS-NONPROFIT RESCUE GROUPS AND SHELTERS WORKING WITH BEST FRIENDS TO BRING ABOUT A TIME OF NO MORE HOMELESS PETS-MORE THAN TRIPLED IN 2011, TOTALING 861 GROUPS BY

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

YEAR'S END.

* BEST FRIENDS AWARDED OVER \$750,000 IN GRANTS AND IN-KIND SERVICES TO NONPROFITS AND SHELTERS ACROSS THE COUNTRY THROUGH THE NO MORE HOMELESS PETS NETWORK.

* BEST FRIENDS' COMMUNITY ANIMAL ASSISTANCE DEPARTMENT, NOW PART OF THE NO MORE HOMELESS PETS NETWORK TEAM, HELPED THOUSANDS OF PEOPLE ACROSS THE COUNTRY WITH PET-RELATED PROBLEMS--FROM FINDING NEW HOMES FOR PETS WITH SPECIAL NEEDS TO SOLVING BEHAVIOR ISSUES, HELPING PETS STAY WITH THEIR FAMILIES AND OUT OF SHELTERS. DURING 2011, THE STAFF HANDLED OVER 10,000 CASES INVOLVING MORE THAN 30,000 ANIMALS.

* ONE HUNDRED AND TWENTY RESCUE GROUPS AND SHELTERS PARTICIPATED IN BEST FRIENDS' PET SUPER ADOPTION EVENTS IN NEW YORK, LOS ANGELES AND SALT LAKE CITY. THESE EVENTS GAVE NEARLY 1,600 PETS A SECOND CHANCE FOR A HAPPY LIFE WITH A LOVING FAMILY. AND MORE THAN 1,800 DOGS AND CATS FOUND HOMES THROUGH OTHER INNOVATIVE BEST FRIENDS--SPONSORED ADOPTION EVENTS SUCH AS BACK IN BLACK AND \$5 FELINES.

* NEARLY 7,000 PEOPLE PARTICIPATED IN BEST FRIENDS' STRUT YOUR MUTT PLEDGE WALKS IN LOS ANGELES, NEW YORK CITY, AND THE FIRST VIRTUAL STRUT ACROSS AMERICA. PARTICIPANTS RAISED \$700,000, INCLUDING \$428,000 FOR NO MORE HOMELESS PET NETWORK PARTNERS IN THEIR COMMUNITIES.

* IN FEBRUARY 2011, BEST FRIENDS SUBMITTED A PROPOSAL TO THE CITY OF LOS ANGELES TO OPERATE THE NEVER-BEFORE-OPENED NORTHEAST VALLEY SHELTER IN MISSION HILLS. THROUGHOUT THE YEAR, BEST FRIENDS WORKED TO BUILD A COALITION OF SOME 40 RESCUE GROUPS IN AND AROUND LA WHO ARE HELPING IN THIS IMPORTANT WORK. OUR GOAL IS TO END THE KILLING OF 19,000 SHELTER

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

ANIMALS ANNUALLY THROUGH AN ORGANIZED EFFORT TO INCREASE ADOPTIONS AND OFFER MORE OPPORTUNITIES FOR PEOPLE TO SPAY AND NEUTER THEIR PETS. THE RENAMED BEST FRIENDS ANIMAL SOCIETY PET ADOPTION AND SPAY/NEUTER CENTER OFFICIALLY OPENED ON FEBRUARY 16, 2012. IN ADDITION TO SAVING THE LIVES OF HOMELESS PETS, BEST FRIENDS' PROGRAMS IN LOS ANGELES WILL SERVE AS A NATIONAL MODEL FOR ACHIEVING NO-KILL STATUS IN A MAJOR CITY.

* BEST FRIENDS ORGANIZES AN ANNUAL CONFERENCE FOCUSED ON BRINGING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS. A RECORD-BREAKING 1,300 PEOPLE PARTICIPATED IN THE 2011 NO MORE HOMELESS PETS NATIONAL CONFERENCE IN LAS VEGAS, INCLUDING REGISTRANTS, SPEAKERS, VOLUNTEERS, VENDORS, AND A SMALL NUMBER OF STAFF. ATTENDEES RETURNED TO THEIR COMMUNITIES WITH NEW IDEAS, CONNECTIONS AND INSPIRATION TO HELP THEM SAVE EVEN MORE ANIMALS.

EXEMPT PURPOSE ACHIEVEMENTS

990, PART III, LINES 4C

EMERGENCY RESPONSE (EXPENSES: \$498,078)

* IN JULY, 2011, THE BEST FRIENDS EMERGENCY RESPONSE TEAM RESPONDED TO SEVERE FLOODING IN PIERRE, SOUTH DAKOTA, DIRECTLY HELPING 179 ANIMALS.

* BEST FRIENDS' EMERGENCY RESPONSE TEAM CONDUCTED TRAINING FOR 70 VOLUNTEERS IN NEW YORK CITY AND LOS ANGELES, WHO ARE NOW PREPARED TO HELP IN FUTURE EMERGENCY SITUATIONS.

* BEST FRIENDS SENT FUNDS TO TANZANIA, AFRICA TO ASSIST ANIMALS WHO HAD BEEN ABANDONED DUE TO POLITICAL UNREST, AS WELL AS TO EGYPT TO PROVIDE FOOD AND MEDICAL CARE FOR CAMELS, HORSES AND DONKEYS NEAR GAZA.

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS

990, PART VI, LINE 4

THE OFFICERS OF THE CORPORATION WERE INCREASED FROM TWO TO FOUR. THE ORIGINAL OFFICERS WERE 1) CHIEF EXECUTIVE OFFICER AND 2) CHIEF FINANCIAL OFFICER. THE ADDITIONAL OFFICERS ARE 3) CHIEF DEVELOPMENT OFFICER AND 4) CHIEF STRATEGY OFFICER.

COMPENSATION OF OFFICERS: CHANGED TO THE BOARD SETTING COMPENSATION FOR THE CEO, AND THE CEO SETTING COMPENSATION FOR THE OTHER OFFICERS AND REPORTING THAT COMPENSATION TO THE BOARD.

990 REVIEW PROCESS

990, PART VI, LINE 11B

THE 990 IS PREPARED BY THE CONTROLLER, REVIEWED BY THE CHIEF FINANCIAL OFFICER, THE CHAIRMAN OF THE BOARD, THE CHAIRMAN OF THE FINANCE COMMITTEE, ERNST & YOUNG LLP (EXTERNAL TAX ADVISOR), AND DISTRIBUTED TO THE WHOLE BOARD FOR FINAL REVIEW BEFORE BEING FILED.

MONITORING AND ENFORCEMENT OF CONFLICT OF INTEREST POLICY

990, PART VI, LINE 12C

UPON BEING APPOINTED, ALL BOARD MEMBERS, OFFICIERS, AND STAFF ARE REQUIRED TO SIGN AN AGREEMENT THAT ACKNOWLEDGES ACCEPTANCE OF BEST FRIENDS' CONFLICT OF INTEREST POLICY. THIS POLICY APPLIES TO ALL BOARD MEMBERS, DIRECTORS, COMMITTEE MEMBERS AND STAFF OF BEST FRIENDS ANIMAL SOCIETY. THIS POLICY REQUIRES THAT ALL AFFILIATIONS WITH ENTITIES IN WHICH A FINANCIAL INTEREST IS HELD BE DISCLOSED TO THE BOARD. THE SENIOR

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

FINANCIAL MANAGEMENT OF BEST FRIENDS, INCLUDING THE CFO AND CONTROLLER, ROUTINELY MONITOR ALL TRANSACTIONS TO ENSURE THAT ANY RELATED PARTY TRANSACTIONS ARE FULLY DISCLOSED TO THE BOARD AT LEAST ANNUALLY AND IN THE FINANCIAL STATEMENTS TO ENSURE THAT THE TRANSACTIONS COMPLY WITH POLICY. THIS POLICY IS CURRENTLY UNDER REVIEW BY THE BOARD TO PROVIDE GREATER STRUCTURE; INCLUDING REQUIRING MORE FREQUENT SIGN-OFF ON POLICY, MORE REPORTING, AND RESTRICTIONS ON PARTICIPATION BY RELEVANT BOARD AND STAFF IN THE DEALING WITH THE CONFLICT.

CEO COMPENSATION PROCESS

990, PART VI, LINE 15A

THE BOARD REVIEWED AND APPROVED THE COMPENSATION OF THE CEO AFTER CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS. THIS REVIEW OCCURRED ON 11/18/2011, AS DOCUMENTED IN THE BOARD MINUTES.

COMPENSATION PROCESS FOR OTHER OFFICERS AND KEY EMPLOYEES

990, PART VI, LINE 15B

THE CHIEF EXECUTIVE OFFICER PROPOSED THE COMPENSATION OF THE CFO AND THE CDO AFTER CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS. THE BOARD CHAIR REVIEWED AND APPROVED THE SALARIES PRIOR TO THE 2011 HIRING OF BOTH THE CFO AND THE CDO, FEBRUARY AND JUNE 2011 RESPECTIVELY. CHANGES TO THE BY-LAWS AFTER JUNE 2011 WILL RESULT IN A CHANGE IN THIS PROCESS.

DOCUMENT AVAILABILITY

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797

990, PART VI, LINE 19

COPIES OF THE FORM 990, FORM 990-T, AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE FOR PUBLIC VIEWING ON THE BEST FRIENDS' WEBSITE. GOVERNING DOCUMENTS AND THE CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST, SUBJECT TO APPROVAL OF SENIOR MANAGEMENT.

OTHER CHANGES IN NET ASSETS OR FUND BALANCE

990, PART XI, LINE 5

UNREALIZED LOSS ON INVESTMENTS - \$637,209.

RELATED PARTY INFORMATION OFFICERS

990 PART VI, LINE 2

JOHN FRIPP, CHAIRMAN, AND CELESTE FRIPP, SECRETARY, ARE HUSBAND AND WIFE.

LOCAL BRANCHES

990 PART VI, LINE 10A

WITH THE MERGER WITH THE UTAH COALITION FOR ANIMALS ON JANUARY 1, 2011; BEST FRIENDS ANIMAL SOCIETY BEGAN OPERATING AN ADDITIONAL BRANCH IN SALT LAKE CITY.

MERGER WITH UTAH COALITION FOR ANIMALS

PART VIII, LINE 11C

ON JANUARY 1, 2011, BEST FRIENDS ANIMAL SOCIETY MERGED WITH UTAH

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

COALITION FOR ANIMALS (NMHPU), WITH BEST FRIENDS ANIMAL SOCIETY BEING THE
 SURVIVING ENTITY. THE REVENUE SHOWN ON THIS LINE FOR "MERGER WITH NMHPU"
 REPRESENTS THE ABSORPTION OF THE ASSETS OF NMHPU.

ATTACHMENT 1FORM 990, PART V, LINE 4B - FOREIGN COUNTRIES

CAYMAN ISLANDS

BRITISH VIRGIN ISLANDS

ATTACHMENT 2FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT, DE,

DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI,

MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
NEWPORT CREATIVE COMMUNICATIONS INC 33 RAILROAD AVENUE DUXBURY, MA 02332	CONSULTING/PRINTING	3,526,964.
DESERT MESA CONSTRUCTION LLC 1739 S HWY 89A PO BOX 30 KANAB, UT 84741	CONSTRUCTION	1,093,257.
PGI COMPANIES INC 11354 K-TEL DRIVE MINNETONKA, MN 55343	PRINTING	374,969.
WALSWORTH PUBLISHING CO PO BOX 310287 DES MOINES, IA 50331-0287	PRINTING	882,539.

Name of the organization	Employer identification number
BEST FRIENDS ANIMAL SOCIETY	23-7147797
ATTACHMENT 3 (CONT'D)	

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MADISON HENRY GROUP LLC 4780 ASHFORD-DUNWOODY RD #A-411 ATLANTA, GA 30338	SOFTWARE CONSULTING	423,348.
TOTAL COMPENSATION		<u>6,301,077.</u>