

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  
**2010**  
**Open to Public Inspection**

**A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010**

<b>B</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	<b>C</b> 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  <b>F</b> Name and address of principal officer GREGORY CASTLE CEO 5001 ANGEL CANYON ROAD KANAB, UT 84741	<b>D</b> Employer identification number 23-7147797  <b>E</b> Telephone number (435) 644-2001  <b>G</b> Gross receipts \$ 49,970,360  <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)  <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: ▶ www.bestfriends.org		
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation 1984 <b>M</b> State of legal domicile UT

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> 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			
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .	<b>3</b>		10
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	<b>4</b>		6
	<b>5</b> Total number of individuals employed in calendar year 2010 (Part V, line 2a) . . . . .	<b>5</b>		577
	<b>6</b> Total number of volunteers (estimate if necessary) . . . . .	<b>6</b>		11,450
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	<b>7a</b>		254,193
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .	<b>7b</b>		24,830
<b>Revenue</b>			<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .		43,493,127	42,515,999
	<b>9</b> Program service revenue (Part VIII, line 2g) . . . . .		296,416	722,754
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .		-1,173,496	808,925
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .		1,179,005	822,326
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .		43,795,052	44,870,004
<b>Expenses</b>				
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3) . . . . .		825,376	1,200,652
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .			0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) . . . . .		20,539,598	21,701,083
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .		24,547	125,233
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶5,186,173			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) . . . . .		14,198,190	15,915,193
	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) . . . . .		35,587,711	38,942,161
	<b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .		8,207,341	5,927,843
<b>Net Assets or Fund Balances</b>			<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) . . . . .		41,816,397	49,820,974
	<b>21</b> Total liabilities (Part X, line 26) . . . . .		3,874,278	5,163,175
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .		37,942,119	44,657,799

**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.

<b>Sign Here</b>	Signature of officer DEBORAH MORRISON CFO Type or print name and title	2011-07-22 Date
<b>Paid Preparer Use Only</b>	Print/Type preparer's name Lisa M Cummings Preparer's signature Lisa M Cummings Date	Check if self-employed <input type="checkbox"/> PTIN
	Firm's name ▶ ERNST & YOUNG US LLP Firm's address ▶ 2901 DOUGLAS BLVD SUITE 300 ROSEVILLE, CA 95661	Firm's EIN ▶ Phone no ▶ (916) 218-1900
	May the IRS discuss this return with the preparer shown above? (see instructions) . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No	

**Part III Statement of Program Service Accomplishments**

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

**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 exempt purpose achievements for each of the organization's three largest program services 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 \$ 17,400,952 including grants of \$ ) (Revenue \$ )  
ANIMAL CARE ACTIVITIES (SANCTUARY) - SEE SCHEDULE O

**4b** (Code ) (Expenses \$ 12,505,556 including grants of \$ 1,205,451 ) (Revenue \$ )  
CAMPAIGNS AND OTHER NATIONAL OUTREACH - SEE SCHEDULE O

**4c** (Code ) (Expenses \$ 643,716 including grants of \$ ) (Revenue \$ )  
EMERGENCY RESPONSE - SEE SCHEDULE O

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e Total program service expenses** \$ 30,550,224

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
<b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	Yes	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	Yes	
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
<b>9</b> 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? <i>If "Yes," complete Schedule D, Part IV.</i>		No
<b>10</b> Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	Yes	
<b>11</b> 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		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
<b>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	Yes	
<b>c</b> Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		No
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	Yes	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>		No
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		No
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	Yes	
<b>15</b> 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 U S? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	Yes	
<b>16</b> 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 U S? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
<b>17</b> Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	Yes	
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		No
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
<b>20a</b> Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
<b>b</b> If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

**Part IV Checklist of Required Schedules** *(continued)*

<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . . <input checked="" type="checkbox"/>	<b>21</b>	Yes	
<b>22</b> 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> . . . . . <input checked="" type="checkbox"/>	<b>22</b>	Yes	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, questions 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> . . . . . <input checked="" type="checkbox"/>	<b>23</b>	Yes	
<b>24a</b> 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-24d and complete Schedule K. If "No," go to line 25</i> . . . . .	<b>24a</b>		No
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> 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> . . . . . <input checked="" type="checkbox"/>	<b>25a</b>		No
<b>b</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> . . . . . <input checked="" type="checkbox"/>	<b>25b</b>		No
<b>26</b> 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> . . . . . <input checked="" type="checkbox"/>	<b>26</b>		No
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> . . . . . <input checked="" type="checkbox"/>	<b>27</b>		No
<b>28</b> 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)			
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . . <input checked="" type="checkbox"/>	<b>28a</b>		No
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . . <input checked="" type="checkbox"/>	<b>28b</b>	Yes	
<b>c</b> 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> . . . . . <input checked="" type="checkbox"/>	<b>28c</b>		No
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> <input checked="" type="checkbox"/>	<b>29</b>	Yes	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . . <input checked="" type="checkbox"/>	<b>30</b>		No
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . . <input checked="" type="checkbox"/>	<b>31</b>		No
<b>32</b> 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> . . . . .	<b>32</b>		No
<b>33</b> 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> . . . . .	<b>33</b>		No
<b>34</b> 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> . . . . .	<b>34</b>		No
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)? . . . . .	<b>35</b>		No
<b>a</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> . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	<b>36</b>		No
<b>37</b> 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>	<b>37</b>		No
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, question text, and Yes/No response. Includes questions 1a-14b regarding Form 1096, W-2G, Form W-3, and various organizational requirements.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (10); 1b Enter the number of voting members included in line 1a, above, who are independent (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? (Yes); 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? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (Yes); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Does the organization have members or stockholders? (No); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (No); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 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 (No).

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

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

Section C. Disclosure

Table with 2 columns: Question, Answer. Row 17: List the States with which a copy of this Form 990 is required to be filed (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); Row 18: Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply:  Own website,  Another's website,  Upon request; Row 19: Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table; Row 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 Contractors**

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

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

**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, and **current** key employees 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 (check all that apply)						(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 & CFO	40 0	X		X			122,269	0	10,050	
(2) S LOUISE PHANSTIEL VICE CHAIRPERSON	1 0	X		X			0	0	0	
(3) JAMES F RODGERS TREASURER	1 0	X		X			0	0	0	
(4) CELESTE FRIPP SECRETARY	25 0	X		X			67,970	0	9,808	
(5) GREGORY CASTLE BOARD MEMBER AND CEO	40 0	X		X			162,192	0	10,048	
(6) BRIAN WOLF BOARD MEMBER	1 0	X					0	0	0	
(7) MOLLY JORDAN KOCH BOARD MEMBER	1 0	X					0	0	0	
(8) PETER WARSHAW BOARD MEMBER	1 0	X					0	0	0	
(9) FRANCIS BATTISTA BOARD MEMBER	40 0	X					84,695	0	10,048	
(10) KRAIG BUTRUM BOARD MEMBER	1 0	X					0	0	0	
(11) DR MICHAEL DIX BOARD MEMBER - TERM EXP 1/2010	40 0	X					82,898	0	8,100	
(12) TAMARA BERRY BOARD MEMBER - TERM EXP 1/2010	40 0	X					60,536	0	13,541	
(13) ANNE MEJIA BOARD MEMBER - TERM EXP 1/2010	40 0	X					66,223	0	10,048	
(14) ROSS HARTILL BOARD MEMBER - TERM EXP 1/2010	40 0	X					54,906	0	6,424	
(15) LIZ FINCH BOARD MEMBER - TERM EXP 1/2010	40 0	X					52,795	0	4,248	
(16) KELLY MORTON BOARD MEMBER - TERM EXP 1/2010	40 0	X					65,758	0	6,407	

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(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			
<b>1b Sub-Total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>							820,242	0	88,722	

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

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
<b>4</b> 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>	Yes	
<b>5</b> 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>		No

**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

(A) Name and business address	(B) Description of services	(C) Compensation
NEWPORT CREATIVE COMMUNICATIONS INC 33 RAILROAD AVENUE DUXBURY, MA 02332	CONSULTING	877,166
IPC PRINT SERVICES 9122 EAGLE WAY CHICAGO, IL 60678	PRINTING	863,264
PGI COMPANIES INC 11354 K-TEL DRIVE MINNETONKA, MN 55343	PRINTING	624,717
BLACKBAUD INC PO BOX 930256 ATLANTA, GA 31193	SOFTWARE CONSULTING	454,923
WATTS CONSTRUCTION INC 251 HILTON DRIVE 206 ST GEORGE, UT 84770	CONSTRUCTION	396,417

**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 **20**



**Part VIII Statement of Revenue**

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . . <b>1a</b>					
	<b>b</b> Membership dues . . . . . <b>1b</b>					
	<b>c</b> Fundraising events . . . . . <b>1c</b>					
	<b>d</b> Related organizations . . . . . <b>1d</b>					
	<b>e</b> Government grants (contributions) . . . . . <b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . . <b>1f</b>	42,515,999				
	<b>g</b> Noncash contributions included in lines 1a-1f \$ . . . . .	1,112,136				
	<b>h Total.</b> Add lines 1a-1f . . . . .	42,515,999				
	<b>Program Service Revenue</b>	<b>2a</b> PROGRAM EVENTS	Business Code			
		900099	722,754	722,754		
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> All other program service revenue						
<b>g Total.</b> Add lines 2a-2f . . . . .			722,754			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . .		594,643		594,643	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0			
	<b>5</b> Royalties . . . . .		0			
	<b>6a</b> Gross Rents	(i) Real	518,702			
		(ii) Personal				
		<b>b</b> Less rental expenses	189,310			
		<b>c</b> Rental income or (loss)	329,392			
	<b>d</b> Net rental income or (loss) . . . . .		329,392	204,304	125,088	
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	3,441,202		120,300	
		(ii) Other				
		<b>b</b> Less cost or other basis and sales expenses	3,236,607		110,613	
		<b>c</b> Gain or (loss)	204,595		9,687	
	<b>d</b> Net gain or (loss) . . . . .		214,282		214,282	
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . <b>a</b>					
		<b>b</b> Less direct expenses . . . . . <b>b</b>				
<b>c</b> Net income or (loss) from fundraising events . . . . .			0			
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . . <b>a</b>						
	<b>b</b> Less direct expenses . . . . . <b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities . . . . .		0			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . . <b>a</b>		1,700,824				
	<b>b</b> Less cost of goods sold . . . . . <b>b</b>	1,563,826				
	<b>c</b> Net income or (loss) from sales of inventory . . . . .		136,998	79,830	57,168	
Miscellaneous Revenue		Business Code				
<b>11a</b> MAGAZINE ADVERTISING		541800	197,025	197,025		
	<b>b</b> CAFETERIA & VENDING REVENUE	722210	158,911		158,911	
	<b>c</b> _____					
	<b>d</b> All other revenue . . . . .					
	<b>e Total.</b> Add lines 11a-11d . . . . .		355,936			
<b>12 Total revenue.</b> See Instructions . . . . .		44,870,004	1,006,888	254,193	1,092,924	

**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).

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
<b>1</b>	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	1,115,201	1,115,201		
<b>2</b>	Grants and other assistance to individuals in the U S See Part IV, line 22	73,681	73,681		
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	11,770	11,770		
<b>4</b>	Benefits paid to or for members	0			
<b>5</b>	Compensation of current officers, directors, trustees, and key employees . . . . .	908,964	546,943	148,183	213,838
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
<b>7</b>	Other salaries and wages	16,920,988	14,244,142	1,215,443	1,461,403
<b>8</b>	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	422,155	348,324	47,023	26,808
<b>9</b>	Other employee benefits . . . . .	1,615,201	1,394,989	96,591	123,621
<b>10</b>	Payroll taxes . . . . .	1,833,775	1,538,729	156,813	138,233
<b>a</b>	Fees for services (non-employees)				
	Management . . . . .	0			
<b>b</b>	Legal . . . . .	240,568	220,562	4,825	15,181
<b>c</b>	Accounting . . . . .	81,753	334	74,119	7,300
<b>d</b>	Lobbying . . . . .	13,000	13,000	0	0
<b>e</b>	Professional fundraising services See Part IV, line 17 . . . . .	125,233			125,233
<b>f</b>	Investment management fees . . . . .	96,101	22	66,321	29,758
<b>g</b>	Other . . . . .	1,306,910	551,587	724,007	31,316
<b>12</b>	Advertising and promotion . . . . .	1,258,809	1,049,167	3,656	205,986
<b>13</b>	Office expenses . . . . .	536,827	164,873	341,916	30,038
<b>14</b>	Information technology . . . . .	473,828	445,592	14,097	14,139
<b>15</b>	Royalties . . . . .	0			
<b>16</b>	Occupancy . . . . .	534,291	512,594	2,676	19,021
<b>17</b>	Travel . . . . .	703,732	554,984	20,915	127,833
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
<b>19</b>	Conferences, conventions, and meetings . . . . .	521,683	506,516	336	14,831
<b>20</b>	Interest . . . . .	28,664	20,566	8,098	0
<b>21</b>	Payments to affiliates . . . . .	0			
<b>22</b>	Depreciation, depletion, and amortization . . . . .	1,054,678	1,016,858	32,452	5,368
<b>23</b>	Insurance . . . . .	61,403	59,741	1,662	0
<b>24</b>	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )				
<b>a</b>	SUPPLIES	1,463,266	1,181,263	33,038	248,965
<b>b</b>	PRINTING, COPYING, PUBLICATION	2,332,716	997,334	15,628	1,319,754
<b>c</b>	POSTAGE & SHIPPING	1,576,871	615,026	11,606	950,239
<b>d</b>	ANIMAL FOOD, MED CARE, & OTHER	1,518,468	1,517,781	56	631
<b>e</b>	FACILITIES MAINTENANCE	488,116	484,620	1,902	1,594
<b>f</b>	All other expenses	1,623,509	1,364,025	184,401	75,083
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24f	38,942,161	30,550,224	3,205,764	5,186,173
<b>26</b>	<b>Joint costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	1,277,411	<b>1</b>	1,356,648
	<b>2</b> Savings and temporary cash investments . . . . .	10,113,418	<b>2</b>	5,626,368
	<b>3</b> Pledges and grants receivable, net . . . . .	1,152,609	<b>3</b>	1,213,701
	<b>4</b> Accounts receivable, net . . . . .	60,174	<b>4</b>	428,178
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> 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) Schedule L . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .	413,559	<b>8</b>	323,365
	<b>9</b> Prepaid expenses and deferred charges . . . . .	385,508	<b>9</b>	173,097
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	24,793,848		
	<b>b</b> Less accumulated depreciation . . . . .	8,924,615	14,814,716	<b>10c</b> 15,869,233
	<b>11</b> Investments—publicly traded securities . . . . .	6,704,075	<b>11</b>	15,455,743
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	6,574,131	<b>12</b>	8,395,448
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets See Part IV, line 11 . . . . .	320,796	<b>15</b>	979,193
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	41,816,397	<b>16</b>	49,820,974	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	1,424,968	<b>17</b>	2,507,800
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	287,984	<b>24</b>	0
	<b>25</b> Other liabilities Complete Part X of Schedule D . . . . .	2,161,326	<b>25</b>	2,655,375
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	3,874,278	<b>26</b>	5,163,175
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	32,910,034	<b>27</b>	36,840,912
	<b>28</b> Temporarily restricted net assets . . . . .	4,265,867	<b>28</b>	6,012,167
	<b>29</b> Permanently restricted net assets . . . . .	766,218	<b>29</b>	1,804,720
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	37,942,119	<b>33</b>	44,657,799	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	41,816,397	<b>34</b>	49,820,974	

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	44,870,004
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	38,942,161
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	5,927,843
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	37,942,119
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>5</b>	787,837
<b>6</b>	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	<b>6</b>	44,657,799

**Part XII Financial Statements and Reporting**

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

		Yes	No
<b>1</b>	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		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
<b>b</b>	Were the organization's financial statements audited by an independent accountant?	Yes	
<b>c</b>	If "Yes," to 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	Yes	
<b>d</b>	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 separated basis		
<b>3a</b>	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?		
<b>b</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 990EZ)

**Public Charity Status and Public Support**

**2010**

**Open to Public Inspection**

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.

Department of the Treasury  
Internal Revenue Service

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 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?
- h Provide the following information about the supported organization(s)

	Yes	No
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

(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	
<b>Total</b>									

**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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	27,017,887	34,248,460	37,188,499	43,493,127	42,528,599	184,476,572
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3	27,017,887	34,248,460	37,188,499	43,493,127	42,528,599	184,476,572
<b>5</b> 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)						
<b>6 Public Support.</b> Subtract line 5 from line 4						184,476,572

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>7</b> Amounts from line 4	27,017,887	34,248,460	37,188,499	43,493,127	42,528,599	184,476,572
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	717,036	683,197	769,756	582,808	719,731	3,472,528
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on	32,497			53,474	13,683	99,654
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)				103,537	158,911	262,448
<b>11 Total support</b> (Add lines 7 through 10)						188,311,202
<b>12</b> Gross receipts from related activities, etc (See instructions)					<b>12</b>	7,823,478

**13 First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** **Section C. Computation of Public Support Percentage**

<b>14</b> Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	<b>14</b>	97.964%
<b>15</b> Public Support Percentage for 2009 Schedule A, Part II, line 14	<b>15</b>	98.000%

**16a 33 1/3% support test—2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **b 33 1/3% support test—2009.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **17a 10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **b 10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12)						
<b>14 First Five Years</b> 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 <b>stop here</b> 						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	<b>15</b>	
<b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15	<b>16</b>	

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2010</b> (line 10c column (f) divided by line 13 column (f))	<b>17</b>	
<b>18</b> Investment income percentage from <b>2009</b> Schedule A, Part III, line 17	<b>18</b>	
<b>19a 33 1/3% support tests—2010.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization 		
<b>b 33 1/3% support tests—2009.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization 		
<b>20 Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

**Part IV** **Supplemental Information.** 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).

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<b>Facts And Circumstances Test</b>
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SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization is described below. Attach to Form 990 or Form 990-EZ. See separate instructions.

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 35a (Proxy Tax), then

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

Name of the 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 \$
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 \$
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

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received. The table is currently empty.

**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
- B** Check  if the filing organization checked box A and "limited control" provisions apply

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)	(a) Filing Organization's Totals	(b) Affiliated Group Totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)	267,194													
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)	12,758													
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)	279,952													
<b>d</b> Other exempt purpose expenditures	30,270,272													
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)	30,550,224													
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 65%; text-align: left;">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													
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
<b>h</b> Subtract line 1g from line 1a If zero or less, enter -0-	17,194													
<b>i</b> Subtract line 1f from line 1c If zero or less, enter -0-														
<b>j</b> 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 checked="" type="checkbox"/> Yes <input 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.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
<b>2a</b> Lobbying non-taxable amount				1,000,000	1,000,000
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					1,500,000
<b>c</b> Total lobbying expenditures				279,952	279,952
<b>d</b> Grassroots non-taxable amount				250,000	250,000
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					375,000
<b>f</b> Grassroots lobbying expenditures				267,194	267,194

**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)).**

	(a)		(b)
	Yes	No	Amount
<b>1</b> 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			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities? If "Yes," describe in Part IV			
<b>j</b> Total lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> 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
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	<b>1</b>	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>2</b>	
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year?	<b>3</b>	

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

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) non-deductible lobbying and political expenditures ( <b>do not include amounts of political expenses for which the section 527(f) tax was paid</b> ).	<b>2a</b>	
<b>a</b> Current year	<b>2b</b>	
<b>b</b> Carryover from last year	<b>2c</b>	
<b>c</b> Total	<b>3</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>4</b>	
<b>4</b> 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?	<b>5</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)		

**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, and Part II-B, line 1.  
Also, complete this part for any additional information

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

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): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?
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 170(h)(4)(B)(ii)?
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, 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, 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 relating to these items: a Revenues included in Form 990, Part VIII, line 1; b Assets included in Form 990, Part X

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

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

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

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

Table with 2 columns: Description (1c-1f) and Amount

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.

Table with 6 columns: (a) Current Year, (b) Prior Year, (c) Two Years Back, (d) Three Years Back, (e) Four Years Back. Rows include 1a-1g.

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment 28.000%
b Permanent endowment 72.000%
c Term endowment

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

Table with 3 columns: Description (3a(i), 3a(ii), 3b), Yes, No

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

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

Table with 5 columns: Description of investment, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a-1e and Total.

**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	4,022,571	F
(B) SHS IN HEDGE FUND PARTNERSHIPS	4,372,877	F
Total. (Column (b) should equal Form 990, Part X, col (B) line 12 )	8,395,448	

**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
Total. (Column (b) should 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
Total. (Column (b) should 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) Amount
Federal Income Taxes	0
CHARITABLE GIFT ANNUITIES PAYABLE	1,818,807
OTHER LIABILITY - 5 ACRE AGREEMENTS	674,034
CAPITAL LEASES PAYABLE	162,534
Total. (Column (b) should equal Form 990, Part X, col (B) line 25 )	2,655,375

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 Financial Statements**

<b>1</b>	Total revenue (Form 990, Part VIII, column (A), line 12)	<b>1</b>	44,870,004
<b>2</b>	Total expenses (Form 990, Part IX, column (A), line 25)	<b>2</b>	38,942,161
<b>3</b>	Excess or (deficit) for the year Subtract line 2 from line 1	<b>3</b>	5,927,843
<b>4</b>	Net unrealized gains (losses) on investments	<b>4</b>	787,837
<b>5</b>	Donated services and use of facilities	<b>5</b>	
<b>6</b>	Investment expenses	<b>6</b>	
<b>7</b>	Prior period adjustments	<b>7</b>	
<b>8</b>	Other (Describe in Part XIV)	<b>8</b>	
<b>9</b>	Total adjustments (net) Add lines 4 - 8	<b>9</b>	787,837
<b>10</b>	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	<b>10</b>	6,715,680

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	47,413,890
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	787,837
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV) . . . . .	<b>2d</b>	1,765,736
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	2,553,573
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	44,860,317
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIV) . . . . .	<b>4b</b>	9,687
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	9,687
<b>5</b>	Total Revenue Add lines <b>3</b> and <b>4c</b> . (This should equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	44,870,004

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

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	40,698,210
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25		
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b>	Other losses . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV) . . . . .	<b>2d</b>	1,765,736
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	1,765,736
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	38,932,474
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIV) . . . . .	<b>4b</b>	9,687
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	9,687
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This should equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	38,942,161

**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, 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

Identifier	Return Reference	Explanation
ENDOWMENT FUNDS	PART V, LINE 4	THE ORGANIZATION INTENDS TO USE THE INCOME GENERATED FROM THE PERMANENT ENDOWMENT FOR VARIOUS PROGRAMS
OTHER - INCLUDED ON BOOKS, NOT RETURN	PART XII, LINE 2D & PART XIII, LINE 2D	STORE EXPENSES \$1,111,830 GIFT SHOP EXPENSES 451,996 GUEST COTTAGE EXPENSES 189,310 IN-KIND SERVICES 12,600 TOTAL \$1,765,736
OTHER - INCLUDED ON RETURN, NOT BOOKS	PART XII, LINE 4B & PART XIII, LINE 4B	GAIN ON DISPOSAL OF CAPITAL ASSETS \$9,687

SCHEDULE F (Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Best Friends Animal Society

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 the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Part V if additional space is needed)

Table with 6 columns: (a) Region, (b) Number of offices in the region, (c) Number of employees or agents in region or independent contractors, (d) Activities conducted in region (by type), (e) If activity listed in (d) is a program service, describe specific type of service(s) in region, (f) Total expenditures for region/investments in region. Rows include Central America and the Caribbean, Middle East and North Africa, North America, East Asia and the Pacific, and a Sub-total row.



**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    
Use Part V 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)
		Cent America/Caribbean	SUPPORT	6,000	EFT			

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 . . . . . **1**

3 Enter total number of other organizations or entities . . . . . **3**

**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.  
Use Part V if additional space is needed.

<b>(a)</b> Type of grant or assistance	<b>(b)</b> Region	<b>(c)</b> Number of recipients	<b>(d)</b> Amount of cash grant	<b>(e)</b> Manner of cash disbursement	<b>(f)</b> Amount of non-cash assistance	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Method of valuation (book, FMV, appraisal, other)

**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 (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 and/or Form 3520-A. (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, 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

**Part V** **Supplemental Information**

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

Identifier	ReturnReference	Explanation
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)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2010

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization Best Friends Animal Society

Employer identification number 23-7147797

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

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

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

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (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.

3 List all states in which the organization is registered or licensed to solicit funds 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 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		(event type)	(event type)	(total number)	(Add col (a) through col (c))
<b>Revenue</b>	<b>1</b> Gross receipts . . . . .				
	<b>2</b> Less Charitable contributions . . . . .				
	<b>3</b> Gross income (line 1 minus line 2) . . . . .				
<b>Direct Expenses</b>	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Non-cash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .				
	<b>7</b> Food and beverages . . . . .				
	<b>8</b> Entertainment . . . . .				
	<b>9</b> Other direct expenses . . . . .				
	<b>10</b> Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶				
	<b>11</b> Net income summary Combine lines 3 and 10 in column (d) . . . . . ▶				

**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))
<b>Revenue</b>	<b>1</b> Gross revenue . . . . .				
	<b>2</b> Cash prizes . . . . .				
<b>Direct Expenses</b>	<b>3</b> Non-cash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
<b>6</b>	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	
	<b>7</b> Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶				
<b>8</b> Net gaming income summary Combine lines 1 and 7 in column (d) . . . . . ▶					

**9** Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_

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

**b** If "No," Explain \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

**b** If "Yes," Explain \_\_\_\_\_

- 11** Does the organization operate gaming activities with nonmembers?  Yes  No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13** Indicate the percentage of gaming activity operated in
 

<b>a</b> The organization's facility	<b>13a</b>	
<b>b</b> An outside facility	<b>13b</b>	
- 14** Provide 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

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

**Part IV** Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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 NOT SPECIFICALLY IDENTIFY ALL THE REVENUE GENERATED BY THE FUNDRAISING SERVICES PROVIDED BY NEWPORT CREATIVE COMMUNICATIONS, INC IN 2010 THEREFORE, ONLY THE AMOUNTS PAID TO NEWPORT CREATIVE COMMUNICATIONS, INC SPECIFICALLY FOR FUNDRAISING CONSULTING SERVICES IN 2010 WERE REPORTED IN COLUMN (V) BEST FRIENDS ANIMAL SOCIETY PAID NEWPORT CREATIVE COMMUNICATIONS, INC FOR OTHER SERVICES IN 2010 (E G PRINTING, POSTAGE, PRODUCTION MANAGEMENT) WHICH IS WHY THE AMOUNT REPORTED ON PART VII, SECTION B OF THE CORE FORM 990 IS GREATER THAN THE AMOUNT REPORTED ON SCHEDULE G, PART I, LINE 2B

Schedule I (Form 990)

OMB No 1545-0047

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

2010

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization Best Friends Animal Society

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?
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.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code 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. Row 1 contains 'See Additional Data Table'.

2 Enter total number of section 501(c)(3) and government organizations
3 Enter total number of other organizations



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

Use Schedule I-1 (Form 990) 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	90	73,681			

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

Identifier	Return Reference	Explanation
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

**Software ID:**  
**Software Version:**  
**EIN:** 23-7147797  
**Name:** Best Friends Animal Society

## Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE UTAH COALITION FOR ANIMALS 8029S 700E SANDY, UT 84070	87-0650022	501(C)(3)	226,949				GRANT/SUPPORT
FIRST COAST NMHP 1125 AKERS DR JACKSONVILLE, FL 32225	01-0709158	501(C)(3)	217,500				GRANT/SUPPORT
FIX NATION INC PO BOX 26 WOODLAND HILLS, CA 91365	83-0452460	501(C)(3)	200,000				GRANT/SUPPORT
HUMANE SOCIETY INTERNATIONAL 2100 L ST NW WASHINGTON, DC 20037	53-0225390	501(C)(3)	175,000				GRANT/SUPPORT
DAWGN WESTSHORE CHICAGO, IL 60601	36-4366285	501(C)(3)	47,626				GRANT/SUPPORT
ACC&D 14245 NW BELLE CT PORTLAND, OR 97229	41-2185841	501(C)(3)	25,000				GRANT/SUPPORT
ANIMAL RELIEF COALITION FOR HAITI PO BOX 1654 N EASTHAM, MA 02651	31-1594197	501(C)(3)	25,000				GRANT/SUPPORT
ALLEY CAT GUARDIANS 1430 CARPENTER LN MODESTO, CA 95351	03-0478130	501(C)(3)	10,000				GRANT/SUPPORT
CASTAWAY CRITTERS PO BOX 1421 HARRISBURG, PA 17105	25-1894514	501(C)(3)	10,000				GRANT/SUPPORT
LAKOTA ANIMAL CARE PROJECT 12506 WILLOW CRK RD CUSTER, SD 57730	45-0551967	501(C)(3)	10,000				GRANT/SUPPORT
SANILAC COUNTY HUMANE SOCIETY 3847 SHELDON ST CARSONVILLE, MI 48419	38-3322837	501(C)(3)	10,000				GRANT/SUPPORT
STRAY CAT ALLIANCE PO BOX 661277 LOS ANGELES, CA 90066	95-4787231	501(C)(3)	10,000				GRANT/SUPPORT

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
THE FOUNDATION FOR HOMELESS CATS 2110 W TONOPAH DR PHOENIX, AZ 85027	26-3239896	501(C)(3)	10,000				GRANT/SUPPORT
MCKEE PROJECT W SPRING VALLEY PL TUCSON, AZ 85737	86-0954168	501(C)(3)	10,000				GRANT/SUPPORT
CATOOSA CITIZENS FOR ANIMAL CARE PO BOX 838 RINGGOLD, GA 30736	58-2120060	501(C)(3)	7,500				GRANT/SUPPORT

**Schedule J**  
**(Form 990)**

**Compensation Information**

OMB No 1545-0047

**2010**

**Open to Public Inspection**

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

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

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

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

Best Friends Animal Society

**Employer identification number**

23-7147797

**Part I Questions Regarding Compensation**

	Yes	No
--	-----	----

- 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 idemnification 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 in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- |  |   |
|--|---|
| <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 from the organization or a related organization?
- 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 501(c)(3) and 501(c)(4) organizations only 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 Regs. 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)?

<b>1b</b>	Yes	
<b>2</b>	Yes	
<b>4a</b>		No
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		

**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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) GREGORY CASTLE	(i)	162,192	0	0	7,000	3,048	172,240	0
	(ii)	0	0	0	0	0	0	0
( 2 )								
( 3 )								
( 4 )								
( 5 )								
( 6 )								
( 7 )								
( 8 )								
( 9 )								
( 10 )								
( 11 )								
( 12 )								
( 13 )								
( 14 )								
( 15 )								
( 16 )								

**Part III Supplemental Information**

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

Identifier	Return Reference	Explanation
FIRST-CLASS OR CHARTER TRAVEL	PART I, LINE 1A	BEST FRIENDS ANIMAL SOCIETY OWNS THREE 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 WHO ARE LICENSED PILOTS. 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)

Transactions with Interested Persons

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

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

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

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

Table with 7 main columns: (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?

Part III Grants or Assistance Benefitting Interested Persons.

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

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

**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	SPOUSE BD MEMBER RODGERS	76,515	EMPLOYEE COMPENSATION		No
(2) JULIE CASTLE - SR DIRECTOR COMMUNIC	SPOUSE BD MEMBER CASTLE	86,264	EMPLOYEE COMPENSATION		No
(3) SILVA BATTISTA - CELEBRITY RELATION	SPOUSE BD MEMB BATTISTA	86,000	EMPLOYEE COMPENSATION		No

**Part V Supplemental Information**

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

Identifier	Return Reference	Explanation
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SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization Best Friends Animal Society

Employer identification number 23-7147797

Part I Types of Property

Table with 4 columns: (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 oncash contribution amounts. Rows include Art, Cars, Boats, Securities, Real estate, etc.

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

Table with 3 columns: Question, Yes, No. Rows include 30a, 31, 32a, 33 regarding contribution reporting and policies.

**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.

Identifier	Return Reference	Explanation
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

**Schedule M (Form 990) 2010**

**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 to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

**2010**

**Open to Public  
Inspection**

**Name of the organization**  
Best Friends Animal Society

**Employer identification number**

23-7147797

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4A, 4B & 4C	<p>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 DESCRIPTION OF PROGRAMS ANIMAL CARE ACTIVITIES (EXPENSES \$17,400,952) 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 CARE FOR AT THE SANCTUARY AT ANY GIVEN TIME EVERY ANIMAL WHO COMES TO THE SANCTUARY RECEIVES THE NECESSARY TREATMENT AND CARE TO RECOVER AND HEAL FROM LIFE'S HARD JOURNEY, AND IN THE 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 2010 INCLUDE * 792 ANIMALS WERE ADMITTED TO THE SANCTUARY * 754 ANIMALS FOUND HOMES-INCLUDING 435 DOGS, 252 CATS, 3 HORSES, 14 RABBITS AND GUINEA PIGS, 3 PIGS, 45 PARROTS AND 2 ANIMALS FROM WILD FRIENDS A CHICKEN AND A RAT * 189 INJURED WILD ANIMALS WERE CARE D FOR IN OUR WILD FRIENDS DEPARTMENT AND 106 WERE RELEASED BACK TO THEIR NATURAL HABITATS AFTER FULL RECOVERY BEST FRIENDS' STATE AND FEDERALLY LICENSED PROGRAM ALSO PROVIDES LIFE TIME CARE FOR WILDLIFE UNABLE TO RETURN TO THE WILD * ANIMAL CARE FACILITIES WERE BUILT OR IMPROVED TO MAKE BEST FRIENDS' CARE EVEN BETTER VAL'S PUPPY CARE CENTER, A NEW BUILDING ESPECIALLY FOR PUPPIES, AND THE EXPANDED, REMODELED CLINIC BECAME OPERATIONAL DURING THE YEAR WORK WAS ALSO COMPLETED ON UPDATES TO THE BUNNY HOUSE AND CAT BUILDING EXPANSIONS IN ADDITION, CONSTRUCTION OF A NEW CAT HEADQUARTERS BEGAN, WITH SPECIAL ACCOMMODATIONS FOR UNSOCIAL CATS WHO NEED THEIR OWN SPACE AND FOR NEWLY ARRIVED GROUPS OF CATS WHO ARE USED TO LIVING TOGETHER * THE BEST FRIENDS CLINIC ALSO HAD ANOTHER BUSY YEAR SPAY/NEUTER PROCEDURES 2,109 (INCLUDES 676 PUBLIC SERVICES) DENTALS 396 (2 PUBLIC) MISCELLANEOUS SURGERIES 412 (64 PUBLIC) AFTER-HOURS EMERGENCIES 112 (24 PUBLIC) * "NO MORE HOMELESS PETS IN UTAH" OFFICIALLY BECAME PART OF BEST FRIENDS ON JANUARY 1, 2011 IN 2010, PARTNERING CLOSELY WITH ANIMAL SHELTERS AND OTHER MEMBERS OF A NO-KILL COALITION THROUGHOUT UTAH, THEY PARTICIPATED IN STERILIZING MORE THAN 34,000 DOGS AND CATS AND HELPING NEARLY 25,000 PETS TO FIND LOVING HOMES SINCE THIS COLLABORATIVE WORK BEGAN IN 2000, FEWER UTAH PETS ARE NOW ENTERING THE SHELTER SYSTEM AND THE EUTHANASIA RATE FOR THOSE WHO DO ENTER SHELTERS HAS BEEN REDUCED BY NEARLY HALF * FIVE OF THE 22 "VICTORY DOGS," WHO CAME TO BEST FRIENDS FROM MICHAEL VICK'S PROPERTY, HAVE BEEN ADOPTED INTO LOVING HOMES, ONE IS IN A FOSTER-TO-ADOPT HOME, AND THE REST CONTINUE TO IMPROVE AT THE SANCTUARY THESE HIGH-PROFILE DOGS ARE LIVING PROOF THAT EVERY DOG DESERVES A SECOND CHANCE, AND ARE HELPING TO CHANGE THE WAY THE PUBLIC VIEWS PIT BULLS EMERGENCY RESPONSE (EXPENSES \$643,716) IN 2010, THE BEST FRIENDS EMERGENCY RESPONSE TEAM DIRECTLY SAVED 217 DOGS AND 300 PARROTS, SUPPORTED TRAINING FOR 34 VETERINARIANS AND UNDERTOOK 700 SPAY/NEUTER SURGERIES THROUGH GRANT-FUNDED PROGRAMS AND WORKSHOPS HIGHLIGHTS INCLUDE * BEST FRIENDS JOINED 21 OTHER GROUPS IN THE ANIMAL RELIEF COALITION FOR HAITI (ARCH) WHICH MOBILIZED RESCUE EFFORTS THAT PROVIDED LIFESAIVING MEDICAL CARE AND AID TO 49,506 ANIMALS FOLLOWING THE DEVASTATING EARTHQUAKE * TO IMPROVE THE LIVES AND LONG-TERM WELFARE OF ANIMALS IN HAITI, BEST FRIENDS AND HUMANE SOCIETY INTERNATIONAL (HSI) PARTNERED TO ESTABLISH THE FIRST ANIMAL CARE AND TRAINING CENTER IN THE COUNTRY, WHICH IS NEARLY COMPLETED * WHEN FIRE BROKE OUT AT THE GILCREASE NATURE SANCTUARY IN LAS VEGAS, NEVADA, THE EMERGENCY RESPONSE TEAM WAS DEPLOYED AND STABILIZED SOME 300 PARROTS AND OTHER COMPANION BIRDS * BEST FRIENDS PARTNERED WITH PETS ALIVE, A NO-KILL SHELTER IN NEW YORK, TO RESCUE 88 BEAGLES ABANDONED AT A RESEARCH FACILITY IN NEW JERSEY RESCUED JUST IN TIME FOR INDEPENDENCE DAY, ALL HAVE SINCE BEEN PLACED IN GOOD HOMES * BEST FRIENDS PARTNERED WITH ASPCA AND THE POPE COUNTY SHERIFF'S OFFICE TO RESCUE 125 DOGS FROM A HOARDING SITUATION IN ARKANSAS IN AN EFFORT CALLED THE "RAZORBACKS RESCUE" TWENTY-FOUR OF THE MOST SEVERELY NEGLECTED DOGS CAME TO THE SANCTUARY FOR SPECIALIZED CARE * TO IMPROVE THE LIVES OF ANIMALS INTERNATIONALLY, BEST FRIENDS PROVIDED GRANT FUN</p>

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4A, 4B & 4C	<p>DING FOR SPAY/NEUTER SURGERIES AND RELATED VETERINARY TRAINING IN COSTA RICA, ETHIOPIA AND PERU BEST FRIENDS ALSO SPONSORED ANIMAL WELFARE CONFERENCES AND EDUCATIONAL PROGRAMS IN AFRICA, ASIA, INDONESIA, AND THE MIDDLE EAST * IN PREPARATION FOR HURRICANE SEASON, BEST FRIENDS SENT A TRAILER FILLED WITH BOATS, EMERGENCY SEARCH AND RESCUE EQUIPMENT, HUMANE TRAPS, KENNELS, MEDICAL SUPPLIES AND MORE TO ATLANTA, GEORGIA INITIATIVES AND OTHER NATIONAL OUTREACH (EXPENSES \$12,505,556) 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 COMMITMENT TO THE PEOPLE AND ORGANIZATIONS WHO ARE HELPING TO BRING ABOUT A TIME OF NO MORE HOMELESS PETS ALL AROUND THE NATION THE MAJORITY OF THESE ACTIVITIES FALL UNDER ONE OF OUR FOUR NATIONAL INITIATIVES PIT BULL INITIATIVES * STRONG ADVOCACY WORK TO FIGHT BREED-DISCRIMINATORY LEGISLATION HELPED TENS OF THOUSANDS OF PIT BULL TYPE DOGS REMAIN IN LOVING HOMES DURING 2010 * AS PART OF THIS EFFORT, BEST FRIENDS' LEGAL TEAM PROVIDED GUIDANCE ON BENEFICIAL DANGEROUS-DOG LAWS TO 350 ATTORNEYS WE ALSO ENCOURAGED THE USE OF OUR FISCAL IMPACT CALCULATOR-AN INNOVATIVE ONLINE TOOL THAT HELPS COMMUNITIES ASSESS THE HIGH COST OF BREED-DISCRIMINATORY LAWS * THANKS TO THE SHELTER PARTNERSHIP PROGRAM FOR PIT BULLS, A PARTNERSHIP BETWEEN BEST FRIENDS AND SALT LAKE COUNTY ANIMAL SERVICES, NO ADOPTABLE PIT-BULL-TYPE DOGS WERE EUTHANIZED IN SLC COUNTY SHELTERS IN 2010! THIS LIFESAVING MODEL PROGRAM IS NOW BEING INTRODUCED IN FIVE OTHER CITIES ACROSS THE COUNTRY PUPPY MILL INITIATIVES * DURING 2010, BEST FRIENDS SAVED 643 PUPPY MILL DOGS, AND ASSISTED IN 20 CRUELTY CASES * BEST FRIENDS' "PUP MY RIDE" PROGRAM DELIVERED 809 DOGS FROM LOS ANGELES AREA SHELTERS TO SHELTERS IN OTHER PARTS OF THE COUNTRY, WHERE SMALL DOGS ARE IN HIGH DEMAND * MORE THAN 30,000 PEOPLE LEARNED ABOUT PUPPY MILLS AND THE IMPORTANCE OF ADOPTION BY DOWNLOADING ACTION KITS OR PARTICIPATING IN EVENTS AND LECTURES * BEST FRIENDS WAS PART OF A COALITION OF ANIMAL WELFARE GROUPS THAT SUPPORTED PASSAGE OF A NEW LAW WHICH IMPROVES CONDITIONS FOR DOGS IN MISSOURI'S PUPPY MILLS CAT INITIATIVES * BEST FRIENDS RAN NINE TRAP/NEUTER/RELEASE (TNR) "BOOT CAMPS" THAT PROVIDED TRAINING TO NEARLY 500 FERAL CAT CAREGIVERS AND VOLUNTEERS WHO HELP CATS IN THEIR COMMUNITIES * 1,200 CATS WERE HELPED THROUGH BEST FRIENDS' FOUR DIRECTIONS COMMUNITY CAT PROGRAM IN UTAH, WHICH PROVIDES TRAP/NEUTER/RETURN (TNR) SERVICES AND CAT FOOD TO COMMUNITY CAT CAREGIVERS * BEST FRIENDS CONTINUED TO SUPPORT THE FERAL FREEDOM PROGRAM IN JACKSONVILLE, FLORIDA, WHICH SPARED THE LIVES OF MORE THAN 3,200 CATS DURING 2010 BY WORKING WITH RESIDENTS AND THE CITY SHELTER TO TRAP, NEUTER AND RETURN COMMUNITY CATS TO THEIR TERRITORIES, INSTEAD OF EUTHANIZING THEM * BEST FRIENDS' FISCAL CALCULATOR-AN INNOVATIVE ONLINE TOOL- HELPS MUNICIPALITIES ACROSS THE COUNTRY REALIZE THAT TRAP/NEUTER/RELEASE (TNR) PROGRAMS CAN SAVE TAXPAYER MONEY AS WELL AS CATS' LIVES</p>

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4A, 4B & 4C	<p>"PETS ARE FAMILY" INITIATIVES * BEST FRIENDS MARSHALED 334 VOLUNTEERS WHO HELPED COLLECT 1 82,090 POUNDS OF PET FOOD AT 198 PETCO STORES THROUGHOUT THE COUNTRY THE FOOD WAS DONATED TO PET FOOD PANTRIES THAT DISTRIBUTED IT TO LOW INCOME FAMILIES WITH PETS IN NEED, HELPIN G TO KEEP PETS AND PEOPLE TOGETHER DURING TOUGH ECONOMIC TIMES * BEST FRIENDS SENT AN ADD ITIONAL 82,000 POUNDS OF FOOD DONATED BY DEL MONTE FOODS TO THE GULF COAST REGION, WHERE F ISHING FAMILIES WERE DEV ASTATED BY THE BRITISH PETROLEUM OIL SPILL AND NEEDED HELP FEEDING THEIR PETS OTHER NATIONAL OUTREACH * BEST FRIENDS' COMMUNITY ANIMAL ASSISTANCE DEPARTMEN T HELPED MORE THAN 12,000 PEOPLE ACROSS THE COUNTRY WITH PET-RELATED PROBLEMS- FROM FINDING NEW HOMES FOR PETS WITH SPECIAL NEEDS TO SOLVING BEHAVIOR ISSUES, WHICH HELPED PETS STAY WITH THEIR FAMILIES AND OUT OF SHELTERS * BEST FRIENDS ORGANIZES AN ANNUAL NATIONAL CONFE RENCE FOCUSED ON BRINGING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS MORE THAN 1,1 25 PEOPLE-A RECORD NUMBER-PARTICIPATED IN THE 2010 NO MORE HOMELESS PETS CONFERENCE, INCLU DING REGISTRANTS, SPEAKERS, VOLUNTEERS, VENDORS, AND A SMALL NUMBER OF STAFF * SAFE HUMAN E CHICAGO, IN PARTNERSHIP WITH BEST FRIENDS, SERVED MORE THAN 2,700 YOUTH AND PROVIDED TRA INING ON ANIMAL-RELATED LAW TO MORE THAN 2,000 POLICE OFFICERS, DETECTIVES, PROSECUTORS, A ND JUDGES * BEST FRIENDS' HUMANE EDUCATION AMBASSADORS HELPED EDUCATE 2,180 CHILDREN ABOU T KINDNESS TO ANIMALS IN ADDITION, MORE THAN 7,000 PEOPLE DOWNLOADED HUMANE EDUCATION ACT ION KITS, LESSON PLANS, AND PROJECTS/PLEDGES FROM OUR WEBSITE * BY YEAR'S END, MORE THAN 900 GROUPS AND 100,000 INDIVIDUALS WERE PART OF THE BEST FRIENDS NETWORK, AN ONLINE COMMUN ITY THAT CONNECTS PEOPLE AND GROUPS WORKING TO SAVE ANIMALS NO MATTER WHERE THEY ARE LOCAT ED * BEST FRIENDS' NETWORK CHARITIES SUPPORTS GRASS-ROOTS NON-PROFIT ANIMAL GROUPS WORKIN G TO CREATE A TIME OF NO MORE HOMELESS PETS FOR EXAMPLE, BEST FRIENDS' STRUT YOUR MUTT PL EDGE WALKS ON THE EAST AND WEST COASTS RAISED NEARLY \$199,000 FOR PARTICIPATING NETWORK CH ARITIES-LOCAL RESCUE GROUPS AND SHELTERS-IN THE L A AND NEW YORK CITY AREAS * BEST FRIEN DS' SUPER ADOPTION EVENTS IN L A AND NEW JERSEY ATTRACTED 11,500 PEOPLE AND FOUND HOMES F OR 575 PETS * THE MESSAGE OF NO MORE HOMELESS PETS WENT VIRAL, AS BEST FRIENDS CONTINUED TO USE THE WORLDWIDE WEB AND SOCIAL NETWORKING TO REACH MORE PEOPLE A HOLIDAY VIDEO ENCOU RAGING PET ADOPTION WAS VIEWED NEARLY 500,000 TIMES ON YOUTUBE ALONE AND A NEW BEST FRIEN D S BLOG HAS GENERATED TENS OF THOUSANDS OF FOLLOWERS AS OF THE END OF 2010, BEST FRIENDS H AD MORE THAN 137,000 FACEBOOK FANS AND 32,000 TWITTER FOLLOWERS, APPROXIMATELY DOUBLE THE PREVIOUS YEAR'S NUMBERS 1,125 PEOPLE-A RECORD NUMBER- PARTICIPATED IN THE 2010 NO MORE HOM ELESS PETS CONFERENCE, INCLUDING REGISTRANTS, SPEAKERS, VOLUNTEERS, VENDORS, AND A SMALL N UMBER OF STAFF * SAFE HUMANE CHICAGO, IN PARTNERSHIP WITH BEST FRIENDS, SERVED MORE THAN 2,700 YOUTH AND PROVIDED TRAINING ON ANIMAL-RELATED LAW TO MORE THAN 2,000 POLICE OFFICERS , DETECTIVES, PROSECUTORS, AND JUDGES * BEST FRIENDS' HUMANE EDUCATION AMBASSADORS HELPED EDUCATE 2,180 CHILDREN ABOUT KINDNESS TO ANIMALS IN ADDITION, MORE THAN 7,000 PEOPLE DOW NLOADED HUMANE EDUCATION ACTION KITS, LESSON PLANS, AND PROJECTS/PLEDGES FROM OUR WEBSITE * BY YEAR'S END, MORE THAN 900 GROUPS AND 100,000 INDIV IDUALS WERE PART OF THE BEST FRIEN DS NETWORK, AN ONLINE COMMUNITY THAT CONNECTS PEOPLE AND GROUPS WORKING TO SAVE ANIMALS NO MATTER WHERE THEY ARE LOCATED * BEST FRIENDS' NETWORK CHARITIES SUPPORTS GRASS-ROOTS NON -PROFIT ANIMAL GROUPS WORKING TO CREATE A TIME OF NO MORE HOMELESS PETS FOR EXAMPLE, BEST FRIENDS' STRUT YOUR MUTT PLEDGE WALKS ON THE EAST AND WEST COASTS RAISED NEARLY \$199,000 FOR PARTICIPATING NETWORK CHARITIES-LOCAL RESCUE GROUPS AND SHELTERS-IN THE L A AND NEW Y ORK CITY AREAS * BEST FRIENDS' SUPER ADOPTION EVENTS IN L A AND NEW JERSEY ATTRACTED 11, 500 PEOPLE AND FOUND HOMES FOR 575 PETS * THE MESSAGE OF NO MORE HOMELESS PETS WENT VIRAL , AS BEST FRIENDS CONTINUED TO USE THE WORLDWIDE WEB AND SOCIAL NETWORKING TO REACH MORE P EOPLE A HOLIDAY VIDEO ENCOURAGING PET ADOPTION WAS VIEWED NEARLY 500,000 TIMES ON YOUTUBE ALONE AND A NEW BEST FRIENDS BLOG HAS GENERATED TENS OF THOUSANDS OF FOLLOWERS AS OF THE END OF 2010, BEST FRIENDS HAD MORE THAN 137,000 FACEBOOK FANS AND 32,000 TWITTER FOLLOWER S, APPROXIMATELY DOUBLE THE PREVIOUS YEAR'S NUMBERS RELATED PARTY INFORMATION AMOUNG OFFI CERS 990 PART VI, LINE 2 JOHN FRIPP, CHAIRMAN AND CHIEF FINANCIAL OFFICER, AND CELESTE FRI PP, SECRETARY, ARE HUSBAND AND WIFE</p>

Identifier	Return Reference	Explanation
SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS	990, PART VI, LINE 4	THE NUMBER OF BOARD MEMBERS WAS REDUCED AND THE BOARD IS NOW COMPRISED OF A MAJORITY OF INDEPENDENT MEMBERS THE BYLAWS WERE UPDATED TO LIST THE TEN BOARD MEMBERS, FOUR OF WHOM WERE FOUNDERS OF BEST FRIENDS AND SIX OF WHOM WERE NON-EMPLOYEE, NON-FOUNDER MEMBERS

Identifier	Return Reference	Explanation
990 REVIEW PROCESS	990, PART VI, LINE 11B	THE 2010 990 WAS PREPARED BY THE CONTROLLER, REVIEWED BY THE CHIEF FINANCIAL OFFICER, THE CHAIRMAN OF THE BOARD, AND THE CHAIRMAN OF THE FINANCE COMMITTEE BEFORE BEING FILED



Identifier	Return Reference	Explanation
MONITORING AND ENFORCEMENT OF CONFLICT OF INTEREST POLICY	990, PART VI, LINE 12C	UPON BEING APPOINTED, ALL BOARD MEMBERS 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 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 AND IN THE FINANCIAL STATEMENTS TO ENSURE THAT THE TRANSACTIONS COMPLY WITH POLICY.

Identifier	Return Reference	Explanation
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

Identifier	Return Reference	Explanation
COMPENSATION PROCESS FOR OTHER OFFICERS AND KEY EMPLOYEES	990, PART VI, LINE 15B	THE BOARD REVIEWED AND APPROVED THE COMPENSATION OF THE CFO AFTER CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS

<b>Identifier</b>	<b>Return Reference</b>	<b>Explanation</b>
STATES WITH WHICH A COPY OF THIS FORM 990 IS REQUIRED TO BE FILED	990, PART VI, LINE 17	A COPY OF THIS FORM 990 IS REQUIRED TO BE FILED IN ALL 50 STATES AND THE DISTRICT OF COLUMBIA

Identifier	Return Reference	Explanation
DOCUMENT AVAILABILITY	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.

<b>Identifier</b>	<b>Return Reference</b>	<b>Explanation</b>
OTHER CHANGES IN NET ASSETS OR FUND BALANCE	990, PART XI, LINE 5	UNREALIZED GAIN ON INVESTMENTS - \$787,837