

Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047
2009
 Open to Public Inspection

A For the 2009 calendar year, or tax year beginning _____ and ending _____

B Check if applicable:
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

C Name of organization: **BEST FRIENDS ANIMAL SOCIETY**
 Doing Business As _____
 Number and street (or P O box if mail is not delivered to street address): **5001 ANGEL CANYON ROAD**
 Room/suite _____
 City or town, state or country, and ZIP + 4: **KANAB UT 84741**

D Employer identification number: **23-7147797**

E Telephone number: **435-644-2001**

F Name and address of principal officer:
JOHN FRIPP
5001 ANGEL CANYON ROAD
KANAB UT 84741

G Gross receipts: **51,232,782**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status: 501(c) (**3**) ◀ (insert no.) 4947(a)(1) or 527

J Website: **WWW.BESTFRIENDS.ORG**

K Type of organization: Corporation Trust Association Other

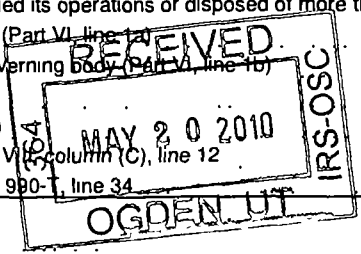
L Year of formation: **1984**

M State of legal domicile: **UT**

H(c) Group exemption number ▶ _____

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. TO BRING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS. WE DO THIS BY DEMONSTRATING AND PROMOTING EXEMPLARY ANIMAL CARE AND BUILDING COMMUNITY PROGRAMS AND PARTNERSHIPS.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of employees (Part V, line 2a)	5	524
	6 Total number of volunteers (estimate if necessary)	6	8415
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	472,939
b Net unrelated business taxable income from Form 990-T, line 34	7b	53,474	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	37,188,499	43,493,127
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	315,955	296,416
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	243,624	-1,173,496
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,298,620	1,179,005
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	39,046,698	43,795,052
	14 Benefits paid to or for members (Part IX, column (A), line 4)	930,862	825,376
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	21,140,158	20,539,598
	16a Professional fundraising fees (Part IX, column (A), line 11e)	43,810	24,547
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 5,652,739		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	14,453,223	14,198,190	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	36,568,053	35,587,711	
19 Revenue less expenses. Subtract line 18 from line 12	2,478,645	8,207,341	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	30,592,663	41,816,397
	22 Net assets or fund balances. Subtract line 21 from line 20	3,207,378	3,874,278
		27,385,285	37,942,119



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: *John Fripp*
 Date: **5-14-10**
 Type or print name and title: **JOHN FRIPP CHAIRMAN/CFO**

Paid Preparer's Use Only
 Preparer's signature: **KENNETH A. HINTON, CPA**
 Date: **05/12/10**
 Check if self-employed:
 Preparer's identifying number (see instructions): **P00030112**
 Firm's name (or yours if self-employed), address, and ZIP + 4: **HINTON, BURDICK, HALL & SPILKER, PLLC 63 SOUTH 300 EAST, STE. 100 ST. GEORGE, UT 84770-2948**
 EIN ▶ **87-0492866**
 Phone no ▶ **435-628-3663**

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

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

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

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

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

4a (Code:) (Expenses \$ 15,507,393 including grants of \$) (Revenue \$) ANIMAL CARE ACTIVITIES (SANCTUARY) - SEE EXHIBIT A FOR DETAILS ON EXEMPT PURPOSE ACHIEVEMENTS

4b (Code:) (Expenses \$ 11,587,498 including grants of \$ 825,376) (Revenue \$) CAMPAIGNS AND OTHER NATIONAL OUTREACH - SEE EXHIBIT A FOR DETAILS ON EXEMPT PURPOSE ACHIEVEMENTS

4c (Code:) (Expenses \$ 332,655 including grants of \$) (Revenue \$) RAPID RESPONSE - SEE EXHIBIT A FOR DETAILS ON EXEMPT PURPOSE ACHIEVEMENTS

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

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

4e Total program service expenses 27,427,546

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	X	
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. • Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. • Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. • Did the organization report an amount for other assets related in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX • Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X • 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? If "Yes," complete Schedule D, Part X. 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part 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? If "Yes," complete Schedule F, Part II	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J		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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV	X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 74		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 524		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
b	If "Yes," enter the name of the foreign country: CAYMAN ISLANDS See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9a		
	9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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.

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► **AK, AL, AR, AZ, CA, CO, CT, DC, DE, FL, GA, HI, IA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **JOHN FRIPP** **5001 ANGEL CANYON RD**
KANAB **UT 84741**

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

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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DR. MICHAEL DIX STAFF BOARD MEMBER	40.00	X					84,516	0	9,499	
GREGORY CASTLE VICE PRESIDENT/CEO	40.00	X		X			75,757	0	11,350	
ALFRED F. BATTISTA DIRECTOR	40.00	X					75,757	0	10,350	
CELESTE FRIPP SECRETARY	40.00	X		X			74,957	0	11,350	
JOHN FRIPP PRESIDENT/CFO	40.00	X		X			74,707	0	11,350	
TAMARA BERRY STAFF BOARD MEMBER	40.00	X					65,476	0	15,485	
ANNE MEJIA STAFF BOARD MEMBER	40.00	X					62,331	0	11,350	
ROSS HARTILL STAFF BOARD MEMBER	40.00	X					52,672	0	7,592	
LIZ FINCH STAFF BOARD MEMBER	40.00	X					52,656	0	4,950	
JAMES RODGERS TREASURER	1.00	X		X			0	0	0	
BRIAN WOLF BOARD MEMBER	1.00	X					0	0	0	
LOUISE PHANSTIEL BOARD MEMBER	1.00	X					0	0	0	
MOLLY KOCH BOARD MEMBER	1.00	X					0	0	0	
KELLY MORTON BOARD MEMBER	1.00	X					0	0	0	
CYNTHIA BATHURST NATIONAL DIRECTOR	40.00					X	106,793	0	11,108	

Part VIII. Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns					
	1b	Membership dues					
	1c	Fundraising events	109,665				
	1d	Related organizations					
	1e	Government grants (contributions)					
	1f	All other contributions, gifts, grants, and similar amounts not included above	43,383,462				
	g	Noncash contributions included in lines 1a-1f	\$ 2,824,819				
	h	Total. Add lines 1a-1f	43,493,127				
Program Service Revenue	2a	PROGRAM EVENTS	900099 296,416	296,416			
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f	296,416				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	466,670			466,670	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross Rents	(i) Real	512,505			
			(ii) Personal				
	b	Less: rental exps.	189,092				
	c	Rental inc or (loss)	323,413				
	d	Net rental income or (loss)	323,413	207,275		116,138	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	4,029,952			
			(ii) Other	2,500			
	b	Less: cost or other basis & sales exps	5,665,423	7,195			
	c	Gain or (loss)	-1,635,471	-4,695			
	d	Net gain or (loss)	-1,640,166			-1,640,166	
	8a	Gross income from fundraising events (not including \$ 109,665 of contributions reported on line 1c). See Part IV, line 18	a 119,620				
	b	Less: direct expenses	b 66,714				
c	Net income or (loss) from fundraising events	52,906	52,906				
9a	Gross income from gaming activities See Part IV, line 19	a					
b	Less: direct expenses	b					
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances	a 1,827,991					
b	Less: cost of goods sold	b 1,509,306					
c	Net income or (loss) from sales of inventory	318,685	226,210	92,475			
Miscellaneous Revenue			Busn. Code				
11a	BEST FRIENDS MAGAZINE	541800	380,464		380,464		
b	CAFETERIA/VENDING INCOME	722210	103,537		103,537		
c							
d	All other revenue						
e	Total. Add lines 11a-11d	484,001					
12	Total Revenue. See instructions	43,795,052	782,807	472,939	-953,821		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	764,797	764,797		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	38,079	38,079		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	22,500	22,500		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	712,105	397,532	106,221	208,352
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	16,081,044	13,969,742	1,253,105	858,197
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	416,341	353,115	37,217	26,009
9 Other employee benefits	1,640,307	1,414,643	157,997	67,667
10 Payroll taxes	1,689,801	1,475,199	125,869	88,733
11 Fees for services (non-employees):				
a Management				
b Legal	247,979	154,360	21,140	72,479
c Accounting	54,727	9,279	45,448	
d Lobbying				
e Professional fundraising services See Part IV, line 7	24,547			24,547
f Investment management fees	46,330		45,694	636
g Other	904,629	690,228	120,033	94,368
12 Advertising and promotion	730,865	162,866	9,254	558,745
13 Office expenses				
14 Information technology	383,857	338,026	17,475	28,356
15 Royalties				
16 Occupancy	455,446	455,050		396
17 Travel	506,970	375,800	6,121	125,049
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	22,367	12,214	10,150	3
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,066,266	1,023,876	38,164	4,226
23 Insurance	63,730	62,963		767
24 Other expenses. Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a PRINTING & PUBLICATIONS	2,235,146	600,592	23,159	1,611,395
b SUPPLIES	1,654,365	1,332,563	17,868	303,934
c POSTAGE & SHIPPING	1,593,843	397,510	11,785	1,184,548
d ANIMAL VET/MEDICAL SUPPLI	626,424	623,545		2,879
e FACILITIES MAINTENANCE	429,037	428,331		706
f All other expenses	3,176,209	2,324,736	460,726	390,747
25 Total functional expenses. Add lines 1 through 24	35,587,711	27,427,546	2,507,426	5,652,739
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	182,514	91,257		91,257

Part X Balance Sheet

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest bearing	1,282,152	1	1,277,411
	2 Savings and temporary cash investments	3,645,554	2	10,113,418
	3 Pledges and grants receivable, net		3	1,152,609
	4 Accounts receivable, net	25,734	4	60,174
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	400,262	8	413,559
	9 Prepaid expenses and deferred charges	90,028	9	385,508
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 22,834,891		
	b Less: accumulated depreciation	10b 8,020,175	13,728,594	10c 14,814,716
	11 Investments—publicly traded securities	4,711,103	11	6,704,075
	12 Investments—other securities. See Part IV, line 11	6,661,242	12	6,574,131
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	47,994	15	320,796
16 Total assets. Add lines 1 through 15 (must equal line 34)	30,592,663	16	41,816,397	
Liabilities	17 Accounts payable and accrued expenses	1,211,723	17	1,424,968
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	287,984
	25 Other liabilities Complete Part X of Schedule D	1,995,655	25	2,161,326
	26 Total liabilities. Add lines 17 through 25	3,207,378	26	3,874,278
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	24,794,378	27	32,910,034
	28 Temporarily restricted net assets	2,523,521	28	4,265,867
	29 Permanently restricted net assets	67,386	29	766,218
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	27,385,285	33	37,942,119
	34 Total liabilities and net assets/fund balances	30,592,663	34	41,816,397

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990. Cash Accrual 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?

b Were the organization's financial statements audited by an independent accountant?

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

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

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.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

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—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

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

Schedule A (Form 990 or 990-EZ) 2009

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	31,861,868	27,017,887	34,248,460	37,188,499	43,493,127	173,809,841
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	31,861,868	27,017,887	34,248,460	37,188,499	43,493,127	173,809,841
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						173,809,841

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	31,861,868	27,017,887	34,248,460	37,188,499	43,493,127	173,809,841
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	569,316	717,036	683,197	769,756	582,808	3,322,113
9 Net income from unrelated business activities, whether or not the business is regularly carried on	28,317	32,497			53,474	114,288
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)					103,537	103,537
11 Total support. Add lines 7 through 10						177,349,779
12 Gross receipts from related activities, etc (see instructions)					12	5,580,156
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 2009 (line 6, column (f) divided by line 11, column (f))	14	98.00%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	97.86%
16a 33 1/3 % support test—2009. 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—2008. 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—2009. 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—2008. 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests—2009.** 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—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Complete if the organization is described below.

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

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, 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), then

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

Name of organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. 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-

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

A Check if the filing organization belongs to an affiliated group.

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

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)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		

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)		
h Subtract line 1g from line 1a. If zero or less, enter -0-		
i Subtract line 1f from line 1c. If zero or less, enter -0-		
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?	X		1,580
d Mailings to members, legislators, or the public?	X		100
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		47,776
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		X	
i Other activities? If "Yes," describe in Part IV	X		127,090
j Total. Add lines 1c through 1i			176,546
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE C, PART II-B, LINE 1I ..
 IN LIEU OF "MAILINGS", TYPICALLY, THE ORGANIZATION USES ITS WEBSITE AND EMAILING OF MEMBERS TO ENCOURAGE PUBLIC ACTION ACROSS A BROAD SPECTRUM OF ANIMAL ISSUES BY PROVIDING CONTACT INFORMATION FOR VARIOUS STATE OR LOCAL OFFICIALS AS INCIDENTS, ISSUES OR PROPOSED LEGISLATION ARE BROUGHT TO THE ATTENTION OF THE ORGANIZATION. GENERALLY THESE "NOTIFICATIONS" ARE LINKED

**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, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

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

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--|-----------|
| 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 XIV.

Part V Endowment Funds. Complete if 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	67,386	61,786			
b Contributions	716,218	5,600			
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	17,386				
f Administrative expenses					
g End of year balance	766,218	67,386			

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment _____ %
 - b** Permanent endowment 100.00 %
 - c** Term endowment _____ %
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|------------------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
| 3b | | |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4** Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,578,117		4,578,117
b Buildings		12,286,274	5,340,714	6,945,560
c Leasehold improvements				
d Equipment		4,569,806	2,679,461	1,890,345
e Other		1,400,694		1,400,694
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				14,814,716

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	43,795,052
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	35,587,711
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	8,207,341
4	Net unrealized gains (losses) on investments	4	2,349,493
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	2,349,493
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	10,556,834

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

1	Total revenue, gains, and other support per audited financial statements	1	47,914,352
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,349,493
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	1,769,807
e	Add lines 2a through 2d	2e	4,119,300
3	Subtract line 2e from line 1	3	43,795,052
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	43,795,052

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

1	Total expenses and losses per audited financial statements	1	37,357,518
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,769,807
e	Add lines 2a through 2d	2e	1,769,807
3	Subtract line 2e from line 1	3	35,587,711
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	35,587,711

Part XIV Supplemental Information

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

PART V, LINE 4 - INTENDED USES FOR ENDOWMENT FUNDS
THE ORGANIZATION INTENDS TO USE THE INCOME GENERATED FROM THE PERMANENT
ENDOWMENT ON ITS VARIOUS PROGRAMS.

PART XI, LINE 8 - RECONCILIATION OF CHANGES - OTHER
STORE EXPENSES \$ 1,053,540
NET LOSS ON DISPOSITION OF CAPITAL ASSETS \$ 4,695

Part XIV Supplemental Information (continued)

SPÉCIAL EVENTS EXPENSE	\$	66,714
GIFT SHOP EXPENSES	\$	455,766
RENTAL EXPENSES	\$	189,092
STORE EXPENSES	\$	-1,053,540
NET LOSS ON DISPOSITION OF CAPITAL ASSETS	\$	-4,695
SPECIAL EVENTS EXPENSE	\$	-66,714
GIFT SHOP EXPENSES	\$	-455,766
RENTAL EXPENSES	\$	-189,092

PART XII, LINE 2D - REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER

STORE EXPENSES	\$	1,053,540
NET LOSS ON DISPOSITION OF CAPITAL ASSETS	\$	4,695
SPECIAL EVENTS EXPENSE	\$	66,714
GIFT SHOP EXPENSES	\$	455,766
RENTAL EXPENSES	\$	189,092

PART XIII, LINE 2D - EXPENSE AMOUNTS INCLUDED IN FINANCIALS - OTHER

STORE EXPENSES	\$	1,053,540
NET LOSS ON DISPOSITION OF CAPITAL ASSETS	\$	4,695
SPECIAL EVENTS EXPENSE	\$	66,714
GIFT SHOP EXPENSES	\$	455,766
RENTAL EXPENSES	\$	189,092

Part IV Supplemental Information

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

PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

ALL GRANT RECIPIENTS ARE INVESTIGATED 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 REQUESTED ON HOW THE FUNDS WILL BE AND/OR WERE USED.

.....

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>LA LINT ROLLER</u> (event type)	_____ (event type)	<u>NONE</u> (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	229,285		229,285
	2	Less Charitable contributions	109,665		109,665
	3	Gross revenue (line 1 minus line 2)	119,620		119,620
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	66,714		66,714
	10	Direct expense summary Add lines 4 through 9 in column (d)			
11	Net income summary Combine line 3, column (d), and line 10				52,906

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

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

		Yes	No
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?	9a	
b	If "No," Explain.		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain:		
11	Does the organization operate gaming activities with nonmembers?	11	
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?	12	

13 Indicate the percentage of gaming activity operated in:

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

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a

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?

17a

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

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
	DAWG							
	201 N. WESTSHORE DR, #1750 CHICAGO IL 60601	36-4366285	3	107,554				SUPPORT
	FIRST COAST NMHP 6817 NORWOOD AVE. JACKSONVILLE FL 32208	01-0709158	3	190,500				FERAL CAT PROJECT
	FIX NATION 7680 CLYBOURN AVE SUN VALLEY CA 91352	83-0452460	3	150,000				SUPPORT
	GREAT LAKES RABBIT SANCTUARY PO BOX 7 WHITTAKER MI 48190	38-3241481	3	45,000				SUPPORT
	TUSK & BRISTLE SANCTUARY 432 DUTCHERVILLE RD CONSTANTIA NY 13044	00-0000000		6,750				SUPPORT
	THE UTAH COALITION FOR ANIMALS 8029 S. 700 E. SANDY UT 84070	87-0650022	3	150,000				SUPPORT
	ACC&D 14245 NW BELLE CT PORTLAND OR 97229	41-2185841	3	25,000				SUPPORT
	CARE PO BOX 56631 SHERMAN OAKS CA 91403	95-4347009	3	10,000				SUPPORT
	MCKEE PROJECT 301 W. SPRING VALLEY PL TUCSON AZ 85737	86-0954168	3	20,000				SUPPORT

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

3 Enter total number of other organizations

▶ 8
▶ 1

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

Schedule I (Form 990) 2009

DA4

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
VETERINARY HOSPITAL EXP	55	33,929			
SCHOLARSHIP	7	4,150			

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

PART I, LINE 2. - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

ALL GRANT RECIPIENTS ARE INVESTIGATED 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 REQUESTED ON HOW THE FUNDS WILL BE AND/OR

WERE USED.

PART IV - ADDITIONAL INFORMATION

FOR EINS THAT ARE UNKNOWN OR NOT APPLICABLE, 00-0000000 IS USED TO COMPLETE THE SCHEDULE.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2009

Open To Public Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number
23-7147797

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	51	271,314	STOCK PRICE WHEN DONATED
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests	X	1	1,000,000	ESTIMATED FMV
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory	X	33	635,506	COMPARABLE SELLING PRICE
20 Drugs and medical supplies	X	11	211,218	COMPARABLE SELLING PRICE
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (VARIOUS GOODS)	X	2726	706,781	COMPARABLE SELLING PRICE
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 0

- 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 revenues 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

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

FORM 990, PART III, LINE 4D - ALL OTHER ACHIEVEMENTS

N/A

FORM 990, PART V, LINE 4B - FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES

CAYMAN ISLANDS

FORM 990, PART VI, LINE 2 - RELATED PARTY INFORMATION AMONG OFFICERS

JOHN FRIPP CELESTE FRIPP

PRES/CFO SECRETARY

HUSBAND & WIFE

FORM 990, PART VI, LINE 4 - SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS

2009 WAS A YEAR OF TRANSITION FOR THE BOARD, MOVING FROM A BOARD CONSISTING OF FOUNDERS/EMPLOYEES OF BEST FRIENDS TO INCLUDE OUTSIDE, NON-EMPLOYEE MEMBERS. DURING THE TRANSITION YEAR, FIVE EMPLOYEES WHO HAD NOT PREVIOUSLY BEEN SERVING ON THE BOARD WERE MEMBERS FOR 2009 ONLY.

FORM 990, PART VI, LINE 11A - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE FORM IS REVIEWED BY CERTAIN ACCOUNTING AND MANAGEMENT PERSONNEL AND THE PRESIDENT OF THE BOARD, WHO GIVES RECOMMENDATION TO THE ENTIRE BOARD.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

ALL INVOLVED MUST SIGN THE CONFLICT OF INTEREST POLICY; FURTHERMORE, THE POLICY IS ADDRESSED AT EACH BOARD MEETING. SPECIFICALLY, ALL NEW CONTRACTS ARE REVIEWED FOR POTENTIAL CONFLICTS OF INTEREST.

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL AN OUTSIDE SALARY SURVEY IS CONDUCTED. BASED ON OUTSIDE DATA, "LOW" SALARIES HAVE BEEN UPDATED OVER A PERIOD OF THREE YEARS. COMPENSATION IS APPROVED BY THE BOARD.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS AN OUTSIDE SALARY SURVEY IS CONDUCTED. BASED ON OUTSIDE DATA, "LOW" SALARIES HAVE BEEN UPDATED OVER A PERIOD OF THREE YEARS. COMPENSATION IS APPROVED BY THE BOARD.

FORM 990, PART VI, LINE 17 - OTHER STATES WHERE COPY OF RETURN IS FILED IDAHO, ILLINOIS, INDIANA, KANSAS, KENTUCKY, LOUISIANA, MASSACHUSETTS, MARYLAND, MAINE, MICHIGAN, MINNESOTA, MISSOURI, MISSISSIPPI, MONTANA, NORTH CAROLINA, NORTH DAKOTA, NEBRASKA, NEW HAMPSHIRE, NEW JERSEY, NEW MEXICO, NEVADA, NEW YORK, OHIO, OKLAHOMA, OREGON, PENNSYLVANIA, RHODE ISLAND, SOUTH CAROLINA, SOUTH DAKOTA, TENNESSEE, TEXAS, UTAH, VIRGINIA, VERMONT, WASHINGTON, WISCONSIN, WEST VIRGINIA, WYOMING

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION ALL APPLICABLE FORMS ARE AVAILABLE UPON REQUEST. THE FORMS 990 AND 990-T ARE POSTED ON THE ORGANIZATION'S WEBSITE, SENT TO THE AMERICAN INSTITUTE OF PHILANTHROPY AND FOLLOWED TO BE SURE CHARITY NAVIGATOR RECEIVES A COPY FROM THE IRS. ALSO, THE FORMS 990 AND 990-T ARE SENT TO ALL 50 STATES.

SCHEDULE R - ADDITIONAL INFORMATION

BEST FRIENDS STORE, LLC, OWNED 100% BY THE ORGANIZATION, WAS DISSOLVED NEAR

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

THE END OF 2009; CONSEQUENTLY, AS OF DECEMBER 31, 2009, THE DISREGARDED ENTITY NO LONGER EXISTS. ALL ACTIVITIES THAT WERE ASSOCIATED WITH THE LLC HAVE BEEN INCLUDED AS PART OF THE ORGANIZATION'S ACTIVITIES.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number
23-7147797

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
BEST FRIENDS STORE, LLC 5001 ANGEL CANYON ROAD KANAB UT 84741 20-1986810	SALES	UT	41,499		N/A
.....					
.....					
.....					
.....					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
THE UTAH COALITION FOR ANIMALS 324 SOUTH 400 WEST SALT LAKE CITY UT 84101 87-0650022	ANIMALS	UT	501C3	7	N/A
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.....					
.....					
.....					

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate alloc?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?
							Yes	No		
.....										
.....										
.....										
.....										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
.....							
.....							
.....							

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

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1)	THE UTAH COALITION FOR ANIMALS	B	150,000
(2)			
(3)			
(4)			
(5)			
(6)			

Best Friends Animal Society
2009 Form 990, Part III – Exhibit A
Statement of Program Service Accomplishments
EIN: 23-7147797

ANIMAL CARE ACTIVITIES (Expenses \$15,507,393)

Even people who have just heard of Best Friends Animal Society remember us for one thing: outstanding care for abused and abandoned animals. We also work hard to find the perfect match between our animals and families who want to adopt them. Our primary goal is finding a *forever* home.

Highlights from 2009 include:

- 1,029 special needs animals admitted to the sanctuary
- 724 animals found homes – including 5 dogs rescued from Michael Vick's illegal dog fighting operation
- Best Friends commits to lifelong care for any animal at the sanctuary that does not succeed in finding a forever home. When one of these animals crosses over the Rainbow Bridge we bury it with all care and ceremony in our Angel's Rest cemetery.
- Nearly 200 injured wild animals were cared for in our Wild Friends Department and 130 were released back to their natural habitats after full recovery
- 3 major new facilities were built to provide a wider variety of enrichment for the resident animals: a new dog park, a cover-all for special orthopedic patients in Horse Haven, and a new outdoor flight aviary for the Amazon parrots and Macaws
- The Community Training Partners program is networking dog trainers around the country based on our positive relationship-based training techniques to help individuals with problem dogs.
- Search and Service is a new program identifying shelter dogs with the right personality traits and energy levels to be successful search and rescue dogs. 4 dogs graduated from the program during its first year and were adopted by professional search and rescue handlers.

The Best Friends Clinic also had another busy year:

Spay/Neuter Procedures	2,287 (includes 934 public services)
Dentals	413 (7 public services)
Misc. Surgeries	512 (104 public services)
After-hours Emergencies	354 (45 public services)

CAMPAIGNS AND OTHER NATIONAL OUTREACH (Expenses \$11,587,498)

While the sanctuary demonstrates our commitment to animals, our outreach programs, magazine and extensive web network demonstrate our commitment to the people who are helping us bring about a time of No More Homeless Pets all around the nation. The bulk of these activities fall under one of our four national campaigns:

Puppies Aren't Products

- Cross-country Pup My Ride transports took 617 unwanted puppy mill dogs to shelters and rescue groups in the Northeast.
- Pup My Ride saved 1,904 small dogs from overcrowded Los Angeles shelters by transporting them to Utah and Oregon where shelters had waiting lists for small dog adoptions.

- Best Friends launched additional Puppies Aren't Products local programs in Las Vegas and New York City, starting peaceful educational demonstrations.
- Launched state legislative efforts to crack down on puppy mills in Georgia and West Virginia, and continued to assist Los Angeles County with legislation to eradicate puppy mills.

Focus on Felines

- Continued providing grants to several programs around the country, including FixNation in Los Angeles, Feral Freedom in Jacksonville, FL, and No More Homeless Pets Utah in Salt Lake City
- Launched Focus On Feline activities in Las Vegas, Nevada, with 2 workshops for volunteers
- Four Directions Community Cat Program provided 80,000 tons of dry cat food to communities lacking the resources to humanely care for community cats; altered 953 cats at the Best Friends Clinic; and organized altering surgeries for another 450 cats with local vets

Saving America's Dog – the Pit Bull

- A new fiscal calculator shows communities just how expensive Breed Discrimination Laws are. As a result 27,000 dogs in communities considering BDL were able to stay with their families.
- Best Friends experts helped get three major pieces of legislation passed in Illinois: preventing convicted dog fighters from owning unsterilized dogs, requiring sterilizing of all animals adopted from shelters, and mandating cross-reporting of animal and child abuse cases.
- Hosted the first Pit Bull Summit for major animal welfare organizations in Las Vegas, which resulted in an agreement to assess all victims of dog fighting as individuals rather than mass euthanizing.

First Home Forever Home

- Relayed 197,000 pounds of pet food to food banks in five cities

Best Friends also hosted the No More Homeless Pets Conference in Las Vegas, where 700 attendees benefited from 40 exhibitors and 49 speakers from 27 different organizations.

RAPID RESPONSE (Expenses \$332,655)

In 2009, the Best Friends Rapid Response team was involved in several relief efforts, including:

- transporting 334 rabbits from Reno, Nevada to the Best Friends Animal Sanctuary
- rounding up and transporting 200 dogs in serious danger after the owner of their puppy mill in Missouri intentionally set fire to his house in protest of being shut down
- providing temporary care for more than 400 pit bull terriers rescued from a Missouri fighting ring
- supporting evacuation efforts of around 100 animals from fires near Kanarrville, Utah
- helping a coalition partner in relief efforts in the Philippines, where our collaborative team was on site for two weeks reaching out to more than 2,000 animals after the country's massive flooding