

Form **990**

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)

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 BEST FRIENDS ANIMAL SOCIETY		D Employer identification number 23-7147797	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	
	5001 ANGEL CANYON ROAD			
	City, town, or post office, state, and ZIP code KANAB, UT 84741		E Telephone number 435-644-2001	
F Name and address of principal officer: GREGORY CASTLE SAME AS C ABOVE		G Gross receipts \$ 66,601,930.		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		If "No," attach a list. (see instructions)
J Website: WWW.BESTFRIENDS.ORG		H(c) Group exemption number		
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: 1984		M State of legal domicile: UT

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO BRING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS.		
	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	7
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	674
	6 Total number of volunteers (estimate if necessary)	6	10336
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	290,366.
b Net unrelated business taxable income from Form 990-T, line 34	7b	15,179.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	45,864,300.	59,819,128.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,517,177.	2,404,998.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	744,962.	665,012.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,623,502.	1,109,316.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	49,749,941.	63,998,454.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	1,389,902.	2,993,098.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	24,833,313.	26,576,998.
	b Total fundraising expenses (Part IX, column (D), line 25)	276,652.	226,616.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,419,411.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	20,003,674.	23,320,670.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	46,503,541.	53,117,382.
	20 Total assets (Part X, line 16)	3,246,400.	10,881,072.
	21 Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
22 Net assets or fund balances. Subtract line 21 from line 20	53,009,335.	66,353,635.	
	5,742,345.	7,322,657.	
	47,266,990.	59,030,978.	

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			
	VIRGINIA KILMER, CHIEF FINANCIAL OFFICER				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	DAVID SPERRY	David M. Sperry	11/14/13		P00176382
Preparer Use Only	Firm's name	Firm's EIN			
	TANNER LLC	20-2253063			
Preparer Use Only	Firm's address	Phone no.			
	36 S STATE STREET, SUITE 600 SALT LAKE CITY, UT 84111	801-532-7444			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: TO BRING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS. WE DO THIS BY DEMONSTRATING AND PROMOTING EXEMPLARY ANIMAL CARE AND BUILDING COMMUNITY PROGRAMS AND PARTNERSHIPS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] 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 [X] 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 \$ 17,322,710. including grants of \$ 94,476.) (Revenue \$ 416,555.) ANIMAL CARE ACTIVITIES (SANCTUARY) - SEE SCHEDULE O

4b (Code:) (Expenses \$ 23,208,506. including grants of \$ 2,898,622.) (Revenue \$ 1,809,948.) INITIATIVES, PROGRAM CITIES, EMERGENCY RESPONSE, NETWORK PARTNERS AND OTHER NATIONAL OUTREACH - SEE SCHEDULE O

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

4e Total program service expenses 40,531,216.

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?		

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?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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
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	
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	
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	
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>		
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?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows 1a-9. Includes questions about voting members, family relationships, and governance decisions.

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

Table with 3 columns: Question, Yes, No. Rows 10a-16b. Includes questions about local chapters, conflict of interest policies, whistleblower policies, and compensation.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
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.
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: VIRGINIA KILMER, CFO - 435-644-2001

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. 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) FRANCIS BATTISTA VICE-CHAIR OF BOARD	40.00	X						114,757.	0.	10,532.
(2) ANNE MEJIA SECRETARY	40.00	X						92,108.	0.	10,531.
(3) CYRUS MEJIA BOARD MEMBER	40.00	X						64,375.	0.	10,531.
(4) JAMES RODGERS TREASURER	1.00	X						0.	0.	0.
(5) S. LOUISE PHANSTIEL CHAIR OF BOARD	1.00	X						0.	0.	0.
(6) BRIAN WOLF CHAIR OF BOARD	1.00	X						0.	0.	0.
(7) MOLLY JORDAN KOCH BOARD MEMBER	1.00	X						0.	0.	0.
(8) PETER WARSHAW BOARD MEMBER	1.00	X						0.	0.	0.
(9) KRAIG BUTRUM BOARD MEMBER	1.00	X						0.	0.	0.
(10) GREGORY CASTLE CEO	40.00			X				196,624.	0.	4,489.
(11) PAUL ALTHERR CPO	40.00			X				79,164.	0.	0.
(12) DEBORAH MORRISON CFO	40.00			X				198,863.	0.	2,157.
(13) RANA SMITH CDO	40.00			X				187,292.	0.	10,204.
(14) JUDAH BATTISTA DIRECTOR OF ANIMAL CARE	40.00					X		110,739.	0.	8,258.

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for lines 1b, 1c, and 1d.

1b Sub-total 1,043,922. 0. 56,702.
1c Total from continuation sheets to Part VII, Section A 0. 0. 0.
1d Total (add lines 1b and 1c) 1,043,922. 0. 56,702.

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 5

Table with 3 columns: Question, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting and services rendered.

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.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. Lists contractors like NEWPORT CREATIVE COMMUNICATIONS INC and WALSWORTH PUBLISHING CO.

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 19

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 124,882.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 59,694,246.				
	g Noncash contributions included in lines 1a-1f: \$	2,910,597.				
	h Total. Add lines 1a-1f		59,819,128.			
Program Service Revenue	2 a PROGRAM EVENTS	Business Code 900099	1,606,732.	1,606,732.		
	b CLINIC REVENUE	541900	798,266.	798,266.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		2,404,998.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		561,406.		561,406.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	538,166.			
		(ii) Personal				
		b Less: rental expenses	162,467.			
		c Rental income or (loss)	375,699.			
	d Net rental income or (loss)		375,699.	273,264.	102,435.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	2,067,693.			
		(ii) Other	4,203.			
		b Less: cost or other basis and sales expenses	1,968,290.	0.		
		c Gain or (loss)	99,403.	4,203.		
	d Net gain or (loss)		103,606.		103,606.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses	b			
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a	903,187.				
	b Less: cost of goods sold	b	472,719.			
	c Net income or (loss) from sales of inventory		430,468.	277,006.	153,462.	
Miscellaneous Revenue		Business Code				
11 a MAGAZINE ADVERTISING		541800	136,904.	136,904.		
	b CAFETERIA	722210	126,936.	126,936.		
	c ANGELS REST	812900	39,309.	39,309.		
	d All other revenue					
e Total. Add lines 11a-11d			303,149.			
12 Total revenue. See instructions.			63,998,454.	3,121,513.	290,366.	
					767,447.	

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	2,395,516.	2,395,516.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	585,083.	585,083.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	12,499.	12,499.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	884,749.	345,480.	263,203.	276,066.
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	20,604,673.	16,848,478.	1,604,019.	2,152,176.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	649,453.	481,879.	90,913.	76,661.
9 Other employee benefits	2,250,014.	1,769,969.	258,666.	221,379.
10 Payroll taxes	2,188,109.	1,782,762.	211,563.	193,784.
11 Fees for services (non-employees):				
a Management				
b Legal	212,779.	10,110.	173,839.	28,830.
c Accounting	107,503.		107,503.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	226,616.			226,616.
f Investment management fees	70,407.		40,188.	30,219.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,513,849.	953,534.	354,872.	205,443.
12 Advertising and promotion	2,469,972.	2,445,319.	3,031.	21,622.
13 Office expenses	834,656.	274,306.	523,038.	37,312.
14 Information technology	652,461.	432,614.	119,711.	100,136.
15 Royalties				
16 Occupancy	604,094.	596,217.	587.	7,290.
17 Travel	876,147.	487,286.	63,308.	325,553.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,138,211.	1,097,234.	66.	40,911.
20 Interest	4,446.	2,586.	221.	1,639.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,214,023.	1,146,762.	20,465.	46,796.
23 Insurance	178,528.	151,852.	20,637.	6,039.
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 ANIMAL FOOD, MED CARE,	3,977,722.	3,965,877.	21.	11,824.
b PRINTING, PUBLICATIONS	3,253,925.	875,758.	1,774.	2,376,393.
c POSTAGE AND SHIPPING	2,387,102.	657,712.	5,801.	1,723,589.
d OTHER EXPENSES	2,225,711.	1,766,305.	197,738.	261,668.
e All other expenses	1,599,134.	1,446,078.	105,591.	47,465.
25 Total functional expenses. Add lines 1 through 24e	53,117,382.	40,531,216.	4,166,755.	8,419,411.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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	3,560,139.	1	3,525,617.
	2 Savings and temporary cash investments	6,031,981.	2	10,279,356.
	3 Pledges and grants receivable, net	1,141,038.	3	972,194.
	4 Accounts receivable, net	2,769,533.	4	4,086,260.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	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	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	580,485.	8	621,587.
	9 Prepaid expenses and deferred charges	245,630.	9	430,451.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 29,273,053.		
	b Less: accumulated depreciation	10b 11,122,077.	17,211,962.	10c 18,150,976.
	11 Investments - publicly traded securities	12,118,226.	11	17,965,525.
	12 Investments - other securities. See Part IV, line 11	8,616,808.	12	9,109,377.
	13 Investments - program-related. See Part IV, line 11	0.	13	
	14 Intangible assets	0.	14	
	15 Other assets. See Part IV, line 11	733,533.	15	1,212,292.
16 Total assets. Add lines 1 through 15 (must equal line 34)	53,009,335.	16	66,353,635.	
Liabilities	17 Accounts payable and accrued expenses	3,114,778.	17	4,230,882.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	0.	19	0.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 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	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,627,567.	25	3,091,775.
	26 Total liabilities. Add lines 17 through 25	5,742,345.	26	7,322,657.
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	38,936,619.	27	48,164,461.
	28 Temporarily restricted net assets	5,918,827.	28	6,631,391.
	29 Permanently restricted net assets	2,411,544.	29	4,235,126.
	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	47,266,990.	33	59,030,978.
	34 Total liabilities and net assets/fund balances	53,009,335.	34	66,353,635.

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	63,998,454.
2	Total expenses (must equal Part IX, column (A), line 25)	2	53,117,382.
3	Revenue less expenses. Subtract line 2 from line 1	3	10,881,072.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	47,266,990.
5	Net unrealized gains (losses) on investments	5	1,672,171.
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	-789,255.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	59,030,978.

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		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	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i)		
(ii) A family member of a person described in (i) above? 11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii)		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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.")	37,188,499.	43,293,127.	42,528,599.	46,065,283.	60,631,180.	229,706,688.
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	37,188,499.	43,293,127.	42,528,599.	46,065,283.	60,631,180.	229,706,688.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						229,706,688.

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	37,188,499.	43,293,127.	42,528,599.	46,065,283.	60,631,180.	229,706,688.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	769,756.	582,808.	719,731.	768,207.	663,841.	3,504,343.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		53,474.	13,683.	218,326.	152,692.	438,175.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		103,537.	158,911.	222,816.	303,150.	788,414.
11 Total support. Add lines 7 through 10						234,437,620.
12 Gross receipts from related activities, etc. (see instructions)					12	10,294,970.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	97.98 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	97.93 %
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 B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/> <hr/>	\$ 1,805,025.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

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 <p style="text-align: center;">BEST FRIENDS ANIMAL SOCIETY</p>	Employer identification number <p style="text-align: center;">23-7147797</p>
--	---

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

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

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ 0.
- 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 ▶ \$ 0.
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ 0.
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ 0.
- 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-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2012
LHA

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)	8,125.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	49,226.													
c	Total lobbying expenditures (add lines 1a and 1b)	57,351.													
d	Other exempt purpose expenditures	40,473,865.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	40,531,216.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
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.	3,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					4,500,000.
c Total lobbying expenditures		279,952.	207,235.	49,226.	536,413.
d Grassroots nontaxable amount		250,000.	250,000.	250,000.	750,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,125,000.
f Grassroots lobbying expenditures		267,194.	124,452.	8,125.	399,771.

Schedule C (Form 990 or 990-EZ) 2012

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

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

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

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

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

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

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

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

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

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

Yes No

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

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

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

Yes No

9 In Part 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
- ▶ \$ _____

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	3,698,754.	2,522,756.	765,581.	67,386.	61,786.
b Contributions	2,822,442.	1,287,155.	1,649,765.	716,218.	5,600.
c Net investment earnings, gains, and losses	369,016.	-83,970.	119,002.		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	36,829.	27,187.	11,592.	637.	
g End of year balance	6,853,383.	3,698,754.	2,522,756.	782,967.	67,386.

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

- a Board designated or quasi-endowment 34.42 %
- b Permanent endowment 61.80 %
- c Temporarily restricted endowment 3.78 %

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	X	
(ii) related organizations		X

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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		4,707,117.		4,707,117.
b Buildings		16,582,767.	7,605,634.	8,977,133.
c Leasehold improvements				
d Equipment		5,276,382.	3,516,443.	1,759,939.
e Other		2,706,787.		2,706,787.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 18,150,976.

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	4,884,645.	END-OF-YEAR MARKET VALUE
(2) Closely-held equity interests		
(3) Other		
(A) ANNUITIES	4,224,732.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	9,109,377.	

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) CHARITABLE GIFT ANNUITIES PAYABLE	1,531,450.
(3) OTHER LIABILITY - 5 ACRE AGREEMENT	1,126,078.
(4) CAPITAL LEASE PAYABLE	58,906.
(5) DEFERRED REVENUE - LIFE TIME CARE PROGRAM	332,254.
(6) DEFERRED RENT LIABILITY	43,087.
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	3,091,775.

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

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 64,032,553.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIII.)	2d -497,482.	
	e Add lines 2a through 2d		2e -497,482.
3	Subtract line 2e from line 1		3 64,530,035.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b -531,581.	
	c Add lines 4a and 4b		4c -531,581.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5 63,998,454.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements		1 52,268,565.
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 -848,817.	
	e Add lines 2a through 2d		2e -848,817.
3	Subtract line 2e from line 1		3 53,117,382.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b		4c 0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5 53,117,382.

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 V, LINE 4: THE ORGANIZATION INTENDS TO USE THE INCOME GENERATED

FROM THE PERMANENT

ENDOWMENT FOR VARIOUS PROGRAMS.

PART X, LINE 2: THE INTERNAL REVENUE SERVICE (IRS) HAS RULED THAT BEST

FRIENDS QUALIFIES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE

(THE IRC) AND IS, THEREFORE, NOT SUBJECT TO TAX UNDER PRESENT INCOME TAX

LAWS. ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE

Part XIII Supplemental Information (continued)

ACCOMPANYING FINANCIAL

STATEMENTS. BEST FRIENDS IS REQUIRED TO OPERATE IN CONFORMITY WITH THE IRC

IN ORDER TO MAINTAIN ITS QUALIFICATION. THE IRS HAS INDICATED THAT BEST

FRIENDS IS NOT A PRIVATE FOUNDATION. BEST FRIENDS CONDUCTS A MINIMAL

AMOUNT OF ACTIVITIES THAT ARE SUBJECT TO UNRELATED BUSINESS INCOME TAX.

BEST FRIENDS HAS ANALYZED ALL TAX POSITIONS FOR ALL APPLICABLE TAX

JURISDICTIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINED OPEN,

INCLUDING U.S. FEDERAL, STATE, AND FOREIGN JURISDICTIONS FOR THE YEARS

ENDED DECEMBER 31, 2012 AND 2011 AND DETERMINED THERE WERE NO MATERIAL

UNRECOGNIZED TAX BENEFITS OR OBLIGATIONS. THE OPEN TAX YEARS SUBJECT TO

EXAMINATION ARE 2009 THROUGH 2012.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

AGENCY FUNDS	-789,255.
UNREALIZED CHANGE IN SPLIT INTEREST AGREEMENTS	291,773.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	-497,482.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	-472,719.
GUEST COTTAGE EXPENSE	-162,468.
REALIZED GAIN ON INVESTMENT	89,239.
GAIN ON DISPOSAL OF ASSETS	14,367.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-531,581.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	472,719.
GUEST COTTAGE EXPENSE	162,468.

Part XIII Supplemental Information *(continued)*

REALIZED GAIN ON INVESTMENT -89,239.

GAIN ON DISPOSAL OF ASSETS -14,367.

UNREALIZED GAIN OF INVESTMENTS -1,380,398.

TOTAL TO SCHEDULE D, PART XII, LINE 2D -848,817.

Multiple horizontal lines for supplemental information.

**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 BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
---	--

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

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of 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	PROGRAM SERVICES	SUPPORT FOR CARE OF CATS	10,999.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	GRANT / SUPPORT	1,500.
3 a Sub-total	0	0			12,499.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			12,499.

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)	SUPPORT FOR CARE OF CATS - DONOR DESIGNATED GRANT	10,999.00	WIRE TRANSFER	0.		BOOK

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

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

Part III can be duplicated if additional space is needed.

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

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: ALL GRANT RECIPIENTS ARE RESEARCHED PRIOR TO

RECEIVING FUNDS. WHEN

PROVIDING A LARGE GRANT, AN AGREEMENT IS SIGNED BY BOTH PARTIES AND A

WRITTEN REPORT IS REQUIRED SHOWING HOW THE FUNDS WERE SPENT. FOR SMALLER

GRANTS, A BRIEF DESCRIPTION IS OBTAINED NOTING HOW THE FUNDS WERE SPENT.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding
Fundraising or Gaming Activities

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open To Public
Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
NEWPORT CREATIVE COMMUNICATIONS INC - 33	CONSULTING		X	0.	198,895.	-198,895.
MARTS & LUNDY - 1200 WALL STREET WEST, LYNDHURST, NJ	CONSULTING		X	0.	11,000.	-11,000.
INFOCISION MGT CORP - 325 SPRINGSIDE DR, AKRON, OH	YEAR END THANK YOU CALLS		X	0.	10,352.	-10,352.
BLACKBAUD INC - P. O. BOX 930256, ATLANTA, GA	CONSULTING		X	0.	6,198.	-6,198.
DIRECT MAIL PROCESSORS INC - 1150 CONRAD CT, HAGERSTOWN,	CASH RECEIPTS		X	0.	154,392.	-154,392.
Total					380,837.	-380,837.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO
MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

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

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				()
8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

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

13a		%
13b		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____ .
- c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the 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: NEWPORT CREATIVE COMMUNICATIONS INC

(I) ADDRESS OF FUNDRAISER: 33 RAILROAD AVE, DUXBURY, MA 02332

(I) NAME OF FUNDRAISER: MARTS & LUNDY

(I) ADDRESS OF FUNDRAISER: 1200 WALL STREET WEST, LYNDHURST, NJ 07071

(I) NAME OF FUNDRAISER: INFOCISION MGT CORP

Part IV Supplemental Information (continued)

(I) ADDRESS OF FUNDRAISER: 325 SPRINGSIDE DR, AKRON, OH 44333

(I) NAME OF FUNDRAISER: BLACKBAUD INC

(I) ADDRESS OF FUNDRAISER: P. O. BOX 930256, ATLANTA, GA 31193-0256

(I) NAME OF FUNDRAISER: DIRECT MAIL PROCESSORS INC

(I) ADDRESS OF FUNDRAISER: 1150 CONRAD CT, HAGERSTOWN, MD 21740

SCHEDULE G, PART I, LINE 2B, COLUMN (V): BEST FRIENDS ANIMAL SOCIETY

CONTRACTS WITH NEWPORT CREATIVE

COMMUNICATIONS, INC. FOR FUNDRAISING CONSULTING SERVICES. THESE SERVICES

INCLUDE CONSULTATION ON STRATEGIC PLANNING, THE DESIGN OF DIRECT MAIL

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

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

NOT SPECIFICALLY IDENTIFY ALL THE REVENUE GENERATED BY THE FUNDRAISING

SERVICES PROVIDED BY NEWPORT CREATIVE COMMUNICATIONS, INC. IN 2012 ONLY

THE AMOUNTS PAID TO NEWPORT CREATIVE COMMUNICATIONS, INC. SPECIFICALLY

FOR FUNDRAISING CONSULTING SERVICES IN 2012 WERE REPORTED IN COLUMN (V).

BEST FRIENDS ANIMAL SOCIETY PAID NEWPORT CREATIVE COMMUNICATIONS, INC.

FOR OTHER SERVICES IN 2012 (E.G. PRINTING, POSTAGE, PRODUCTION MANAGEMENT)

WHICH IS WHY THE AMOUNT REPORTED ON PART VII, SECTION B OF THE CORE FORM

990 IS GREATER THAN THE AMOUNT REPORTED ON SCHEDULE G, PART I, LINE 1.

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH DIRECT MAIL PROCESSING INC TO

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

PROVIDE REPORTING. AS PART OF THIS PROCESS BEST FRIENDS PERIODICALLY

REVIEWS THEIR PROCESS AND CONTROLS.

Part IV Supplemental Information (continued)

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH MARTS & LUNDY TO PROVIDE
CONSULTING SERVICES RELATED TO FUND RAISING STRATEGY.

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH INFOCISION TO PROVIDE YEAR END
THANK YOU PHONE CALLS, WHICH ARE NOT FOR SOLICITATION PURPOSES.

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH BLACKBAUD FOR CONSULTING
SERVICES ON FUND RAISING AS IT RELATES TO SOFTWARE ACQUIRED FROM
BLACKBAUD. IN ADDITION, WE PAID BLACKBAUD FOR CONSULTING SERVICES
CONCERNING SOFTWARE IMPLEMENTATION, WHICH IS WHY THE AMOUNT REPORTED ON
PART VII, SECTION B OF THE CORE FORM 990 IS GREATER THAN THE AMOUNT
REPORTED ON SCHEDULE G, PART I, LINE 1.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2012

Open to Public
Inspection

**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.

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number
23-7147797

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? 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
DAVIS COUNTY ANIMAL SERVICES	87-6000297	DAVIS CNTY, UT	48,641.	0.			PROGRAM SERVICE SUPPORT
EMMET COUNTY ANIMAL SHELTER	24-2409713	EMMET CNTY, UT	8,100.	0.			PROGRAM SERVICE SUPPORT
ENOCH ANIMAL SHELTER	87-0348241	ENOCH, UT	0.	5,267.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
HILLSBOROUGH COUNTY ANIMAL SERVICES	59-6000661	HILLSBOROUGH CNTY,	23,000.	0.			PROGRAM SERVICE SUPPORT
KANAB CITY CORP	87-6000237	KANAB, UT	1,000.	15,445.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
LA DEPT OF ANIMAL SERVICES	95-6000735	LOS ANGELES, CA	12,600.	0.			PROGRAM SERVICE SUPPORT

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

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

99.
0.

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

Schedule I (Form 990) (2012)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
LAVERKIN ANIMAL SHELTER	87-0302950	LAVERKIN, UT	6,269.	2,304.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
SALT LAKE COUNTY ANIMAL SERVICES	87-6000316	SALT LAKE CNTY,	7,203.	0.			PROGRAM SERVICE SUPPORT
WEST VALLEY ANIMAL SHELTER	87-0362454	WEST VALLEY, UT	12,825.	0.			PROGRAM SERVICE SUPPORT
ANGEL DOGS FOUNDATION	33-0700823	501(C)3	58,000.	0.			PROGRAM SERVICE SUPPORT
ANIMAL BIRTH CONTROL INC	42-1293451	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
ANIMAL RESCUE FRONT	20-4859056	501(C)3	10,000.	0.			PROGRAM SERVICE SUPPORT
ANIMAL WELFARE LEAGUE-FREDERICK CTY	52-2313863	501(C)3	5,500.	0.			PROGRAM SERVICE SUPPORT
ANTLER RIDGE SANCTUARY	26-1338113	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
AUSTIN PETS ALIVE	74-2893360	501(C)3	103,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(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
BARC	30-0021149	501(C)3	8,000.	0.			PROGRAM SERVICE SUPPORT
BARCS	86-1130456	501(C)3	25,000.	0.			PROGRAM SERVICE SUPPORT
BARN CAT BUDDIES INC	27-3959063	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
BOBBI AND THE STRAYS	11-3444285	501(C)3	10,000.	0.			PROGRAM SERVICE SUPPORT
CAGE FREE K-9 RESCUE	26-1412219	501(C)3	6,250.	0.			PROGRAM SERVICE SUPPORT
CASTAWAY CRITTERS PET RESCUE INC	20-4638911	501(C)3	11,366.	0.			PROGRAM SERVICE SUPPORT
CATOOSA CITIZENS FOR ANIMAL CARE INC	58-2120060	501(C)3	7,000.	0.			PROGRAM SERVICE SUPPORT
CATS-CAN INC	68-0539788	501(C)3	6,900.	0.			PROGRAM SERVICE SUPPORT
CAWS	87-0515959	501(C)3	10,981.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(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
CENTRAL VERMONT HUMANE SOCIETY	03-0217066	501(C)3	5,500.	0.			PROGRAM SERVICE SUPPORT
CLAWS RESCUE & ADOPTION CENTER	01-0884285	501(C)3	12,570.	0.			PROGRAM SERVICE SUPPORT
COMMUNITY CAT COALITION OF EDMOND	45-2563906	501(C)3	8,550.	0.			PROGRAM SERVICE SUPPORT
COMPANION ANIMAL ADVOCATES	26-1922162	501(C)3	6,000.	0.			PROGRAM SERVICE SUPPORT
COMPANION PET RESCUE & TRANSPORT	20-3595457	501(C)3	7,670.	0.			PROGRAM SERVICE SUPPORT
DAWG DBA SAFE HUMANE CHICAGO	36-4366285	501(C)3	51,458.	0.			PROGRAM SERVICE SUPPORT
DELTA COUNTY CITIZENS FOR ANIMAL WELFARE & SHELTER	84-1478297	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
DOGS ON DEATH ROW	20-5530700	501(C)3	21,000.	0.			PROGRAM SERVICE SUPPORT
DUNN COUNTY HUMANE SOCIETY	39-1780809	501(C)3	9,950.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
EMPTY BOWL	01-0975325	501(C)3	0.	56,684.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
FELINE RESCUE INC	65-0952902	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
FIXNATION INC	83-0452460	501(C)3	296,175.	0.			PROGRAM SERVICE SUPPORT
FRIENDS FOR FELINES INC	27-0663113	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
FRIENDS FOR LIFE ANIMAL RESCUE	86-0726443	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
FRIENDS OF ANIMALS UTAH	87-0482464	501(C)3	7,315.	0.			PROGRAM SERVICE SUPPORT
GUARDIANS OF RESCUE INC	27-4205517	501(C)3	11,500.	0.			PROGRAM SERVICE SUPPORT
H.A.R.T.	61-1602289	501(C)3	0.	8,343.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
HEAVEN ON EARTH SOCIETY FOR ANIMALS INC	77-0538189	501(C)3	5,450.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
HELEN SANDERS CAT PROTECTION	27-1400697	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
HELP HUMANE SOCIETY	43-1787083	501(C)3	10,500.	0.			PROGRAM SERVICE SUPPORT
HICKMAN HUMANE SOCIETY INC	62-1639736	501(C)3	7,215.	0.			PROGRAM SERVICE SUPPORT
HOMELESS PET PLACEMENT LEAGUE	76-0283479	501(C)3	10,704.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF MCCORMICK COUNTY	57-1099596	501(C)3	7,715.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF TAMPA BAY	59-0799907	501(C)3	12,500.	0.			PROGRAM SERVICE SUPPORT
HUSKY HOUSE INC	20-4968411	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
JACKSON COUNTY, MS SPAY & NEUTER PROGRAM	80-0211523	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
KAIBAB PAIUTE	86-6052971	501(C)3	0.	6,668.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
KANAB CARE & SHARE	87-6000300	501(C)3	0.	10,383.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
KINDER4RESCUE	26-2924461	501(C)3	111,700.	0.			PROGRAM SERVICE SUPPORT
L.I.F.E. ANIMAL RESCUE	95-4550643	501(C)3	7,300.	0.			PROGRAM SERVICE SUPPORT
LABS & FRIENDS.ORG	45-3139097	501(C)3	75,050.	0.			PROGRAM SERVICE SUPPORT
LAFAYETTE ANIMAL AID	23-7414331	501(C)3	10,000.	0.			PROGRAM SERVICE SUPPORT
LAST HOPE CAT KINGDOM	30-0147744	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
LIBERTY HUMANE SOCIETY INC	22-3585263	501(C)3	7,000.	0.			PROGRAM SERVICE SUPPORT
LITTLE GUILD OF ST FRANCIS	23-7131298	501(C)3	10,215.	0.			PROGRAM SERVICE SUPPORT
LITTLE ORPHAN'S ANIMAL RESCUE INC	90-0397059	501(C)3	10,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
LOGAN'S RUN RESCUE	26-4607262	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
LOVING ALL ANIMALS INC	26-3841119	501(C)3	10,215.	0.			PROGRAM SERVICE SUPPORT
MAYPORT CATS INC	26-3728042	501(C)3	5,490.	0.			PROGRAM SERVICE SUPPORT
MICHIGAN ANIMAL ADOPTION NETWORK INC	38-3152340	501(C)3	7,000.	0.			PROGRAM SERVICE SUPPORT
MITCHELL COUNTY ANIMAL RESCUE	56-1432402	501(C)3	6,186.	0.			PROGRAM SERVICE SUPPORT
MONMOUTH COUNTY SPCA	21-0679893	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
MUCH LOVE ANIMAL RESCUE	95-4765624	501(C)3	16,350.	0.			PROGRAM SERVICE SUPPORT
MUTT MATCH LA	26-4815745	501(C)3	21,600.	0.			PROGRAM SERVICE SUPPORT
NEW BEGINNINGS FOR ANIMALS INC	33-0930066	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
NO STRAY LEFT BEHIND-AV	27-2433114	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
ONE MORE CHANCE	20-3588471	501(C)3	1,000.	37,290.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
PET ALLIES INC	86-0829565	501(C)3	5,460.	0.			PROGRAM SERVICE SUPPORT
PETER ZIPPI FUND	33-0042687	501(C)3	6,950.	0.			PROGRAM SERVICE SUPPORT
PETS ALIVE WESTCHESTER	13-1734942	501(C)3	7,000.	0.			PROGRAM SERVICE SUPPORT
PLUMSTED TOWNSHIP NJ TNR	27-3124729	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
PURRFECT FRIENDS CAT RESCUE	20-5305474	501(C)3	7,000.	0.			PROGRAM SERVICE SUPPORT
RED NOSE LUCY FOUNDATION INC	45-4086092	501(C)3	21,000.	0.			PROGRAM SERVICE SUPPORT
RESCUE INK FOUNDATION	27-1882084	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
SAN ANTONIO PETS ALIVE LLC	45-4141531	501(C)3	165,000.	0.			PROGRAM SERVICE SUPPORT
SECOND CHANCE SHERIDAN CAT RESCUE	27-1336749	501(C)3	5,000.	0.			PROGRAM SERVICE SUPPORT
SOCIETY FOR PRESERVATION OF ANIMAL WELFARE & SAFET	23-2099002	501(C)3	9,600.	0.			PROGRAM SERVICE SUPPORT
SOUTH DAKOTA WEST RIVER S/N COALITION	20-4004963	501(C)3	6,500.	0.			PROGRAM SERVICE SUPPORT
SPAY NEUTER ASSISTANCE PROGRAM-PA	23-2172084	501(C)3	9,000.	0.			PROGRAM SERVICE SUPPORT
SPAY NEUTER PROJECT OF LA	20-8542566	501(C)3	123,535.	0.			PROGRAM SERVICE SUPPORT
SPAY4LA INC	45-2996980	501(C)3	113,465.	0.			PROGRAM SERVICE SUPPORT
STRAY CAT ALLIANCE	95-4787231	501(C)3	102,200.	0.			PROGRAM SERVICE SUPPORT
STRAY CAT ADOPTIONS OF TX	74-2981156	501(C)3	7,700.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
TAILS OF LOVE	27-1606720	501(C)3	14,000.	0.			PROGRAM SERVICE SUPPORT
TEN LIVES CLUB	16-1611221	501(C)3	7,715.	0.			PROGRAM SERVICE SUPPORT
TINY PAWS KITTEN RESCUE OF STILLWATER INC	20-2636365	501(C)3	9,161.	0.			PROGRAM SERVICE SUPPORT
TUBA CITY HUMANE SOCIETY	86-0715785	501(C)3	9,077.	254,244.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
UNITED ANIMAL FRIENDS	20-0360727	501(C)3	6,403.	0.			PROGRAM SERVICE SUPPORT
UT FACES	74-3257520	501(C)3	5,500.	0.			PROGRAM SERVICE SUPPORT
WHISPERING RISE FARM & SANCTUARY INC	27-3775715	501(C)3	5,850.	0.			PROGRAM SERVICE SUPPORT
WISHBONE PET RESCUE	26-3750768	501(C)3	10,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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
PROVIDE FOOD FOR ANIMALS	0	0.	86,860.FMV		ANIMAL FOOD FOR INDIVIDUAS SUPPORTING OUR PROGRAMS FOR CATS, DOGS, AND HORSES
PROVIDE EMERGENCY RELIEF ANIMAL FOOD FOR HURRICANE SANDY	0	0.	67,785.FMV		ANIMAL FOOD AND SUPPLIES
PROVIDE ASSISTANCE FOR FOOD, VETERINARY EXPENSES	342	430,438.	0.		

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

**SCHEDULE 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

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) GREGORY CASTLE CEO	(i)	188,481.	3,654.	4,489.	0.	201,113.	0.
	(ii)	0.	0.	0.	0.	0.	0.
(2) DEBORAH MORRISON CFO	(i)	196,706.	0.	2,157.	0.	201,020.	0.
	(ii)	0.	0.	0.	0.	0.	0.
(3) RANA SMITH CDO	(i)	173,819.	3,269.	10,204.	0.	197,496.	0.
	(ii)	0.	0.	0.	0.	0.	0.
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

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 1A: FIRST-CLASS OR CHARTER TRAVEL

PART I, LINE 1A

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

AIRCRAFT THAT ARE USED FOR ANIMAL TRANSPORT AND BY EMPLOYEES WHO

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

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

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

FOR HIRE BY THE GENERAL PUBLIC.

PART I, LINE 3: THE BOARD REVIEWED AND APPROVED THE COMPENSATION OF

THE CEO AFTER

CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS

OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS.

PART I, LINE 4A: A SEVERANCE PAYMENT WAS MADE IN 2012. DETAILS ARE

AVAILABLE UPON REQUEST.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2012

Open To Public Inspection

Name of the organization <div style="text-align: center;">BEST FRIENDS ANIMAL SOCIETY</div>	Employer identification number 23-7147797
--	--

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

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Total						▶ \$ _____						

Part III Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
CYNTHIA BATHURST - MGR SAF	SPOUSE: BD MEMBER R	27,064.	EMPLOYEE CO		X
JULIE CASTLE - SR DIRECTOR	SPOUSE: BD MEMBER C	98,158.	EMPLOYEE CO		X
SILVA BATTISTA	SPOUSE: BD MEMBER B	67,542.	EMPLOYEE CO		X
JUDAH BATTISTA - DIRECTOR	SON: BD MEMBER BATT	102,481.	EMPLOYEE CO		X
CARRAGH MALONEY	DAUGHTER: BD MEMBER	68,209.	EMPLOYEE CO		X
LYNN BATTISTA	DAUGH-IN-LAW: BD ME	28,535.	EMPLOYEE CO		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: CYNTHIA BATHURST - MGR SAFE HUMANE PROGRAM

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE: BD MEMBER RODGERS

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: JULIE CASTLE - SR DIRECTOR COMMUNICATIONS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE: BD MEMBER CASTLE

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: SILVA BATTISTA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE: BD MEMBER BATTISTA

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: JUDAH BATTISTA - DIRECTOR OF ANIMAL CARE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SON: BD MEMBER BATTISTA

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

Part V Supplemental Information

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

(A) NAME OF PERSON: CARRAGH MALONEY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DAUGHTER: BD MEMBER CASTLE

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: LYNN BATTISTA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DAUGH-IN-LAW: BD MEMBER BATTISTA

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) 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	68	68,685.	FMV
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	47	529,995.	FMV
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	X	1	57,000.	FMV
18 Collectibles				
19 Food inventory	X	35	1,883,775.	FMV
20 Drugs and medical supplies	X	17	5,865.	FMV
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ANIMAL AND CL)	X	2,310	365,276.	FMV
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

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

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
 b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
 b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a	X	

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, PART I, COLUMN (B): BEST FRIENDS ANIMAL SOCIETY SHOWS THE

NUMBER OF CONTRIBUTIONS IN THIS

COLUMN.

SCHEDULE M, LINE 32B: BEST FRIENDS ANIMAL SOCIETY UTILIZES THE

SERVICES OF AN AUTOMOBILE BROKER

TO SELL DONATED VEHICLES.

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

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

990, PART III, LINES 4A, 4B

NATURE OF ACTIVITIES

BEST FRIENDS ANIMAL SOCIETY (BEST FRIENDS) IS A NONPROFIT ORGANIZATION

THAT DEVELOPS NO-KILL PROGRAMS AND PARTNERSHIPS WHICH WILL BRING ABOUT

A DAY WHEN THERE ARE NO MORE HOMELESS PETS. BEST FRIENDS' LEADING

INITIATIVES IN ANIMAL CARE AND COMMUNITY PROGRAMS ARE COORDINATED FROM

ITS KANAB, UTAH, HEADQUARTERS, ONE OF THE COUNTRY'S LARGEST NO-KILL

SANCTUARIES. BEST FRIENDS DEVELOPS AND REFINES MODEL PROGRAMS THAT ARE

SHARED WITH OTHER ORGANIZATIONS AND PEOPLE, SO THAT MORE ANIMALS CAN BE

SAVED. THIS WORK IS MADE POSSIBLE BY THE PERSONAL AND FINANCIAL SUPPORT

OF A GRASSROOTS NETWORK OF MEMBERS AND COMMUNITY PARTNERS ACROSS THE

NATION.

990, PART III, LINES 4A

ANIMAL CARE ACTIVITIES

FOR MORE THAN A QUARTER OF A CENTURY, THE SANCTUARY RUN BY BEST FRIENDS

ANIMAL SOCIETY HAS PROVIDED EXCELLENT VETERINARY CARE, REHABILITATION

AND LOVE TO HOMELESS, ABANDONED, ABUSED AND NEGLECTED ANIMALS. ABOUT

1,700 ANIMALS ARE BEING CARED FOR AT THE SANCTUARY AT ANY GIVEN TIME.

EVERY ANIMAL WHO COMES TO THE SANCTUARY RECEIVES THE NECESSARY

TREATMENT AND CARE TO RECOVER AND HEAL FROM LIFE'S HARD JOURNEY, AND,

IN THE VAST MAJORITY OF CASES, THE ANIMAL EVENTUALLY MOVES ON TO A NEW,

PERMANENT HOME. BEST FRIENDS' COMMITMENT TO EACH ANIMAL LASTS A

LIFETIME. EVERY ANIMAL AT THE SANCTUARY IS WELCOME TO STAY FOR AS LONG

AS IT TAKES TO FIND THE RIGHT FAMILY, AND A FEW WILL CALL THE SANCTUARY

THEIR HOME FOR LIFE.

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

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

HIGHLIGHTS FROM 2012 INCLUDE:

* A TOTAL OF 1,120 ANIMALS WERE ADMITTED TO THE SANCTUARY.

* WE FOUND HOMES FOR 1,003 ANIMALS: 597 DOGS, 317 CATS, 4 HORSES, 10

RABBITS, 8 GUINEA PIGS, 11 GOATS, 11 POTBELLIED PIGS, 42 PARROTS AND 3

DOMESTICATED ANIMALS FROM WILD FRIENDS.

* WILD FRIENDS ADMITTED 270 INJURED WILD ANIMALS AND 163 WERE RELEASED

BACK TO THEIR NATURAL HABITATS AFTER FULL RECOVERY. BEST FRIENDS' STATE

AND FEDERALLY LICENSED PROGRAM ALSO PROVIDES LIFETIME CARE FOR WILDLIFE

UNABLE TO RETURN TO THE WILD.

* ANIMAL CARE FACILITIES WERE BUILT OR IMPROVED TO MAKE BEST FRIENDS'

CARE EVEN BETTER. CAT WORLD'S HAPPY LANDINGS, NOW RENAMED HOPE HOUSE,

WAS REMODELED AND EXPANDED WITH NEW MEDICAL FACILITIES, AS WELL AS A

SEPARATE AREA FOR COMMUNITY CATS TO RECOVER FROM SPAY/NEUTER SURGERY.

IN THE PARROT GARDEN, A NEW MACAW FLIGHT AVIARY WAS ADDED, GIVING THESE

LARGE BIRDS FREEDOM TO STRETCH THEIR WINGS. GREAT PROGRESS WAS MADE ON

THE NEW PIGGY PARADISE HEADQUARTERS, SCHEDULED TO OPEN IN SPRING 2013.

HORSE HAVEN WAS UPDATED WITH REVAMPED PASTURES, ADDED FENCING AND

LOAFING SHEDS (FREESTANDING HORSE SHELTERS AND FEEDING STATIONS). ROOF,

FACILITY REPAIRS AND ADDITIONS WERE ALSO MADE TO WILD FRIENDS.

* THE BEST FRIENDS CLINIC HAD ANOTHER BUSY YEAR:

SPAY/NEUTER PROCEDURES 3,626 (INCLUDES 1,092 FOR THE PUBLIC)

DENTALS 396 (10 PUBLIC)

OTHER MISCELLANEOUS SURGERIES 442 (63 PUBLIC)

232212
01-04-13

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

AFTER-HOURS EMERGENCIES 191 (53 PUBLIC)

990, PART III, LINES 4B

INITIATIVES, PROGRAM CITIES, EMERGENCY RESPONSE, NETWORK PARTNERS AND OTHER

WHILE THE SANCTUARY DEMONSTRATES BEST FRIENDS' COMMITMENT TO CARING FOR

AND REHABILITATING ANIMALS WITH SPECIAL NEEDS, OUR OUTREACH PROGRAMS,

SPECIAL EVENTS, MAGAZINE, WEBSITE AND EXTENSIVE NETWORK OF PARTNERS

DEMONSTRATE OUR COMMITMENT TO THE PEOPLE AND ORGANIZATIONS WHO ARE

HELPING TO BRING ABOUT A TIME OF NO MORE HOMELESS PETS. MANY OF THESE

ACTIVITIES FALL UNDER OUR THREE NATIONAL INITIATIVES, WITH EACH

TARGETING A POPULATION OF ANIMALS THAT IS PARTICULARLY AT-RISK OF BEING

KILLED IN OUR NATION'S SHELTERS.

HIGHLIGHTS FROM 2012 INCLUDE:

PIT BULL INITIATIVES

* BEST FRIENDS ACTIVELY ADVOCATES AGAINST BREED-DISCRIMINATORY LAWS

NATIONWIDE. FOR EXAMPLE, ONE OF MANY INSTANCES IN WHICH OUR LEGISLATIVE

TEAM EITHER HELPED TO ROLL BACK OR PREEMPT THE PASSAGE OF

DISCRIMINATORY LAWS WAS BEST FRIENDS LEADERSHIP IN SPEARHEADING THE

PASSAGE OF OHIO HOUSE BILL 14, WHICH REPEALED THE STATEWIDE LAW THAT

DEEMED THAT ANY PIT BULL OR PIT-BULL-TYPE DOG IS VICIOUS, REGARDLESS OF

HOW FRIENDLY HE MIGHT BE. AS A RESULT, HUNDREDS OF THESE TYPES OF DOGS

WERE ADOPTED FROM OHIO SHELTERS INSTEAD OF BEING KILLED.

* BEST FRIENDS GATHERED HUNDREDS OF PEOPLE AND THEIR DOGS TO

PARTICIPATE IN FAMILY-ORIENTED, EDUCATIONAL NEIGHBORHOOD PIT BULL DAYS

IN A VARIETY OF CITIES, INCLUDING LOS ANGELES, KANSAS CITY, MISSOURI,

AND TOLEDO, OHIO. IN ADDITION TO PROVIDING FREE SPAY/NEUTER,

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

MICROCHIPPING AND OTHER SERVICES, THESE EVENTS HELPED TO SHOWCASE THE
 POSITIVE QUALITIES OF PIT BULL TERRIERS.

* STRONG ADVOCACY WORK TO FIGHT BREED-DISCRIMINATORY LEGISLATION HELPED
 TENS OF THOUSANDS OF PIT-BULL-TYPE DOGS TO REMAIN IN LOVING HOMES
 DURING 2012.

PUPPY MILL INITIATIVES

* BEST FRIENDS WORKED CLOSELY WITH LOS ANGELES OFFICIALS FOR MORE THAN
 TWO YEARS TO DRAFT AN ORDINANCE BANNING THE RETAIL SALE OF COMMERCIALY
 BRED DOGS, CATS AND RABBITS FROM PET STORES IN THE CITY, AND
 ORCHESTRATE ITS PASSAGE. IN A MAJOR VICTORY FOR THE ANIMALS, THE
 ORDINANCE BECAME LAW IN 2012, AND LOS ANGELES BECAME THE LARGEST NORTH
 AMERICAN MUNICIPALITY TO BAN THE RETAIL SALE OF PETS FROM PET STORES.
 BEST FRIENDS WORKED CLOSELY WITH CITY LEADERS IN NUMEROUS OTHER CITIES
 IN THE U.S. (INCLUDING GLENDALE AND BURBANK IN CALIFORNIA) AND CANADA
 TO PASS SIMILAR ORDINANCES.

* BEST FRIENDS CONTINUED ITS ONGOING WORK TO END THE INHUMANE TREATMENT
 OF DOGS IN PUPPY MILLS THROUGH CONSUMER EDUCATION, INCLUDING PEACEFUL
 PROTESTS OUTSIDE PET STORES THAT SELL COMMERCIALY BRED PETS. AS A
 RESULT OF THESE EFFORTS, MORE PET STORES ARE NOW OFFERING PETS FROM
 LOCAL SHELTERS AND RESCUE GROUPS FOR ADOPTION, INSTEAD OF SELLING PETS
 FROM BREEDING MILLS. IN ADDITION, SOME NATIONAL MALL PROPERTY OWNERS
 HAVE CHANGED THEIR POLICIES TO EXCLUDE THE SALE OF COMMERCIALY BRED
 ANIMALS IN THEIR PROPERTIES.

* IN MAY 2012, BEST FRIENDS-UTAH OPENED A PET ADOPTION CENTER IN SALT

232212
 01-04-13

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LAKE CITY'S POPULAR TROLLEY SQUARE, GIVING CONSUMERS AN ALTERNATIVE TO
PET STORES SELLING PUPPIES FROM MILLS, AND FINDING HOMES FOR 328 DOGS
AND CATS FROM LOCAL SHELTERS DURING THE YEAR. BEST FRIENDS PLANS TO
OPEN A LARGER ADOPTION CENTER IN THE SUGAR HOUSE NEIGHBORHOOD OF SALT
LAKE CITY IN 2013.

* DURING 2012, BEST FRIENDS' PUP MY RIDE PROGRAM RESCUED 2,817 AT-RISK
PETS IN LOS ANGELES-MANY OF THEM PUREBRED DOGS WHO MAY HAVE BEEN BORN
IN PUPPY MILLS-AND DELIVERED THEM TO WAITING RESCUE GROUPS AND SHELTERS
IN OTHER PARTS OF THE COUNTRY, WHERE SMALL DOGS ARE IN HIGH DEMAND.

CAT INITIATIVES

* IN 2012, BEST FRIENDS EXPANDED ITS INNOVATIVE MODEL PROGRAMS AND
PUBLIC/PRIVATE PARTNERSHIPS TO SAVE THE LIVES OF CATS. WITH ADDITIONAL
FUNDING FROM PETSMAST CHARITIES, BEST FRIENDS LAUNCHED NEW
COMPREHENSIVE COMMUNITY CAT PROGRAMS IN ALBUQUERQUE, NEW MEXICO, AND
SAN ANTONIO, TEXAS. IN ADDITION, BEST FRIENDS GAVE A \$450,000 STARTUP
GRANT TO SAN ANTONIO PETS ALIVE TO SUPPORT THEIR WORK FINDING HOMES FOR
AT-RISK CATS AND DOGS AT THE CITY SHELTER. AS A RESULT OF THESE
COMBINED EFFORTS, THE NUMBER OF CATS WHO LOST THEIR LIVES IN BOTH
CITIES' SHELTERS HAS BEEN REDUCED BY MORE THAN HALF. BEST FRIENDS'
COMBINED COMMITMENT IN SAN ANTONIO HAS BEEN INSTRUMENTAL IN HELPING THE
CITY TO NEARLY DOUBLE THEIR SHELTER LIVE RELEASE RATE, FROM 32% IN
FISCAL 2011 TO 61% IN FISCAL 2012.

* BEST FRIENDS ALSO CONTINUES TO SUPPORT AND FUND HUMANE, EFFECTIVE
TRAP/NEUTER/RETURN (TNR) PROGRAMS SUCH AS FERAL FREEDOM IN

JACKSONVILLE, FLORIDA; THE DEKALB COUNTY COMMUNITY CAT PROGRAM IN

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GEORGIA; FREE FIX L.A. AND CATNIPPERS IN LOS ANGELES; THE FOUR DIRECTIONS COMMUNITY CAT PROGRAM IN SOUTHERN UTAH AND NORTHERN ARIZONA; AND STRONG TNR PROGRAMS IN SALT LAKE COUNTY AND OTHER PARTS OF UTAH. TOGETHER, THESE PROGRAMS HELPED SAVE THE LIVES OF TENS OF THOUSANDS OF CATS.

PROGRAM CITIES, EMERGENCY RESPONSE, NETWORK PARTNERS AND OTHER NATIONAL OUTREACH

* WITH MORE THAN 110 NO MORE HOMELESS PETS NETWORK PARTNERS AND HUNDREDS OF VOLUNTEERS IN THE NEW YORK CITY AND TRI-STATE AREA, BEST FRIENDS' NEW YORK PROGRAMS ARE MAKING PROGRESS FOR THE ANIMALS ON THE EAST COAST. IN THE AFTERMATH OF SUPERSTORM SANDY, OUR NETWORK MADE IT POSSIBLE TO GET HELP QUICKLY TO THE ANIMALS AND ORGANIZATIONS THAT NEEDED IT MOST.

* BEST FRIENDS-UTAH SUPPORTED OR PERFORMED 30,596 SPAY/NEUTER SURGERIES AND DIRECTLY SUPPORTED 3,293 CAT AND DOG ADOPTIONS IN 2012. WORKING IN PARTNERSHIP WITH ANIMAL SHELTERS AND RESCUE GROUPS SINCE 2000, BEST FRIENDS AND ITS COALITION PARTNERS HAVE SAVED HUNDREDS OF THOUSANDS OF PETS, AND REDUCED THE NUMBER OF ANIMALS KILLED IN UTAH'S SHELTERS BY MORE THAN HALF. AS A RESULT OF THESE COLLABORATIVE EFFORTS, 8,769 FEWER ANIMALS WERE KILLED IN THE STATE'S SHELTERS IN 2012 THAN IN 2011.

* THE BEST FRIENDS ANIMAL SOCIETY PET ADOPTION AND SPAY/NEUTER CENTER IN MISSION HILLS, CALIFORNIA, OPENED IN FEBRUARY 2012 AS A UNIQUE PUBLIC/PRIVATE PARTNERSHIP WITH THE CITY OF LOS ANGELES. BEST FRIENDS' PROPOSAL TO OPERATE THE FACILITY WAS APPROVED BY THE LOS ANGELES CITY COUNCIL IN 2011 AND CONTRACTS WERE SIGNED IN JANUARY 2012.

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BEST FRIENDS ALSO LAUNCHED NO-KILL LOS ANGELES (NKLA), AN INITIATIVE THAT BRINGS TOGETHER THE ENTIRE LOS ANGELES COMMUNITY, AS WELL AS A STRONG COALITION OF ANIMAL ORGANIZATIONS, INCLUDING LOS ANGELES ANIMAL SERVICES (LAAS), IN A COMMITMENT TO END THE KILLING OF HEALTHY AND TREATABLE ANIMALS IN THE CITY'S SHELTERS. BEST FRIENDS INVESTED CLOSE TO \$4 MILLION IN THESE COMBINED EFFORTS TO LEAD LOS ANGELES TOWARD THE GOAL OF NO-KILL. BEST FRIENDS SUPPORTED OR PERFORMED DIRECTLY MORE THAN 10,500 SPAY/NEUTER SURGERIES IN LOS ANGELES AND PROVIDED OVER \$243,000 IN ADOPTION SUBSIDIES FOR INCREASED ADOPTIONS BY NKLA COALITION MEMBERS. NLKA COALITION MEMBERS (INCLUDING BEST FRIENDS AND LAAS) FOUND HOMES FOR 23,421 CITY SHELTER PETS. AS A RESULT OF THESE COLLABORATIVE EFFORTS, SHELTER KILLING WAS REDUCED BY 4,229 ANIMALS IN 2012 COMPARED TO 2011.

* BEST FRIENDS' NO MORE HOMELESS PETS NETWORK-NONPROFIT RESCUE GROUPS AND SHELTERS WORKING WITH BEST FRIENDS TO BRING ABOUT A TIME OF NO MORE HOMELESS PETS-CONTINUED TO EXPAND, TOTALING NEARLY 1,000 NETWORK PARTNERS AROUND THE COUNTRY BY THE END OF 2012.

* BEST FRIENDS TEAMED UP WITH PETSMART CHARITIES TO AWARD \$430,000 IN LIFESAVING GRANTS TO 63 NETWORK PARTNERS. THESE GRANTS ARE EXPECTED TO HELP PARTNERS ACHIEVE MORE THAN 12,000 ADOPTIONS AND SPAY/NEUTER SURGERIES IN 2013.

* MORE THAN 11,000 PEOPLE PARTICIPATED IN STRUT YOUR MUTT EVENTS IN NINE CITIES AND IN A VIRTUAL STRUT ACROSS AMERICA, RAISING NEARLY \$1.3 MILLION FOR HOMELESS PETS, INCLUDING \$875,000 TO SUPPORT THE RESCUE,

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ADOPTION AND SPAY/NEUTER PROGRAMS OF 180 BEST FRIENDS NO MORE HOMELESS

PETS NETWORK PARTNERS.

* IN MAY, BEST FRIENDS LAUNCHED THE FIX AT FOUR CAMPAIGN, AIMED AT

MOTIVATING PEOPLE TO SPAY OR NEUTER THEIR PETS EARLY TO PREVENT

UNWANTED LITTERS. THE CAMPAIGN'S CREATIVE PUBLIC SERVICE ANNOUNCEMENTS

GARNERED MORE THAN \$5.5 MILLION IN DONATED BROADCAST AIRTIME, AS WELL

AS FREE SPACE IN NATIONAL PUBLICATIONS, AIRPORTS, BILLBOARDS AND BUS

SHELTERS, SPREADING OUR LIFESAVING MESSAGE NATIONWIDE.

* BEST FRIENDS HELD SUPER ADOPTION EVENTS IN JACKSONVILLE, FLORIDA;

NEW YORK; LOS ANGELES; SALT LAKE CITY; AND ST. GEORGE, UTAH. THESE

EVENTS GAVE ALMOST 2,100 PETS A SECOND CHANCE FOR A HAPPY LIFE. MORE

THAN 3,000 ADDITIONAL DOGS AND CATS FOUND HOMES THROUGH INNOVATIVE

ADOPTION EVENTS, SUCH AS BACK IN BLACK, 9 LIVES FOR \$9 AND OTHER

SPECIAL ADOPTION PROMOTIONS FOR NETWORK PARTNERS.

* BEST FRIENDS ORGANIZES AN ANNUAL CONFERENCE FOCUSED ON BRINGING ABOUT

A TIME WHEN THERE ARE NO MORE HOMELESS PETS. MORE THAN 1,400 PEOPLE

PARTICIPATED IN THE 2012 NO MORE HOMELESS PETS NATIONAL CONFERENCE IN

LAS VEGAS, RETURNING TO THEIR COMMUNITIES WITH NEW IDEAS, CONNECTIONS

AND INSPIRATION TO HELP THEM SAVE EVEN MORE ANIMALS.

* BEST FRIENDS WAS HONORED TO BE NAMED ANIMAL WELFARE NON-PROFIT BRAND

OF THE YEAR BASED ON THE 2012 HARRIS POLL EQUITREND STUDY.

FORM 990, PART VI, SECTION A, LINE 2: ANNE MEJIA, SECRETARY AND CYRUS

MEJIA, BOARD MEMBER, ARE HUSBAND AND WIFE.

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FORM 990, PART VI, SECTION A, LINE 4: THE CHIEF STRATEGY OFFICE WAS
RENAMED CHIEF PROGRAM OFFICER.

COMPENSATION OF OFFICERS: CHANGED "THE OTHER OFFICERS OF THE CORPORATION
SHALL BE PAID SUCH COMPENSATION FOR THEIR SERVICES AS SHALL BE SET BY THE
CHIEF EXECUTIVE OFFICER AND 'REVIEWED' BY THE BOARD OF DIRECTORS."

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

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

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STAFF IN THE DEALING WITH THE CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15: THE BOARD REVIEWED AND APPROVED THE
 COMPENSATION OF THE CEO AFTER
 CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS
 OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS.

THE CHIEF EXECUTIVE OFFICER DETERMINES THE COMPENSATION OF THE CFO, CPO AND
 THE CDO AFTER CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING
 COMPENSATION AMOUNTS OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS.
 THE CEO REVIEWS THOSE SALARIES WITH THE BOARD.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
 AL, AK, AR, CA, CT, DC, GA, HI, IL, KS, KY, MD, MA, MI, MN, MS, NH, NJ, NM, NY, OK, OR, PA, RI, SC
 TN, VA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: COPIES OF THE FORM 990, FORM 990-T,
 AND AUDITED FINANCIAL STATEMENTS ARE
 AVAILABLE FOR PUBLIC VIEWING ON THE BEST FRIENDS' WEBSITE. GOVERNING
 DOCUMENTS AND THE CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST,
 SUBJECT TO APPROVAL OF SENIOR MANAGEMENT.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
 AGENCY FUNDS DESIGNATED FOR OTHER ORGANIZATIONS -789,255.

FORM 990, PART XII, LINE 2C
 CHANGE IN OUTSIDE AUDITOR

IN 2012, THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS WENT THROUGH THE

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PROCESS OF ISSUING A REQUEST FOR PROPOSAL FOR A NEW EXTERNAL AUDIT FIRM. THROUGH THIS PROCESS, THE AUDIT COMMITTEE SELECTED TANNER LLC OF SALT LAKE CITY, UTAH AS THE NEW AUDIT FIRM FOR BEST FRIENDS ANIMAL SOCIETY.