

Form **8879-EO**

**IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning _____, 2012, and ending _____, 20__

2012

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

Employer identification number

04-2103597

Name and title of officer

**CARTER J. LUKE
PRESIDENT**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a,** or **5a,** below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b,** or **5b,** whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b <u>54599420</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize **CBIZ TOFIAS** to enter my PIN **03597**
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

04737791068
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ **07/23/13**

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

LHA For Paperwork Reduction Act Notice, see instructions.
223051
11-05-12

Form **8879-EO** (2012)

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.

A For the 2012 calendar year, or tax year beginning and ending

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 MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS		D Employer identification number 04-2103597
	Doing Business As		E Telephone number 617-522-7400
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 94,954,568.
	350 SOUTH HUNTINGTON AVENUE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City, town, or post office, state, and ZIP code BOSTON, MA 02130-4803		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: CARTER J. LUKE SAME AS C ABOVE		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.MSPCA.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1868
			M State of legal domicile: MA

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROTECT ANIMALS, RELIEVE THEIR SUFFERING, ADVANCE THEIR HEALTH & WELFARE AND PREVENT CRUELTY.		
	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	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	559
	6 Total number of volunteers (estimate if necessary)	6	1200
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	12,856,392.	16,535,619.
	9 Program service revenue (Part VIII, line 2g)	27,944,189.	29,108,100.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,057,282.	7,460,461.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,437,412.	1,495,240.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	44,295,275.	54,599,420.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	106,284.	80,746.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	28,406,056.	27,975,075.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	447,208.	476,140.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,331,020.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	15,165,539.	15,797,080.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	44,125,087.	44,329,041.	
19 Revenue less expenses. Subtract line 18 from line 12	170,188.	10,270,379.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 91,529,944.	End of Year 102,383,199.
	21 Total liabilities (Part X, line 26)	30,079,172.	28,741,623.
	22 Net assets or fund balances. Subtract line 21 from line 20	61,450,772.	73,641,576.

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

Sign Here	Signature of officer	Date			
	CARTER J. LUKE, PRESIDENT Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name JOSEPH M. GISO, CPA MST	Preparer's signature JOSEPH M. GISO, CPA	Date 07/23/13	Check if self-employed <input type="checkbox"/>	PTIN P00030126
	Firm's name ▶ CBIZ TOFIAS	Firm's EIN ▶ 26-3753134	Phone no. 617-761-0600		
Firm's address ▶ 500 BOYLSTON STREET BOSTON, MA 02116					

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

MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS

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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:
**THE MISSION OF THE MSPCA IS TO PROTECT ANIMALS, RELIEVE THEIR
SUFFERING, ADVANCE THEIR HEALTH AND WELFARE, PREVENT CRUELTY AND WORK
FOR A JUST AND COMPASSIONATE SOCIETY.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ **30,811,138.** including grants of \$) (Revenue \$ **29,348,720.**)
**OUR ANGELL ANIMAL MEDICAL CENTER IN BOSTON TREATED 58,017 ANIMALS IN
2012. EMERGENCY CARE WAS PROVIDED TO 15,184 PATIENTS AT ANGELL BOSTON.
891 ANIMALS WERE SPAYED/NEUTERED. FINANCIAL ASSISTANCE WAS PROVIDED TO
191 FAMILIES. THERE WERE 13,253 SURGERIES PERFORMED, 950 RADIATION
THERAPY TREATMENTS GIVEN AND 279 MRI'S PERFORMED. SEVENTY FULL-TIME
VETERINARIANS, MANY OF THEM BOARD-CERTIFIED IN VARIOUS SPECIALTIES,
PROVIDE CLINICAL EXCELLENCE ENHANCED BY STATE-OF-THE-ART TECHNOLOGIES.
ANGELL ANIMAL MEDICAL CENTER HAS EARNED THE ACCREDITATION OF THE
AMERICAN ANIMAL HOSPITAL ASSOCIATION, AND STANDS PROUDLY AMONG THE BEST
VETERINARY HOSPITALS IN THE NATION.**

4b (Code:) (Expenses \$ **5,956,116.** including grants of \$ **19,386.**) (Revenue \$ **1,100,867.**)
**OUR FOUR ANIMAL CARE AND ADOPTION CENTERS TAKE IN AND ADOPT OUT
THOUSANDS OF HOMELESS ANIMALS EVERY YEAR - CATS, DOGS, RABBITS, BIRDS,
TURTLES, AND ALL KINDS OF SMALL ANIMALS. IN 2012, 8,174 ANIMALS WERE
PLACED INTO LOVING HOMES; 10,779 ANIMALS WERE SPAYED/NEUTERED BY
ADOPTION CENTER VETERINARIANS; OUR NETWORK OF 576 FOSTER HOMES PROVIDED
CARE FOR ANIMALS WHO WERE NOT QUITE READY FOR ADOPTION; 1,386
VOLUNTEERS DONATED THEIR TIME TO HELP WITH ANIMAL CARE, SPECIAL EVENTS
AND OFFICE WORK; 1,952 PEOPLE AND THEIR DOGS ATTENDED TRAINING AND
AGILITY CLASSES; 525 PEOPLE ATTENDED TRAINING CLASSES FOR EQUINE
RESCUE; OUR EQUINE AMBULANCE STAFF TRAVELED TO 8 SPORT HORSE EVENTS
THROUGHOUT THE US AND CANADA TO PROVIDE SUPPORT AND MEDICAL CARE FOR
HORSES; AND OUR NEVINS SUMMER CAMP PROVIDED AN EDUCATIONAL EXPERIENCE**

4c (Code:) (Expenses \$ **713,441.** including grants of \$) (Revenue \$)
**OUR MSPCA LAW ENFORCEMENT OFFICERS, FULLY COMMISSIONED BY THE
COMMONWEALTH OF MASSACHUSETTS, MEET A HOST OF CHALLENGES EVERY DAY IN
THEIR QUEST TO MAKE THIS A BETTER WORLD FOR ANIMALS. DURING 2012, OUR
LAW ENFORCEMENT OFFICERS INVESTIGATED 2,086 COMPLAINTS ABOUT ALLEGED
ABUSE OR NEGLECT, RESULTING IN 710 WARNINGS; INSPECTED 61,240 ANIMALS
AT 3,347 VARIOUS FACILITIES, INCLUDING PET SHOPS, STABLES, FAIRS, AND
LIVESTOCK AND POULTRY SITES; PERFORMED 3,187 CASE RE-CHECKS TO ENSURE
COMPLIANCE; ACCEPTED THE VOLUNTARY SURRENDER OF 531 ANIMALS; AND MADE
176 COURT APPEARANCES.**

4d Other program services (Describe in Schedule O.)
(Expenses \$ **277,687.** including grants of \$ **61,360.**) (Revenue \$)

4e Total program service expenses **37,758,382.**

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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>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
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>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	X	
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>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
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>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
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 and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
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>	X	
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

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

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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		
	1a 58		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 559		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	X	
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d 1		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	X	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	16		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b Enter the number of voting members included in line 1a, above, who are independent	1b	15		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6 Did the organization have members or stockholders?	6		X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9			X

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

			Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a			X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b			
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.				
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a		X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c		X	
13 Did the organization have a written whistleblower policy?	13		X	
14 Did the organization have a written document retention and destruction policy?	14		X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?				
a The organization's CEO, Executive Director, or top management official	15a		X	
b Other officers or key employees of the organization	15b		X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).				
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a			X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **▶ AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**
AMY MILLER-FREDERICKS - 617-522-7400
350 SOUTH HUNTINGTON AVENUE, BOSTON, MA 02130-4803

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) HILLERY BALLANTYNE DIRECTOR, CHAIR	4.00	X		X				0.	0.	0.
(2) GERARD BRANDI DIRECTOR, TREASURER	4.00	X		X				0.	0.	0.
(3) CATHERINE LILLY DIRECTOR, SECRETARY	4.00	X		X				0.	0.	0.
(4) ELISABETH ALLISON DIRECTOR	2.00	X						0.	0.	0.
(5) JOHN G. CARBERRY DIRECTOR	4.00	X						0.	0.	0.
(6) J. ROBERT COLEMAN DIRECTOR	2.00	X						0.	0.	0.
(7) LINDSAY COOK DIRECTOR	2.00	X						0.	0.	0.
(8) MARK FULLER DIRECTOR	2.00	X						0.	0.	0.
(9) SARAH MONACO DIRECTOR	4.00	X						0.	0.	0.
(10) JESSICA GIFFORD NIGRELLI DIRECTOR	2.00	X						0.	0.	0.
(11) CONNIE NOBLE DIRECTOR	2.00	X						0.	0.	0.
(12) WILLIAM PEPIN DIRECTOR	2.00	X						0.	0.	0.
(13) STEPHEN ROGERS DIRECTOR - FORMER	2.00						X	0.	0.	0.
(14) CAROLYN THAYER ROSS DIRECTOR	4.00	X						0.	0.	0.
(15) BARBARA SCHAYE DIRECTOR	2.00	X						0.	0.	0.
(16) LORI SIDMAN DIRECTOR	2.00	X						0.	0.	0.
(17) CARTER LUKE PRESIDENT	40.00	X		X				328,323.	0.	144,361.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) AMY MILLER-FREDERICKS CHIEF FINANCIAL OFFICER	40.00			X				193,982.	0.	36,956.
(19) KATHLEEN COLLINS VP OF HUMAN RESOURCES	40.00			X				179,128.	0.	109,231.
(20) ALICE BRUCE VP OF DEVELOPMENT	40.00			X				174,075.	0.	18,721.
(21) JOSEPH SILVA VP, STRATEGIC INITIATIVES	40.00			X				166,196.	0.	62,736.
(22) ANN MARIE MANNING CHIEF OF STAFF	40.00				X			214,991.	0.	84,432.
(23) SUE A. CASALE SURGEON	40.00					X		282,916.	0.	11,744.
(24) ALLEN SISSON NEUROLOGIST	40.00					X		278,268.	0.	112,663.
(25) NICHOLAS TROUT SURGEON - ANGELL	40.00					X		266,602.	0.	68,898.
(26) DOUGLAN BRUM INTERNAL MEDICINE VET	40.00					X		220,108.	0.	94,525.
1b Sub-total								2,304,589.	0.	744,267.
c Total from continuation sheets to Part VII, Section A								206,866.	0.	54,807.
d Total (add lines 1b and 1c)								2,511,455.	0.	799,074.

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 **43**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DAVINCI DIRECT, 36 CORDAGE PARK CIRCLE, SUITE 339, PLYMOUTH, MA 02360	DIRECT MAIL PROFESSIONAL	950,313.
JAMES GODFROY DBA HAMMERTIME 382 PRIMROSE HILL ROAD, DRACUT, MA 01826	GENERAL CONTRACTOR	173,175.
ANTECH DIAGNOSTICS 17672-B COWAN AVENUE, IRVINE, CA 92614	LAB SERVICES	172,037.
CRUNCH BRAND 1 THOMPSON SQUARE, CHARLESTOWN, MA 02129	MARKETING / COMMUNICATIONS	167,046.
TOSCANA CORPORATION 19 ARROWHEAD DRIVE, NANTUCKET, MA 02554	GENERAL CONTRACTOR	160,730.

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 **9**

SEE PART VII, SECTION A CONTINUATION SHEETS

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Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	1,048,549.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	15,487,070.				
	g Noncash contributions included in lines 1a-1f: \$		1,113,461.				
	h Total. Add lines 1a-1f		16,535,619.				
	Program Service Revenue	2 a HEALTH & HOSPITAL SVCS		Business Code			
		900099	29,108,100.	29,108,100.			
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			29,108,100.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,604,711.			1,604,711.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)			5,855,750.		5,855,750.
	8 a Gross income from fundraising events (not including \$ 1,048,549. of contributions reported on line 1c). See Part IV, line 18	a	295,585.				
		b Less: direct expenses	b	264,886.			
		c Net income or (loss) from fundraising events		30,699.			30,699.
	9 a Gross income from gaming activities. See Part IV, line 19	a	123,250.				
		b Less: direct expenses	b	196.			
		c Net income or (loss) from gaming activities		123,054.			123,054.
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a FARM, CEMETERY & OTHER	900099		1,341,487.	1,341,487.			
	b						
	c						
	d All other revenue						
e Total. Add lines 11a-11d			1,341,487.				
12 Total revenue. See instructions.			54,599,420.	30,449,587.	0.	7,614,214.	

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Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response 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	33,246.	33,246.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	47,500.	47,500.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,739,115.	696,035.	750,524.	292,556.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	21,546,101.	19,199,914.	1,610,942.	735,245.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	556,611.	479,411.	52,404.	24,796.
9 Other employee benefits	2,592,198.	2,400,330.	69,436.	122,432.
10 Payroll taxes	1,541,050.	1,327,310.	145,088.	68,652.
11 Fees for services (non-employees):				
a Management				
b Legal	236,668.	60,209.	145,864.	30,595.
c Accounting	91,000.		91,000.	
d Lobbying	18,000.	18,000.		
e Professional fundraising services. See Part IV, line 17	476,140.			476,140.
f Investment management fees	282,782.		282,782.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	366,285.	198,919.	60,040.	107,326.
12 Advertising and promotion	150,400.	137,488.		12,912.
13 Office expenses	6,757,234.	6,636,757.	106,557.	13,920.
14 Information technology	181,205.	114,530.	63,776.	2,899.
15 Royalties				
16 Occupancy	2,324,265.	1,967,565.	213,261.	143,439.
17 Travel	203,674.	183,409.	10,738.	9,527.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	84,025.	64,726.	18,850.	449.
20 Interest	177,006.		177,006.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,454,473.	1,288,903.	145,900.	19,670.
23 Insurance	368,559.	292,034.	70,101.	6,424.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PENSION PLAN EXPENSE	1,228,199.	1,057,850.	115,634.	54,715.
b BANK FEES	1,046,012.	844,848.	75,850.	125,314.
c TELEPHONE	253,879.	216,378.	29,319.	8,182.
d BAD DEBT EXPENSE	179,803.	179,803.		
e All other expenses	393,611.	313,217.	4,567.	75,827.
25 Total functional expenses. Add lines 1 through 24e	44,329,041.	37,758,382.	4,239,639.	2,331,020.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing		1		
	2 Savings and temporary cash investments	1,341,978.	2	1,840,482.	
	3 Pledges and grants receivable, net	597,791.	3	695,344.	
	4 Accounts receivable, net	141,184.	4	260,402.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6	
	7 Notes and loans receivable, net			7	
	8 Inventories for sale or use	274,741.	8	274,040.	
	9 Prepaid expenses and deferred charges	996,255.	9	1,012,602.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 46,941,874.			
	b Less: accumulated depreciation	10b 19,963,983.	28,205,119.	10c	26,977,891.
	11 Investments - publicly traded securities	47,534,920.	11	58,088,686.	
	12 Investments - other securities. See Part IV, line 11	12,262,073.	12	12,945,617.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	175,883.	15	288,135.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	91,529,944.	16	102,383,199.		
Liabilities	17 Accounts payable and accrued expenses	2,258,219.	17	1,616,571.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities	5,480,000.	20	4,080,000.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	22,340,953.	25	23,045,052.	
	26 Total liabilities. Add lines 17 through 25	30,079,172.	26	28,741,623.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	21,193,616.	27	28,620,655.	
	28 Temporarily restricted net assets	5,609,600.	28	7,991,222.	
	29 Permanently restricted net assets	34,647,556.	29	37,029,699.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	61,450,772.	33	73,641,576.	
34 Total liabilities and net assets/fund balances	91,529,944.	34	102,383,199.		

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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	54,599,420.
2 Total expenses (must equal Part IX, column (A), line 25)	2	44,329,041.
3 Revenue less expenses. Subtract line 2 from line 1	3	10,270,379.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	61,450,772.
5 Net unrealized gains (losses) on investments	5	3,315,827.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	
9 Other changes in net assets or fund balances (explain in Schedule O)	9	-1,395,402.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	73,641,576.

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	17,707,938.	13,676,150.	12,857,324.	12,856,392.	16,535,619.	73,633,423.
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	17,707,938.	13,676,150.	12,857,324.	12,856,392.	16,535,619.	73,633,423.
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)						2,461,103.
6 Public support. Subtract line 5 from line 4.						71,172,320.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	17,707,938.	13,676,150.	12,857,324.	12,856,392.	16,535,619.	73,633,423.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	1,513,374.	1,525,528.	1,374,467.	1,572,911.	1,604,712.	7,590,992.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						81,224,415.
12 Gross receipts from related activities, etc. (see instructions)					12 145,976,386.	

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	87.62 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	82.07 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15		%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16		%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17		%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18		%

19a 33 1/3% support tests - 2012. 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 - 2011. 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

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

2012

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

Name of organization **MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS** Employer identification number **04-2103597**

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

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

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

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

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

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

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

MASSACHUSETTS SOCIETY FOR THE PREVENTION

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)		85,201.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		75,112.	
c Total lobbying expenditures (add lines 1a and 1b)		160,313.	
d Other exempt purpose expenditures		41,837,709.	
e Total exempt purpose expenditures (add lines 1c and 1d)		41,998,022.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	150,216.	144,706.	151,724.	160,313.	606,959.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	78,014.	73,969.	79,383.	85,201.	316,567.

MASSACHUSETTS SOCIETY FOR THE PREVENTION

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
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 carry over lobbying and political expenditures from the prior year?	3	

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS**

Employer identification number
04-2103597

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

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

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a 0
b Total acreage restricted by conservation easements	2b 0.00
c Number of conservation easements on a certified historic structure included in (a)	2c 0
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d 0

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ 1

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ 0

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 0.

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

Schedule D (Form 990) 2012

04-2103597 Page 2

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	40,257,156.	38,818,999.	36,408,374.	36,806,194.	44,894,775.
b Contributions	3,116,779.	3,743,032.	322,319.	1,361,058.	2,562,489.
c Net investment earnings, gains, and losses	3,384,824.	-1,176,350.	3,900,667.	3,183,489.	-8,179,209.
d Grants or scholarships					
e Other expenditures for facilities and programs	1,737,838.	1,128,525.	1,812,361.	4,942,367.	2,471,861.
f Administrative expenses					
g End of year balance	45,020,921.	40,257,156.	38,818,999.	36,408,374.	36,806,194.

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

- a Board designated or quasi-endowment 0.00 %
- b Permanent endowment 82.00 %
- c Temporarily restricted endowment 18.00 %

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

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

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

4 Describe in Part XIII 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		259,309.		259,309.
b Buildings		36,824,967.	12,167,330.	24,657,637.
c Leasehold improvements		95,442.	8,579.	86,863.
d Equipment		8,561,385.	6,687,450.	1,873,935.
e Other		1,200,771.	1,100,624.	100,147.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				26,977,891.

Schedule D (Form 990) 2012

**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

Schedule D (Form 990) 2012

04-2103597 Page 3

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) BENEFICIAL INTEREST IN		
(B) PERPETUAL TRUSTS	12,945,617.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	12,945,617.	

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LONG TERM LIABILITIES-ACCRUED	
(3) PENSION COST	17,986,846.
(4) POST RETIREMENT BENEFITS	2,744,298.
(5) CHARITABLE GIFT ANNUITIES	1,061,282.
(6) RETIREMENT AGREEMENTS	877,269.
(7) INTEREST RATE SWAP	375,357.
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	23,045,052.

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

**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

Schedule D (Form 990) 2012

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Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements		1 58,828,080.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a 3,315,827.	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d 1,142,615.	
e	Add lines 2a through 2d		2e 4,458,442.
3	Subtract line 2e from line 1		3 54,369,638.
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 229,782.	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b		4c 229,782.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5 54,599,420.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements		1 46,637,276.
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 XIII.)	2d 2,538,017.	
e	Add lines 2a through 2d		2e 2,538,017.
3	Subtract line 2e from line 1		3 44,099,259.
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 229,782.	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b		4c 229,782.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5 44,329,041.

Part XIII Supplemental Information

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

PART II, LINE 3: THE SOCIETY DOES NOT REPORT CONSERVATION EASEMENTS IN ITS REVENUE AND EXPENSE STATEMENT, AND BALANCE SHEET.

PART V, LINE 4: ENDOWMENT FUNDS ARE INTENDED TO PROVIDE A SOURCE OF INCOME TO SUPPORT VARIOUS PROGRAMS AT THE MSPCA.

PART X, LINE 2: THE SOCIETY ACCOUNTS FOR THE EFFECT OF ANY UNCERTAIN TAX POSITIONS BASED ON A "MORE LIKELY THAN NOT" THRESHOLD TO THE RECOGNITION OF THE TAX POSITIONS BEING SUSTAINED BASED ON THE TECHNICAL

Schedule D (Form 990) 2012

MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS

Schedule D (Form 990) 2012

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Part XIII Supplemental Information (continued)

MERITS OF THE POSITION UNDER SCRUTINY BY THE APPLICABLE TAXING AUTHORITY.
IF A TAX POSITION OR POSITIONS ARE DEEMED TO RESULT IN UNCERTAINTIES OF
THOSE POSITIONS, THE UNRECOGNIZED TAX BENEFIT IS ESTIMATED BASED ON A
"CUMULATIVE PROBABILITY ASSESSMENT" THAT AGGREGATES THE ESTIMATED TAX
LIABILITY FOR ALL UNCERTAIN TAX POSITIONS. INTEREST AND PENALTIES
ASSESSED, IF ANY, ARE ACCRUED AS INCOME TAX EXPENSE.

THE SOCIETY HAS IDENTIFIED ITS TAX STATUS AS A TAX EXEMPT ENTITY AS ITS
ONLY SIGNIFICANT TAX POSITION AND HAS DETERMINED THAT SUCH TAX POSITION
DOES NOT RESULT IN AN UNCERTAINTY REQUIRING RECOGNITION. THE SOCIETY IS
NOT CURRENTLY UNDER EXAMINATION BY ANY TAXING JURISDICTION. ITS FEDERAL
AND STATE INCOME TAX RETURNS ARE GENERALLY OPEN FOR EXAMINATION FOR THREE
YEARS AFTER THE DATE OF FILING, INCLUDING EXTENSIONS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES	264,886.
GAMING EXPENSES	196.
CHANGE IN FAIR VALUE OF OUTSIDE MANAGED TRUSTS	788,543.
GAIN ON INTEREST RATE SWAP	88,990.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	1,142,615.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

CURRENT YEAR IMPACT OF CHANGE IN PENSION OBLIGATIONS	2,272,935.
FUNDRAISING EXPENSES	264,886.
GAMING EXPENSES	196.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	2,538,017.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization
**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

Employer identification number
04-2103597

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION		45,000.
EUROPE (INCLUDING ICELAND & GREENLAND) - ALBANIA, ANDORRA, AUSTRIA, BELGIUM	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION		1,500.
CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION		1,000.
3 a Sub-total	0	0			47,500.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			47,500.

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

Schedule F (Form 990) 2012

**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

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. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND) - ALBANIA, ANDORRA, TURKEY	ANIMAL WELFARE IN TURKEY	45,000.	WIRE TRANSFER	0.		BOOK VALUE
		EUROPE (INCLUDING ICELAND & GREENLAND)	ANIMAL WELFARE PROGRAMS	1,500.	WIRE TRANSFER	0.		BOOK VALUE
		CENTRAL AMERICA AND THE CARIBBEAN	ANIMAL WELFARE PROGRAMS	1,000.	WIRE TRANSFER	0.		BOOK VALUE

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**

3 Enter total number of other organizations or entities **0**

MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS

Schedule F (Form 990) 2012

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Part IV Foreign Forms

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

Schedule F (Form 990) 2012

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: THE MSPCA RECEIVES ANNUAL FINANCIAL INFORMATION FROM GRANTEEES AS WELL AS CORRESPONDENCE AS TO HOW THE GRANTED FUNDS WERE USED IN PREVIOUS YEARS FOR THE ALICE MANNING FUND HELD BY THE SOCIETY. UPON REVIEW OF THE REPORTS, THE MSPCA PRESIDENT, PER THE TRUST DOCUMENTS, DETERMINES IF GRANT ASSISTANCE WILL BE PROVIDED.

MASSACHUSETTS SOCIETY FOR THE PREVENTION

Schedule G (Form 990 or 990-EZ) 2012 **OF CRUELTY TO ANIMALS**

04-2103597 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		SPRING GALA	ANIMAL HALL OF FAME	18	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	401,720.	362,700.	579,714.	1,344,134.
	2 Less: Contributions	257,600.	327,800.	463,149.	1,048,549.
	3 Gross income (line 1 minus line 2)	144,120.	34,900.	116,565.	295,585.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes			2,298.	2,298.
	6 Rent/facility costs	16,043.	8,400.	5,368.	29,811.
	7 Food and beverages	33,857.	45,027.	17,830.	96,714.
	8 Entertainment	300.			300.
	9 Other direct expenses	38,689.	21,614.	75,460.	135,763.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(264,886)
	11 Net income summary. Combine line 3, column (d), and line 10				30,699.

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))
		1 Gross revenue			123,250.
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses			196.	196.
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100.00 % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				(196)	
8 Net gaming income summary. Combine line 1, column d, and line 7				123,054.	

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

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: _____

MASSACHUSETTS SOCIETY FOR THE PREVENTION

Schedule G (Form 990 or 990-EZ) 2012 OF CRUELTY TO ANIMALS

04-2103597 Page 3

- 11 Does the organization operate gaming activities with nonmembers?
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?
13 Indicate the percentage of gaming activity operated in:
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name AMY MILLER-FREDERICKS

Address 350 SOUTH HUNTINGTON AVE. - BOSTON, MA 02130

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?
b If "Yes," enter the amount of gaming revenue received by the organization and the amount of gaming revenue retained by the third party.
c If "Yes," enter name and address of the third party:

Name

Address

16 Gaming manager information:

Name

Gaming manager compensation \$

**

Description of services provided PER MASSACHUSETTS RULES, ONE MUST OBTAIN A GAMING PERMIT IN THE TOWN IN WHICH THE GAMING ACTIVITIES WILL TAKE PLACE. EACH LOCATION AT THE MSPCA HAS INDIVIDUALS WHO OBTAIN PERMITS IN

- 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?
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: DAVINCI DIRECT, INC.

(I) ADDRESS OF FUNDRAISER:

36 CORDAGE PARK CIRCLE, SUITE 339, PLYMOUTH, MA 02360

(I) NAME OF FUNDRAISER: AUTOMOTIVE RECOVERY SERVICES

(I) ADDRESS OF FUNDRAISER:

2 WESTBROOK CORP. CTR, SUITE 500, WESTCHESTER, IL 60154

Part IV Supplemental Information (continued)

SCHEDULE G, PART I, LINE 2B, COLUMN (V): MSPCA HAS ENTERED INTO AN AGREEMENT WITH AUTOMOTIVE RECOVERY SERVICES, INC. (ARS) TO OPERATE ITS VEHICLE DONATION PROGRAM. ARS WILL ACT ON THE MSPCA'S BEHALF AND THAT ARS ACTIVITIES ARE COVERED BY THE AGREEMENT ARE SUBJECT TO THE MSPCA'S OVERSIGHT. ACCORDINGLY, MSPCA ACTIVELY MONITORS PROGRAM OPERATIONS AND HAS THE RIGHT TO REVIEW ALL CONTRACTS, ESTABLISH RULES OF CONDUCT, CHOOSE OR CHANGE PROGRAM OPERATORS, APPROVE OF OR CHANGE ALL ADVERTISING, AND EXAMINE THE PROGRAM'S BOOKS AND RECORDS. MSPCA WILL RECIEVE 70% OF NET PROCEEDS, AFTER TOWING, INTERNET ADVERTISING, ADMINISTRATION AND GENERAL SERVICES FEES ARE DEDUCTED. ALL EXPENSES ARE SPECIFICALLY DENOTED IN THE AGREEMENT. TOTAL FUNDRAISING EXPENSES TO ARS AMOUNTED \$32,919 AND HAVE BEEN NETTED IN COLUMN (IV) PER IRS INTRUCTIONS.

SCHEDULE G, PART III, LINE 16, DESCRIPTION OF SERVICES PROVIDED:
 PER MASSACHUSETTS RULES, ONE MUST OBTAIN A GAMING PERMIT IN THE TOWN IN WHICH THE GAMING ACTIVITIES WILL TAKE PLACE. EACH LOCATION AT THE MSPCA HAS INDIVIDUALS WHO OBTAIN PERMITS IN THEIR CITIES/TOWNS. THERE ARE VARIOUS INDIVIDUALS THAT ARE LISTED ON THE PERMIT AS RESPONSIBLE FOR THE GAMING ACTIVITIES. IT IS OFTEN THE MANAGER OF A LOCATION AND PROJECT COORDINATOR OR IN HEADQUARTERS, A DEVELOPMENT PERSON AND MARKETING INDIVIDUAL.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization **MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS** Employer identification number **04-2103597**

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THOMAS J. O'CONNOR ANIMAL CONTROL AND ADOPTION CENTER - 627 COTTAGE STREET - SPRINGFIELD, MA 01104	20-5722841	501(C)(3)	14,396.	0.			MEDICAL AND ANIMAL WELFARE EXPENSE IN SPRINGFIELD AREA.
OPERATION OUTREACH 360 WOODLAND STREET HOLLISTON, MA 01746	04-3368610	501(C)(3)	10,000.	0.			EDUCATIONAL PROGRAMS IN SCHOOLS IN GA.
COMMUNITY FOUNDATION FOR NANTUCKET PO BOX 204 NANTUCKET, MA 02554	13-4316755	501(C)(3)	5,000.	0.			EQUIPMENT FOR NANTUCKET SAFE HARBORS FOR ANIMALS.

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **3.**
- 3** Enter total number of other organizations listed in the line 1 table **0.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule I (Form 990) (2012)**

**MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

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.
Part III can be duplicated if additional space is needed.

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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE MSPCA REQUIRES THE GRANTEES TO PROVIDE A DETAILED LISTING OF EXPENSES IN A PROPOSAL WHICH THE GRANT IS TO SUPPORT. ONCE REVIEWED BY THE DIRECTOR OF APD (OR OTHER MEMBER OF SENIOR MANAGEMENT), FUNDS ARE ISSUED TO COVER EXPENSES. FUNDS ARE ISSUED ONCE INVOICES ARE RECEIVED BY THE MSPCA TO ENSURE THE GRANT IS BEING USED AS INDICATED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS** Employer identification number **04-2103597**

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
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?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
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?	6a	X
b Any related organization?	6b	X
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	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2012

MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS

Part III Supplemental Information

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

PART I, LINE 5: ANGELL ANIMAL MEDICAL CENTER IMPLEMENTED A NEW
VARIABLE COMPENSATION PROGRAM BEGINNING JANUARY 1, 2012. THIS PROGRAM
COMPENSATES CERTAIN VETERINARY STAFF WITH A BASE PAY AND A VARIABLE PORTION
WHICH IS BASED ON EACH INDIVIDUAL'S REVENUE GENERATION AND COMPARISON TO
SET GOALS. THE 5 HIGHEST COMPENSATED INDIVIDUALS LISTED ARE ALL VETERINARY
STAFF AND WERE PART OF THIS COMPENSATION PLAN.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS**

Employer identification number
04-2103597

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles	X	21	78,388.	FAIR MARKET VALUE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	14	406,691.	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	12	628,382.	FAIR MARKET VALUE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (6 CARAT DIAMO)	X	1	164,900.	AUCTION SALE
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** **96**

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

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

Schedule M (Form 990) (2012)

MASSACHUSETTS SOCIETY FOR THE PREVENTION

Schedule M (Form 990) (2012) OF CRUELTY TO ANIMALS

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

SCHEDULE M, LINE 32B: MSPCA HAS ENTERED INTO AN AGREEMENT WITH
AUTOMOTIVE RECOVERY SERVICES, INC. (ARS) TO OPERATE IT'S VEHICLE
DONATION PROGRAM. ARS WILL ACT ON THE MSPCA'S BEHALF AND THAT ARS'S
ACTIVITIES ARE COVERED BY THE AGREEMENT ARE SUBJECT TO THE MSPCA'S
OVERSIGHT. ACCORDINGLY, MSPCA ACTIVELY MONITORS PROGRAM OPERATIONS AND
HAS THE RIGHT TO REVIEW ALL CONTRACTS, ESTABLISH RULES OF
CONDUCT, CHOOSE OR CHANGE PROGRAM OPERATORS, APPROVE OF OR CHANGE ALL
ADVERTISING, AND EXAMINE THE PROGRAM'S BOOKS AND RECORDS. MSPCA WILL
RECEIVE 70% OF NET PROCEEDS, AFTER TOWING, INTERNET ADVERTISING,
ADMINISTRATION AND GENERAL SERVICES FEES ARE DEDUCTED.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization	MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS	Employer identification number	04-2103597
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FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

FOR ABOUT 337 SCHOOL CHILDREN. 687 PRESCHOOLERS ATTENDED THE NEW
"LITTLE BOOKWORMS" STORY HOURS IN BOSTON AND AT NEVINS FARM. IN
ADDITION TO FINDING HOMES FOR HOMELESS ANIMALS, OUR ADOPTION CENTERS
STRIVE TO PROVIDE THEIR SURROUNDING COMMUNITIES WITH ANIMAL-RELATED
INFORMATION AND ASSISTANCE IN ORDER TO HELP CREATE A MORE COMPASSIONATE
SOCIETY.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER PROGRAM SERVICES:

ADVOCACY - OUR ADVOCACY TEAM WORKS TO IMPROVE ANIMAL PROTECTION LAWS
AND REGULATIONS. THEIR WORK IS SUSTAINED THROUGH OUR VOLUNTEER ANIMAL
ACTION TEAM MEMBERS WHO WRITE LETTERS, MAKE PHONE CALLS, ATTEND LOBBY
DAYS AT THE STATE HOUSE, AND MEET WITH LEGISLATORS TO HELP IMPROVE THE
LIVES OF ANIMALS.

SNAP - OUR SPAY/NEUTER ASSISTANCE PROGRAM (SNAP), AS PART OF AN EFFORT
TO MEET THIS CHALLENGE EFFECTIVELY, COLLABORATES WITH THE MASSACHUSETTS
VETERINARY MEDICAL ASSOCIATION TO OFFER REDUCED-COST PET STERILIZATION
TO LOW-INCOME PET OWNERS BY MEANS OF A DISCOUNT CERTIFICATE REDEEMABLE
AT PARTICIPATING VETERINARY PRACTICES.

EXPENSES \$ 277,687. INCLUDING GRANTS OF \$ 61,360. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 6: THE MSPCA HAS MEMBERS DESIGNATED AS
THE BOARD OF OVERSEERS. THE OVERSEERS SHALL HAVE ALL POWERS, RIGHTS AND

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization **MASSACHUSETTS SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

Employer identification number
04-2103597

PRIVILEGES AFFORDED TO "MEMBERS" OF A CORPORATION ORGANIZED UNDER CHAPTER
180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, AS AMENDED,
INCLUDING WITHOUT LIMITATION THE POWER TO ADOPT BY-LAWS PROVIDING FOR THE
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS OF THE
SOCIETY.

FORM 990, PART VI, SECTION A, LINE 7A: THE BOARD OF OVERSEERS, WHICH ARE
MEMBERS OF THE MSPCA, ELECT INDIVIDUALS TO SERVE ON THE BOARD OF DIRECTORS
FOR THREE-YEAR TERMS AT THE ANNUAL MEETING OF OVERSEERS.

FORM 990, PART VI, SECTION B, LINE 11: THE MSPCA FORM 990 IS PREPARED AND
REVIEWED BY AN INDEPENDENT ACCOUNTING FIRM. THE FORM IS THEN PRESENTED TO
MANAGEMENT FOR THEIR REVIEW. THE FINAL DRAFT OF THE FORM 990 IS THEN
PRESENTED TO THE AUDIT COMMITTEE. THE BOARD OF DIRECTORS ASSIGNED THE
RESPONSIBILITY TO THE AUDIT COMMITTEE TO REVIEW AND TAKE ACTION REGARDING
THE FILING OF THE FORM 990. ONCE THE AUDIT COMMITTEE APPROVES THE 990, IT
IS PROVIDED TO THE BOARD OF DIRECTORS FOR REVIEW PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ALL DIRECTORS, OFFICERS, AND KEY
EMPLOYEES OF THE ORGANIZATION ARE SUBJECT TO AND MUST COMPLY WITH THE MSPCA
CONFLICT OF INTEREST POLICY AND ACKNOWLEDGE THE SAME ON AN ANNUAL BASIS.
PURSUANT TO THAT POLICY, DIRECTORS ARE REQUIRED TO DISCLOSE CONFLICTS TO
THE CHAIRMAN OF THE BOARD OR THE APPROPRIATE BOARD COMMITTEE (E.G. A
FINANCIAL CONFLICT WOULD BE ADDRESSED BY THE AUDIT AND RISK MANAGEMENT
COMMITTEE) WHEN THEY BECOME AWARE OF A CONFLICT. IF THE CONFLICT INVOLVES
AN OFFICER OR BOARD MEMBER, THAT INDIVIDUAL WOULD BE PROHIBITED FROM
PARTICIPATING IN ANY VOTES OR DECISIONS REGARDING THE SITUATION. THE
COMMITTEE WOULD THEN DETERMINE THE APPROPRIATE INVESTIGATION AND ACTION.

Name of the organization	MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS	Employer identification number	04-2103597
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FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION FOR OFFICERS AND KEY EMPLOYEES IS REVIEWED ANNUALLY BY THE BOARD'S COMPENSATION COMMITTEE. AN INDEPENDENT CONSULTANT IS UTILIZED TO COMPARE MSPCA COMPENSATION WITH THE MARKET FOR SIMILAR POSITIONS. THOSE RESULTS AND ADDITIONAL EXECUTIVE COMPENSATION DATA ARE REVIEWED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS. THIS COMMITTEE PRESENTS RECOMMENDATIONS TO THE EXECUTIVE COMMITTEE FOR THEIR APPROVAL. THERE IS CONTEMPORANEOUS DOCUMENTED SUBSTANTIATION OF THE DELIBERATION AND DECISION. COMPENSATION IS DETERMINED BY INDEPENDENT PERSONS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MS, MO, NH, NJ, NM, NY, NC
ND, OH, OK, OR, PA, RI, SC, TN, UT, VI, WA, WV, WI, MN

FORM 990, PART VI, SECTION C, LINE 19: THE MSPCA WILL CONSIDER FURNISHING FINANCIAL STATEMENTS, POLICY, AND GOVERNING DOCUMENTS TO THE PUBLIC UPON REQUEST. ADDITIONALLY, THE FORM 990 AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE ON THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN FAIR VALUE OF OUTSIDE MANAGED TRUSTS	788,543.
GAIN ON INTEREST RATE SWAP	88,990.
CURRENT YEAR IMPACT OF CHANGE IN PENSION OBLIGATIONS	-2,272,935.
TOTAL TO FORM 990, PART XI, LINE 9	-1,395,402.

MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

