

Form **990**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0047
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Best Friends Animal Society Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 5001 Angel Canyon Road City or town, state or country, and ZIP + 4 Kanab, UT 847415000 F Name and address of principal officer GREGORY CASTLE CEO 5001 ANGEL CANYON ROAD KANAB, UT 84741	D Employer identification number 23-7147797 E Telephone number (435) 644-2001 G Gross receipts \$ 52,541,977
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
J Website: ▶ www.bestfriends.org		L Year of formation 1984 M State of legal domicile UT
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		

Part I Summary

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

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer _____ DEBORAH MORRISON CHIEF FINANCIAL OFFICER Type or print name and title	Date 2012-08-09
Paid Preparer's Use Only	Preparer's signature _____ Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP 178 S RIO GRANDE STREET SUITE 400 SALT LAKE CITY, UT 84101	Date _____ Check if self-employed <input type="checkbox"/>
	Preparer's taxpayer identification number (see instructions) _____ EIN ▶ _____ Phone no ▶ (801) 350-3300	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

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

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

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

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

If "Yes," describe these changes on Schedule O

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

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

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

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

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

4e Total program service expenses \$ 36,729,973

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> <input checked="" type="checkbox"/>	1	Yes
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	2	Yes
3 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> <input checked="" type="checkbox"/>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> <input checked="" type="checkbox"/>	4	Yes
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> <input checked="" type="checkbox"/>	6	No
7 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> <input checked="" type="checkbox"/>	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> <input checked="" type="checkbox"/>	8	No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> <input checked="" type="checkbox"/>	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	10	Yes
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> <input checked="" type="checkbox"/>	11a	Yes
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> <input checked="" type="checkbox"/>	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> <input checked="" type="checkbox"/>	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> <input checked="" type="checkbox"/>	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> <input checked="" type="checkbox"/>	11f	No
12a 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> <input checked="" type="checkbox"/>	12a	Yes
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> <input checked="" type="checkbox"/>	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> <input checked="" type="checkbox"/>	14b	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? <i>If "Yes," complete Schedule F, Part II and IV.</i> <input checked="" type="checkbox"/>	15	Yes
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S? <i>If "Yes," complete Schedule F, Part III and IV.</i> <input checked="" type="checkbox"/>	16	No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> <input checked="" type="checkbox"/>	17	Yes
18 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> <input checked="" type="checkbox"/>	18	No
19 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> <input checked="" type="checkbox"/>	19	No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.	20b	

Part IV Checklist of Required Schedules (continued)

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 242		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return. 604		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	Yes	
b	If "Yes," enter the name of the foreign country: <u>CJ, VI</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	Yes	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.		
13b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the aggregate amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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 (10), 1b (6), 2 (Yes), 3 (No), 4 (Yes), 5 (No), 6 (No), 7a (No), 7b (No), 8a (Yes), 8b (Yes), 9 (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 (Yes), 10b (Yes), 11a (Yes), 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (Yes), 16a (No), 16b.

Section C. Disclosure

- 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
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 made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN FRIPP CHAIRMAN	20 0	X		X			60,611	0	11,009	
(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	5 0	X		X			27,421	0	4,759	
(5) GREGORY CASTLE BOARD MEMBER AND CEO	40 0	X		X			153,199	0	10,313	
(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					86,851	0	10,313	
(10) KRAIG BUTRUM BOARD MEMBER	1 0	X					0	0	0	
(11) DEBORAH MORRISON CFO	40 0			X			129,013	0	1,983	
(12) RANA SMITH CHIEF DEVELOPMENT OFFICER	40 0			X			91,877	0	1,701	
(13) MARVA SADLER FORMER BOARD OF NMHPU	40 0					X	113,559	0	0	

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							662,531	0	40,078	

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

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

(A) Name and business address	(B) Description of services	(C) Compensation
NEWPORT CREATIVE COMMUNICATIONS INC 33 RAILROAD AVENUE DUXBURY, MA 02332	CONSULTING/PRINTING	3,526,964
DESERT MESA CONSTRUCTION LLC 1739 S HWY 89A PO BOX 30 KANAB, UT 84741	CONSTRUCTION	1,093,257
PGI COMPANIES INC 11354 K-TEL DRIVE MINNETONKA, MN 55343	PRINTING	374,969
WALSORTH PUBLISHING CO PO BOX 310287 DES MOINES, IA 503310287	PRINTING	882,539
MADISON HENRY GROUP LLC 4780 ASHFORD-DUNWOODY RD A-411 ATLANTA, GA 30338	SOFTWARE CONSULTING	423,348

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **▶**17

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

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,255,601	1,255,601		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	124,301	124,301		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	10,000	10,000		
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	589,049	227,512	220,249	141,288
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	19,559,839	16,846,919	1,054,867	1,658,053
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	473,554	391,635	34,916	47,003
9	Other employee benefits	2,107,954	1,797,407	100,246	210,301
10	Payroll taxes	2,102,917	1,767,425	170,201	165,291
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	225,799	194,639		31,160
c	Accounting	208,720	15,670	193,050	
d	Lobbying	74,491	74,491		
e	Professional fundraising See Part IV, line 17	276,652			276,652
f	Investment management fees	58,216	41	27,740	30,435
g	Other	1,322,163	764,563	427,046	130,554
12	Advertising and promotion	1,243,014	1,237,680	2,874	2,460
13	Office expenses	707,222	267,648	406,319	33,255
14	Information technology	487,017	449,296	23,897	13,824
15	Royalties	0			
16	Occupancy	647,771	640,041		7,730
17	Travel	686,747	538,808	24,615	123,324
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	551,667	540,443	213	11,011
20	Interest	15,745	3,958	6,024	5,763
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,238,786	1,175,678	13,354	49,754
23	Insurance	18,220	17,134	1,086	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	SUPPLIES	2,440,552	2,394,617	15,434	30,501
b	PRINTING, COPYING, PUBLICATION	3,033,917	879,525	3,599	2,150,793
c	POSTAGE & SHIPPING	2,226,773	662,653	3,855	1,560,265
d	ANIMAL FOOD, MED CARE, & OTHER	2,341,592	2,308,770	34	32,788
e					
f	All other expenses	2,475,262	2,143,518	117,541	214,203
25	Total functional expenses. Add lines 1 through 24f	46,503,541	36,729,973	2,847,160	6,926,408
26	Joint costs. 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
Assets	1 Cash—non-interest-bearing	1,356,648	1	3,560,139
	2 Savings and temporary cash investments	5,626,368	2	6,031,981
	3 Pledges and grants receivable, net	1,213,701	3	1,141,038
	4 Accounts receivable, net	428,178	4	2,769,533
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	323,365	8	580,485
	9 Prepaid expenses and deferred charges	173,097	9	245,630
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	27,167,960		
	b Less accumulated depreciation	9,955,998	10c	17,211,962
	11 Investments—publicly traded securities	15,455,743	11	12,118,226
	12 Investments—other securities See Part IV, line 11	8,395,448	12	8,616,808
	13 Investments—program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	979,193	15	733,533
16 Total assets. Add lines 1 through 15 (must equal line 34)	49,820,974	16	53,009,335	
Liabilities	17 Accounts payable and accrued expenses	2,507,800	17	3,114,778
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	2,655,375	25	2,627,567
	26 Total liabilities. Add lines 17 through 25	5,163,175	26	5,742,345
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	36,840,912	27	38,936,619
	28 Temporarily restricted net assets	6,012,167	28	5,918,827
	29 Permanently restricted net assets	1,804,720	29	2,411,544
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	44,657,799	33	47,266,990	
34 Total liabilities and net assets/fund balances	49,820,974	34	53,009,335	

Part XI Reconciliation of Net Assets

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

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

Part XII Financial Statements and Reporting

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

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

2011

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 **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
11g(i)		
11g(ii)		
11g(iii)		

(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	
Total									

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	34,248,460	37,188,499	43,293,127	42,528,599	46,065,283	203,323,968
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	34,248,460	37,188,499	43,293,127	42,528,599	46,065,283	203,323,968
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						203,323,968

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	34,248,460	37,188,499	43,293,127	42,528,599	46,065,283	203,323,968
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	683,197	769,756	582,808	719,731	768,207	3,523,699
9 Net income from unrelated business activities, whether or not the business is regularly carried on			53,474	13,683	218,326	285,483
10 Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets			103,537	158,911	222,816	485,264
11 Total support (Add lines 7 through 10)						207,618,414
12 Gross receipts from related activities, etc (See instructions)					12	8,816,858

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	97.932 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	97.964 %

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. 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—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

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 IRC 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests—2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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

Facts And Circumstances Test

Explanation

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

Complete if the organization is described below.

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

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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, line 35c (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 on behalf of or in opposition to candidates for public office 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?
4a Was a correction made?
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?
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	124,452													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	82,783													
c	Total lobbying expenditures (add lines 1a and 1b)	207,235													
d	Other exempt purpose expenditures	35,799,062													
e	Total exempt purpose expenditures (add lines 1c and 1d)	36,006,297													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="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														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000													
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period

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

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
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

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

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

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	2,522,756	765,581	67,386	61,786	
b Contributions	1,287,155	1,649,765	716,218	5,600	
c Investment earnings or losses	-83,970	119,002			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	27,187	11,592	637		
g End of year balance	3,698,754	2,522,756	782,967	67,386	

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

- a** Board designated or quasi-endowment ▶ 35 000 %
- b** Permanent endowment ▶ 65 000 %
- c** Term endowment ▶

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

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

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

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

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

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) ANNUITIES	4,132,067	F
(B) SHS IN HEDGE FUND PARTNERSHIPS	4,484,741	F
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)	8,616,808	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
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	1,841,033
OTHER LIABILITY - 5 ACRE AGREEMENT	674,034
CAPITAL LEASES PAYABLE	112,500
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	2,627,567

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

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

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

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

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

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

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, 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 REVENUE - INCLUDED ON RETURN IN REVENUE, NOT ON BOOKS IN REVENUE	PART XII, LINE 4B	STORE COGS \$-468,712 GIFT SHOP COGS -271,489 GUEST COTTAGE EXPENSES -216,974 REALIZED GAIN ON INVEST 103,717 IMPAIRMENT OF PLEDGE -200,983 ACQUISITION OF NMHPU 472,447 GAIN ON DISPOSAL ASSETS 1,551 TOTAL \$-580,443
OTHER EXPENSE - INCLUDED ON BOOKS, NOT ON RETURN	PART XIII, LINE 2D	STORE EXPENSES \$468,712 GIFT SHOP COGS 271,489 GUEST COTTAGE EXPENSES 216,974 REALIZED GAIN ON INVEST -103,717 IMPAIRMENT OF PLEDGE 200,983 ACQUISITION OF NMHPU -472,447 UNREALIZED LOSS ON INVEST 637,209 NET GAIN ON DISPOSAL ASSET -1,551 TOTAL \$1,217,652

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2011

**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? **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)

(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.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
Middle East and North Africa	0	0	Program Services	GRANT/SUPPORT	3,500
Sub-Saharan Africa	0	0	Program Services	GRANT/SUPPORT	1,000
East Asia and the Pacific	0	0	Program Services	GRANT/SUPPORT	5,500
3a Sub-total	0	0			10,000
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	0			10,000

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)

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

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

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

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

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

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No 1545-0047

2011

**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 (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
NEWPORT CREATIVE 33 RAILROAD AVE DUXBURY, MA 02332	CONSULTING		No		221,512	
DIRECT MAIL PROCESSING INC 1150 CONRAD CT HAGERSTOWN, MD 21740	Cash RECPT	Yes			36,891	
T HANDLER CONSULTING INC 4551 CHES MAR DR EAGAN, MN 55123	Consulting		No		18,211	
Total					276,614	

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))
Revenue	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				()
	11 Net income summary Combine 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))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶				()	
8 Net gaming income summary Combine 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

a The organization's facility	13a
b An outside facility	13b

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 2011 THEREFORE, ONLY THE AMOUNTS PAID TO NEWPORT CREATIVE COMMUNICATIONS, INC SPECIFICALLY FOR FUNDRAISING CONSULTING SERVICES IN 2011 WERE REPORTED IN COLUMN (V) BEST FRIENDS ANIMAL SOCIETY PAID NEWPORT CREATIVE COMMUNICATIONS, INC FOR OTHER SERVICES IN 2011 (E G PRINTING, POSTAGE, PRODUCTION MANAGEMENT) WHICH IS WHY THE AMOUNT REPORTED ON PART VII, SECTION B OF THE CORE FORM 990 IS GREATER THAN THE AMOUNT REPORTED ON SCHEDULE G, PART I, LINE 2B PART I, LINE 2B COLUMN III - CUSTODY BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH DIRECT MAIL PROCESSING INC TO PROCESS ENVELOPES, DEPOSIT CASH RECEIPTS, ENTER DATA INTO A DATABASE, AND PROVIDE REPORTING AS PART OF THIS PROCESS BEST FRIENDS PERIODICALLY REVIEWS THEIR PROCESS AND CONTROLS BEST FRIENDS ANIMAL SOCIETY CONTRACTED WITH T HANDLER CONSULTING INC FOR CONSULTING TO IMPROVE THE FUNDRAISING EFFICIENCY

Schedule I (Form 990)

OMB No 1545-0047

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

2011

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. Use Part IV and Schedule I-1 (Form 990) 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 listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 table

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	176	124,301			

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 PROVIDYNG A LARGE GRANT, AN AGREEMENT IS SIGNED BY BOTH PARTIES AND A WRITTEN REPORT IS REQUIRED SHOWING HOW THE FUNDS WERE SPENT FOR SMALLER GRANTS, A BRIEF DESCRIPTION IS OBTAINED NOTING HOW THE FUNDS WERE SPENT

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
FIRST COAST NMHP 1125 AKERS DR JACKSONVILLE, FL 32225	01-0709158	501(C)(3)	340,000				GRANT/SUPPORT
FIX NATION INCPO BOX 26 WOODLAND HILLS, CA 91365	83-0452460	501(C)(3)	109,053				GRANT/SUPPORT
HUMANE SOCIETY INTERNATIONAL 2100 L ST NW WASHINGTON, DC 20037	53-0225390	501(C)(3)	177,500				GRANT/SUPPORT
DOG ADOPTION & WELFARE GROUPN WESTSHORE CHICAGO, IL 60601	36-4366285	501(C)(3)	45,000				GRANT/SUPPORT
ALLIANCE FOR CONTRACEPTION IN CATS & DOGS14245 NW BELLE CT PORTLAND, OR 97229	41-2185841	501(C)(3)	15,000				GRANT/SUPPORT
AUSTIN PETS ALIVE PO BOX 6247 AUSTIN, TX 78762	74-2893360	501(C)(3)	300,000				GRANT/SUPPORT
LIFETIME ANIMAL PROJECT INC129 LAKE ST AVONDALE ESTATES, GA 30002	01-0599278	501(C)(3)	25,000				GRANT/SUPPORT
LA DEPT OF ANIMAL SERVICES221 N FIGUEROA ST 5TH FLOOR LOS ANGELES, CA 90012	95-6000735	501(C)(3)	19,700				GRANT/SUPPORT
UT FACESC/O 511 W 3900 S SALT LAKE CITY, UT 84123	74-3257520	501(C)(3)	12,500				GRANT/SUPPORT
BADGER RESCUE ANIMAL TRANSPORT PO BOX 555 GERMANTOWN, WI 53022	26-4557461	501(C)(3)	10,000				GRANT/SUPPORT
FRIENDS OF SAN FRANCISCO ANIMAL CARE1200 15TH STREET SAN FRANCISCO, CA 94103	94-3371620	501(C)(3)	10,000				GRANT/SUPPORT
PEARL RIVER COUNTY SPCA INC 1700 PALESTINE RD PICAYUNE, MS 39466	64-0798887	501(C)(3)	10,000				GRANT/SUPPORT
SHADOW'S FUNDPO BOX 1472 LOMPOC, CA 93438	27-1239123	501(C)(3)	10,000				GRANT/SUPPORT
FERAL FANCIERS INC PO BOX 92330 LAKELAND, FL 33804	32-0225046	501(C)(3)	9,000				GRANT/SUPPORT
HUMANE SOCIETY OF WICHITA CNTY 4360 OLD IOWA PARK WICHITA FALLS, TX 76305	75-1154363	501(C)(3)	9,000				GRANT/SUPPORT
DADE ANIMAL RESCUE TEAMPO BOX 534 TRENTON, GA 30752	20-5380076	501(C)(3)	8,000				GRANT/SUPPORT
LOVING COMPANIONS ANIMAL RESCUE INC 1360 Old Richardson Hwy NORTHPOLE, AK 99075	72-1578941	501(C)(3)	6,500				GRANT/SUPPORT
OPERATION CATNIP OF GAINESVILLEPO BOX 141023 GAINESVILLE, FL 32614	59-3522372	501(C)(3)	5,123				GRANT/SUPPORT

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

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

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes 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?
- 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)?

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

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

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

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 TWO SMALL, PISTON ENGINE-POWERED AIRCRAFT THAT ARE USED FOR ANIMAL TRANSPORT AND BY EMPLOYEES WHO OCCASIONALLY TRAVEL FOR WORK-RELATED PURPOSES. THE AIRCRAFT ARE FLOWN BY BEST FRIENDS' EMPLOYEES. BEST FRIENDS DOES NOT EMPLOY A FULL TIME PILOT. THE AIRCRAFT ARE NOT USED FOR ANY OTHER PURPOSE AND ARE NOT AVAILABLE FOR HIRE BY THE GENERAL PUBLIC.

Schedule L (Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

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	66,407	EMPLOYEE COMPENSATION		No
(2) JULIE CASTLE - SR DIRECTOR COMMUNIC	SPOUSE BD MEMBER CASTLE	92,975	EMPLOYEE COMPENSATION		No
(3) SILVA BATTISTA - CELEBRITY RELATION	SPOUSE BD MEMB BATTISTA	68,328	EMPLOYEE COMPENSATION		No
(4) JUDAH BATTISTA	SON, BD MEMBER BATTISTA	84,192	EMPLOYEE COMPENSATION		No
(5) CARRAGH GLOVER	DAUGHTER BD MEMB CASTLE	69,241	EMPLOYEE COMPENSATION		No
(6) LYNN BATTISTA	DAUGH-IN-LAW BD BATTISTA	26,856	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)**

Department of the Treasury
Internal Revenue Service

NonCash Contributions

OMB No 1545-0047
2011
Open to Public Inspection

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

Name of the organization
Best Friends Animal Society

Employer identification number
23-7147797

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	2	21,486	MARKET PRICE
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	17	250,014	MARKET PRICE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory	X	27	1,554,603	COMPARABLE SALES
20 Drugs and medical supplies	X	4	2,797	COMPARABLE SALES
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (VARIOUS GOODS)	X	2,732	885,122	COMPARABLE SALES
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

29 |

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b If "Yes," describe the arrangement in Part II			
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes	
b If "Yes," describe in Part II			
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

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
NUMBER OF CONTRIBUTIONS	PART I, COLUMN B	BEST FRIENDS ANIMAL SOCIETY SHOWS THE NUMBER OF CONTRIBUTIONS IN THIS COLUMN

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
Best Friends Animal Society

Employer identification number

23-7147797

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4A, 4B & 4C	NATURE OF ACTIVITIES BEST FRIENDS ANIMAL SOCIETY (BEST FRIENDS) IS A NONPROFIT ORGANIZATION THAT DEVELOPS NO-KILL PROGRAMS AND PARTNERSHIPS WHICH WILL BRING ABOUT A DAY WHEN THERE ARE NO MORE HOMELESS PETS BEST FRIENDS' LEADING INITIATIVES IN ANIMAL CARE AND COMMUNITY PROGRAMS ARE COORDINATED FROM ITS KANAB, UTAH, HEADQUARTERS, ONE OF THE COUNTRY'S LARGEST NO-KILL SANCTUARIES BEST FRIENDS DEVELOPS AND REFINES MODEL PROGRAMS THAT ARE SHARED WITH OTHER ORGANIZATIONS AND PEOPLE, SO THAT MORE ANIMALS CAN BE SAVED THIS WORK IS MADE POSSIBLE BY THE PERSONAL AND FINANCIAL SUPPORT OF A GRASSROOTS NETWORK OF MEMBERS AND COMMUNITY PARTNERS ACROSS THE NATION

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4A	<p>ANIMAL CARE ACTIVITIES (Expenses \$19,860,444) For more than a quarter of a century, the sanctuary run by Best Friends Animal Society has provided excellent veterinary care, rehabilitation and love to homeless, abandoned, abused and neglected animals. About 1,700 animals are being cared for at the sanctuary at any given time. Every animal who comes to the sanctuary receives the necessary treatment and care to recover and heal from life's hard journey, and in the vast majority of cases, the animal eventually moves on to a forever home. Best Friends' commitment to each animal lasts a lifetime. Every animal at the sanctuary is welcome to stay for as long as it takes to find the right family, and a few will call the sanctuary their home for life. Highlights from 2011 include:</p> <ul style="list-style-type: none"> * 932 animals were admitted to the sanctuary * 902 animals found homes - including 523 dogs, 301 cats, 7 horses, 10 rabbits, 3 guinea pigs, 2 pot-bellied pigs, 52 parrots and 4 domesticated animals from Wild Friends * 241 injured wild animals were taken in and cared for by our Wild Friends Department and 145 were released back to their natural habitats after full recovery <p>Best Friends' state and federally licensed program also provides lifetime care for wildlife unable to return to the wild.</p> <ul style="list-style-type: none"> * Animal care facilities were built or improved to make Best Friends' care even better. The new Cat World Headquarters opened in August with special accommodations for unsocial cats who need their own space and for newly arrived groups of cats who are used to living together. In addition, the Piggy Park was put in place, and other improvements to Piggy Paradise have been started. * The Best Friends Clinic also had another busy year: Spay/Neuter procedures 2,952 (includes 929 for the public), Dentals 295 (3 public), Other Miscellaneous Surgeries 369 (47 public), After-hours Emergencies 150 (28 public). * "No More Homeless Pets in Utah" officially became part of Best Friends on January 1, 2011. Partnering closely with animal shelters and other members of a no-kill coalition throughout Utah, they participated in sterilizing more than 24,000 dogs and cats and helping more than 1,850 pets to find loving homes. As a result of this collaborative effort, Salt Lake County Animal Services, the largest municipal shelter in Utah, had an 82 percent save rate, as of November 2011. <p>Reconciliation of Audited Financial Statement, Supplemental Information, Page 33, Program 1 - Animal Care Activities to 990, Part III, 4a Audited Financial Statement, Page 33 - 19,136,768 Operational Expense Gift Shop, Store = 723,676 (not included in Program 1 on page 33) _____ 990, Part III, 4a Cost - 19,860,444</p>

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4B	<p>INITIATIVES AND OTHER NATIONAL OUTREACH (Expenses \$16,371,451) While the sanctuary demonstrates Best Friends' commitment to caring for and rehabilitating animals with special needs, our outreach programs, special events, magazine and extensive web network demonstrate our commitment to the people and organizations who are helping to bring about a time of No More Homeless Pets all around the nation. Many of these activities fall under one of our four national initiatives, with each targeting a pet population which is particularly at-risk for being euthanized in our nation's shelters.</p> <p>Pit bull initiatives</p> <ul style="list-style-type: none"> * The Shelter Partners Program for Pit Bulls, a lifesaving program in which Best Friends, Community Training Partners, volunteers and municipal shelters in five cities work together to save the lives of pit bull terrier-type dogs, produced positive outcomes (adoptions, transfers to rescue or return to families) for 3,355 dogs. * Best Friends gathered hundreds of people and their pit bull terrier-type dogs to participate in family-oriented, educational Neighborhood Pit Bull Days and other pit bull awareness events in several cities across the country. In addition to providing free spay/neuter, micro-chipping and other services, these events helped showcase the positive qualities of America's dog. * Strong advocacy work to fight breed-discriminatory legislation helped tens of thousands of pit bull type dogs to remain in loving homes during 2011. * Best Friends spearheaded the passage of Florida Senate Bill 722 which removed the stigma of "dangerous" from victims of cruelty seized by law enforcement, allowing for the evaluation and possible placement of these dogs. <p>Puppy mill initiatives</p> <ul style="list-style-type: none"> * During 2011, Best Friends saved 714 puppy mill dogs through the Pup My Ride transport program. In addition, the Pup My Ride program delivered 1,653 dogs from Los Angeles area shelters to shelters in other parts of the country, where small dogs are in high demand. * To increase awareness of puppy mill puppies sold in pet stores and on the Internet, and encourage people to adopt instead of buy, Best Friends' updated "Puppies Aren't Products" public service announcements that ran in movie theaters in Los Angeles, New York and Las Vegas during the holiday season. Billboards, mall posters and bus signs also helped educate the public. * As a result of the concerted programmatic, public education and advocacy efforts of Best Friends and other organizations, many USDA-licensed commercial breeding facilities are no longer in business. In June 2007, before the launch of Best Friends' puppy mill initiatives, there were 6,022 USDA-licensed commercial breeding facilities, as compared to 2,517 as of December 2011. <p>Cat initiatives</p> <ul style="list-style-type: none"> * More than 2,000 cats were helped through Best Friends' Southern Utah Community Cat Program (formerly known as Four Directions), which provides trap/neuter/return (TNR) services and cat food to community cat caregivers. Across the country, nearly 15,000 cats were helped through Best Friends' cat initiatives. * Best Friends ran 16 trap/neuter/return (TNR) "boot camps" that provided training to 790 community cat caregivers and volunteers in a dozen locations around the country. * Best Friends continued to support the Feral Freedom program in Jacksonville, Florida, which worked with residents and the City shelter to trap, neuter and return more than 4,100 community cats to their territories, instead of euthanizing them. <p>"Pets are family" initiatives</p> <ul style="list-style-type: none"> * Once again, Best Friends partnered with the PETCO Foundation in a national pet food drive that resulted in the collection of 169 tons of pet food. The food was donated to pet food pantries that distributed it to low income families with pets in need, helping to keep pets and people together during tough economic times. <p>Other National Outreach</p> <ul style="list-style-type: none"> * The number of No More Homeless Pets Network Partners-nonprofit rescue groups and shelters working with Best Friends to bring about a time of No More Homeless Pets-more than tripled in 2011, totaling 861 groups by year's end. * Best Friends awarded over \$750,000 in grants and in-kind services to nonprofits and shelters across the country through the No More Homeless Pets Network. * Best Friends' Community Animal Assistance department, now part of the No More Homeless Pets Network team, helped thousands of people across the country with pet-related problems-from finding new homes for pets with special needs to solving behavior issues, helping pets stay with their families and out of shelters. During 2011, the staff handled over 10,000 cases involving more than 30,000 animals. * One hundred and twenty rescue groups and shelters participated in Best Friends' Pet Super Adoption events in New York, Los Angeles and Salt Lake City. These events gave nearly 1,600 pets a second chance for a happy life with a loving family. And more than 1,800 dogs and cats found homes through other innovative Best Friends-sponsored adoption events such as

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4B	<p>Back in Black and \$5 Felines * Nearly 7,000 people participated in Best Friends' Strut Your Mutt pledge walks in Los Angeles, New York City, and the first virtual Strut Across America. Participants raised \$700,000, including \$428,000 for No More Homeless Pet Network Partners in their communities. * In February 2011, Best Friends submitted a proposal to the City of Los Angeles to operate the never-before-opened Northeast Valley Shelter in Mission Hills. Throughout the year, Best Friends worked to build a coalition of some 40 rescue groups in and around LA who are helping in this important work. Our goal is to end the killing of 19,000 shelter animals annually through an organized effort to increase adoptions and offer more opportunities for people to spay and neuter their pets. The renamed Best Friends Animal Society Pet Adoption and Spay/Neuter Center officially opened on February 16, 2012. In addition to saving the lives of homeless pets, Best Friends' programs in Los Angeles will serve as a national model for achieving no-kill status in a major city. * Best Friends organizes an annual conference focused on bringing about a time when there are No More Homeless Pets. A record-breaking 1,300 people participated in the 2011 No More Homeless Pets National Conference in Las Vegas, including registrants, speakers, volunteers, vendors, and a small number of staff. Attendees returned to their communities with new ideas, connections and inspiration to help them save even more animals.</p>

Identifier	Return Reference	Explanation
EXEMPT PURPOSE ACHIEVEMENTS	990, PART III, LINES 4C	EMERGENCY RESPONSE (Expenses \$498,078) * In July, 2011, the Best Friends Emergency Response team responded to severe flooding in Pierre, South Dakota, directly helping 179 animals * Best Friends Emergency Response team conducted training for 70 volunteers in New York City and Los Angeles, who are now prepared to help in future emergency situations * Best Friends sent funds to Tanzania, Africa to assist animals who had been abandoned due to political unrest, as well as to Egypt to provide food and medical care for camels, horses and donkeys near Gaza

Identifier	Return Reference	Explanation
SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS	990, PART VI, LINE 4	THE OFFICERS OF THE CORPORATION WERE INCREASED FROM TWO TO FOUR THE ORIGINAL OFFICERS WERE 1) CHIEF EXECUTIVE OFFICER AND 2) CHIEF FINANCIAL OFFICER THE ADDITIONAL OFFICERS ARE 3) CHIEF DEVELOPMENT OFFICER AND 4) CHIEF STRATEGY OFFICER COMPENSATION OF OFFICERS CHANGED TO THE BOARD SETTING COMPENSATION FOR THE CEO, AND THE CEO SETTING COMPENSATION FOR THE OTHER OFFICERS AND REPORTING THAT COMPENSATION TO THE BOARD

Identifier	Return Reference	Explanation
990 REVIEW PROCESS	990, PART VI, LINE 11B	THE 990 IS PREPARED BY THE CONTROLLER, REVIEWED BY THE CHIEF FINANCIAL OFFICER, THE CHAIRMAN OF THE BOARD, THE CHAIRMAN OF THE FINANCE COMMITTEE, ERNST & YOUNG LLP (EXTERNAL TAX ADVISOR), AND DISTRIBUTED TO THE WHOLE BOARD FOR FINAL REVIEW BEFORE BEING FILED

Identifier	Return Reference	Explanation
MONITORING AND ENFORCEMENT OF CONFLICT OF INTEREST POLICY	990, PART VI, LINE 12C	UPON BEING APPOINTED, ALL BOARD MEMBERS, OFFICERS, AND STAFF ARE REQUIRED TO SIGN AN AGREEMENT THAT ACKNOWLEDGES ACCEPTANCE OF BEST FRIENDS' CONFLICT OF INTEREST POLICY THIS POLICY APPLIES TO ALL BOARD MEMBERS, DIRECTORS, COMMITTEE MEMBERS AND STAFF OF BEST FRIENDS ANIMAL SOCIETY THIS POLICY REQUIRES THAT ALL AFFILIATIONS WITH ENTITIES IN WHICH A FINANCIAL INTEREST IS HELD BE DISCLOSED TO THE BOARD THE SENIOR FINANCIAL MANAGEMENT OF BEST FRIENDS, INCLUDING THE CFO AND CONTROLLER, ROUTINELY MONITOR ALL TRANSACTIONS TO ENSURE THAT ANY RELATED PARTY TRANSACTIONS ARE FULLY DISCLOSED TO THE BOARD AT LEAST ANNUALLY AND IN THE FINANCIAL STATEMENTS TO ENSURE THAT THE TRANSACTIONS COMPLY WITH POLICY THIS POLICY IS CURRENTLY UNDER REVIEW BY THE BOARD TO PROVIDE GREATER STRUCTURE, INCLUDING REQUIRING MORE FREQUENT SIGN-OFF ON POLICY, MORE REPORTING, AND RESTRICTIONS ON PARTICIPATION BY RELEVANT BOARD AND STAFF IN THE DEALING WITH THE CONFLICT

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 THIS REVIEW OCCURRED ON 11/18/2011, AS DOCUMENTED IN THE BOARD MINUTES

Identifier	Return Reference	Explanation
COMPENSATION PROCESS FOR OTHER OFFICERS AND KEY EMPLOYEES	990, PART VI, LINE 15B	THE CHIEF EXECUTIVE OFFICER PROPOSED THE COMPENSATION OF THE CFO AND THE CDO AFTER CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS. THE BOARD CHAIR REVIEWED AND APPROVED THE SALARIES PRIOR TO THE 2011 HIRING OF BOTH THE CFO AND THE CDO, FEBRUARY AND JUNE 2011 RESPECTIVELY. CHANGES TO THE BY-LAWS AFTER JUNE 2011 WILL RESULT IN A CHANGE IN THIS PROCESS.

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

Identifier	Return Reference	Explanation
OTHER CHANGES IN NET ASSETS OR FUND BALANCE	990, PART XI, LINE 5	UNREALIZED LOSS ON INVESTMENTS - \$637,209

Identifier	Return Reference	Explanation
RELATED PARTY INFORMATION OFFICERS	990 PART VI, LINE 2	JOHN FRIPP, CHAIRMAN, AND CELESTE FRIPP, SECRETARY, ARE HUSBAND AND WIFE

Identifier	Return Reference	Explanation
LOCAL BRANCHES	990 PART VI, LINE 10A	WITH THE MERGER WITH THE UTAH COALITION FOR ANIMALS ON JANUARY 1, 2011, BEST FRIENDS ANIMAL SOCIETY BEGAN OPERATING AN ADDITIONAL BRANCH IN SALT LAKE CITY

Identifier	Return Reference	Explanation
MERGER WITH UTAH COALITION FOR ANIMALS	PART VIII, LINE 11C	ON JANUARY 1, 2011, BEST FRIENDS ANIMAL SOCIETY MERGED WITH UTAH COALITION FOR ANIMALS (NMHPU), WITH BEST FRIENDS ANIMAL SOCIETY BEING THE SURVIVING ENTITY THE REVENUE SHOWN ON THIS LINE FOR "MERGER WITH NMHPU" REPRESENTS THE ABSORPTION OF THE ASSETS OF NMHPU

Additional Data

Software ID:

Software Version:

EIN: 23-7147797

Name: Best Friends Animal Society

Form 990, Special Condition Description:

Special Condition Description