

Form **990**

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

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2014 calendar year, or tax year beginning JAN 1, 2014 **and ending** SEP 30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BEST FRIENDS ANIMAL SOCIETY		D Employer identification number 23-7147797
	Doing business as		E Telephone number 435-644-2001
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	5001 ANGEL CANYON ROAD		G Gross receipts \$ 59,762,955.
	City or town, state or province, country, and ZIP or foreign postal code KANAB, UT 84741		
F Name and address of principal officer: GREGORY CASTLE SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶	

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

J Website: WWW.BESTFRIENDS.ORG

K Form of organization: Corporation Trust Association Other ▶ **L Year of formation:** 1984 **M State of legal domicile:** UT

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO BRING ABOUT A TIME WHEN THERE ARE NO MORE HOMELESS PETS.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	12876
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	274,300.
b Net unrelated business taxable income from Form 990-T, line 34	7b	32,591.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	60,519,372.	51,031,351.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,118,266.	2,960,159.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	794,828.	621,857.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,066,752.	1,828,114.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	65,499,218.	56,441,481.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	5,331,701.	5,110,646.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	28,834,591.	24,525,039.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 9,269,503.	361,605.	584,398.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	26,191,332.	22,188,267.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	60,719,229.	52,408,350.
19 Revenue less expenses. Subtract line 18 from line 12	4,779,989.	4,033,131.	
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)	74,270,035.	81,423,064.
	22 Net assets or fund balances. Subtract line 21 from line 20	8,795,421.	12,725,565.
		65,474,614.	68,697,499.

Part II Signature Block

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

Sign Here	Signature of officer		Date
	PAUL E. ALTHERR, CHIEF FINANCIAL OFFICER Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	MARC A. METCALF		
Firm's name ▶ TANNER LLC		Firm's EIN ▶ 20-2253063	Check if self-employed <input type="checkbox"/> PTIN P00170461
Firm's address ▶ 36 S STATE STREET, SUITE 600 SALT LAKE CITY, UT 84111		Phone no. 801-532-7444	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III []

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

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

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

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

4a (Code:) (Expenses \$ 13,620,094. including grants of \$ 110,764.) (Revenue \$ 1,393,680.) ANIMAL CARE ACTIVITIES (SANCTUARY) - SEE SCHEDULE O

4b (Code:) (Expenses \$ 25,612,877. including grants of \$ 4,999,882.) (Revenue \$ 1,730,139.) INITIATIVES, PROGRAM CITIES, EMERGENCY RESPONSE, NETWORK PARTNERS AND OTHER NATIONAL OUTREACH - SEE SCHEDULE O

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

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

4e Total program service expenses 39,232,971.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors?</i>	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O check

Main table with columns for question numbers (1a-14b), Yes, and No. Includes questions about Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, and various organizational requirements.

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

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

Section A. Governing Body and Management

Table with 5 columns: Question, 1a, 1b, Yes, No. Rows include questions about voting members, family relationships, management delegation, significant changes, asset diversion, members, and documentation.

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

Table with 5 columns: Question, Yes, No. Rows include questions about local chapters, written policies, conflict of interest, whistleblower, document retention, compensation, and joint ventures.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: PAUL E. ALTHERR, CFO - 435-644-2001

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) GREGORY CASTLE CEO	40.00	X		X						
(2) FRANCIS BATTISTA VICE-CHAIR OF BOARD	40.00	X								
(3) LYNN FLANDERS TREASURER	1.00	X								
(4) ANNE MEJIA SECRETARY	40.00	X								
(5) CYRUS MEJIA BOARD MEMBER	40.00	X								
(6) MOLLY JORDAN-KOCH BOARD MEMBER	1.00	X								
(7) KRAIG BUTRUM BOARD MEMBER	1.00	X								
(8) ABIGAIL L JONES BOARD MEMBER	1.00	X								
(9) TIMY SULLIVAN BOARD MEMBER	1.00	X								
(10) PAUL ALTHERR CPO	40.00			X						
(11) VIRGINIA KILMER CFO	40.00			X						
(12) JULIANNE CASTLE CMO	40.00			X						
(13) ANGELA L EMBREE CIO	40.00			X						

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

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

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	51,031,351.			
	g Noncash contributions included in lines 1a-1f: \$		2,791,924.			
	h Total. Add lines 1a-1f		51,031,351.			
Program Service Revenue	2 a PROGRAM EVENTS	Business Code	900099	2,346,766.	2,346,766.	
	b CLINIC REVENUE		541900	613,393.	613,393.	
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f			2,960,159.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			383,159.	383,159.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	529,576.			
		(ii) Personal				
		b Less: rental expenses		134,192.		
		c Rental income or (loss)		395,384.		
	d Net rental income or (loss)			395,384.	327,106.	68,278.
	7 a Gross amount from sales of assets other than inventory	(i) Securities	2,970,179.	115,263.		
		(ii) Other				
		b Less: cost or other basis and sales expenses		2,774,309.	72,435.	
		c Gain or (loss)		195,870.	42,828.	
	d Net gain or (loss)			238,698.	238,698.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses	b			
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a	659,063.				
	b Less: cost of goods sold	b	340,538.			
	c Net income or (loss) from sales of inventory			318,525.	208,497.	110,028.
Miscellaneous Revenue		Business Code				
11 a LEGAL SETTLEMENT GAIN		900099	800,000.	800,000.		
b MAGAZINE ADVERTISING		541800	164,272.		164,272.	
c CAFETERIA		722210	113,965.	113,965.		
d All other revenue		812900	35,968.	35,968.		
e Total. Add lines 11a-11d			1,114,205.			
12 Total revenue. See instructions.			56,441,481.	5,067,552.	274,300.	68,278.

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	4,916,954.	4,916,954.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	187,518.	187,518.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	6,174.	6,174.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
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	19,335,493.	15,416,506.	1,707,181.	2,211,806.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	3,605,539.	2,531,130.	772,315.	302,094.
10 Payroll taxes	1,584,007.	1,262,112.	142,998.	178,897.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying	145,593.	145,593.		
e Professional fundraising services. See Part IV, line 17	584,398.			584,398.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	510,257.	97,275.	307,333.	105,649.
12 Advertising and promotion	2,650,680.	2,395,656.	1,554.	253,470.
13 Office expenses				
14 Information technology	648,093.	358,501.	214,048.	75,544.
15 Royalties				
16 Occupancy	226,495.	169,420.	17,896.	39,179.
17 Travel	994,957.	613,482.	86,093.	295,382.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,313,357.	1,278,626.	13,934.	20,797.
23 Insurance	110,080.	17,068.	91,753.	1,259.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ANIMAL FOOD, MED CARE,	3,176,599.	3,176,599.		
b PRINTING, PUBLICATIONS	3,073,760.	450,670.	2,126.	2,620,964.
c POSTAGE AND SHIPPING	2,357,151.	485,709.	5,710.	1,865,732.
d OUTSIDE SERVICES	1,934,396.	1,052,940.	455,962.	425,494.
e All other expenses	5,046,849.	4,671,038.	86,973.	288,838.
25 Total functional expenses. Add lines 1 through 24e	52,408,350.	39,232,971.	3,905,876.	9,269,503.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	1,689,995.	1	1,236,160.
	2 Savings and temporary cash investments	8,853,415.	2	5,656,918.
	3 Pledges and grants receivable, net	1,186,321.	3	1,782,973.
	4 Accounts receivable, net	7,430,361.	4	12,470,793.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	631,585.	8	597,548.
	9 Prepaid expenses and deferred charges	284,258.	9	318,171.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 37,900,707.		
	b Less: accumulated depreciation	10b 13,498,656.	23,684,487.	10c 24,402,051.
	11 Investments - publicly traded securities	20,607,628.	11	24,867,968.
	12 Investments - other securities. See Part IV, line 11	8,336,723.	12	8,577,012.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,565,262.	15	1,513,470.
16 Total assets. Add lines 1 through 15 (must equal line 34)	74,270,035.	16	81,423,064.	
Liabilities	17 Accounts payable and accrued expenses	5,776,213.	17	9,782,891.
	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 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	3,019,208.	25	2,942,674.
	26 Total liabilities. Add lines 17 through 25	8,795,421.	26	12,725,565.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	51,987,095.	27	51,964,787.
	28 Temporarily restricted net assets	8,407,542.	28	11,035,159.
	29 Permanently restricted net assets	5,079,977.	29	5,697,553.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	65,474,614.	33	68,697,499.	
34 Total liabilities and net assets/fund balances	74,270,035.	34	81,423,064.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	56,441,481.
2	Total expenses (must equal Part IX, column (A), line 25)	2	52,408,350.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,033,131.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	65,474,614.
5	Net unrealized gains (losses) on investments	5	664,629.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<1,474,875.>
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	68,697,499.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

Form **990** (2014)

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	42,528,599.	46,065,283.	60,631,180.	61,835,173.	52,613,136.	263,673,371.
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	42,528,599.	46,065,283.	60,631,180.	61,835,173.	52,613,136.	263,673,371.
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)						8,502,624.
6 Public support. Subtract line 5 from line 4.						255,170,747.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	42,528,599.	46,065,283.	60,631,180.	61,835,173.	52,613,136.	263,673,371.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	719,731.	768,207.	663,841.	778,827.	451,437.	3,382,043.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...	13,683.	218,326.	152,692.	66,217.	33,591.	484,509.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	158,911.	222,816.	303,150.	315,409.	314,205.	1,314,491.
11 Total support. Add lines 7 through 10						268,854,414.
12 Gross receipts from related activities, etc. (see instructions)					12	11,702,584.
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 2014 (line 6, column (f) divided by line 11, column (f))	14	94.91 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	98.03 %
16a 33 1/3% support test - 2014. 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 - 2013. 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 - 2014. 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 VI 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 - 2013. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI.)						
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 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. 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 - 2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2) (B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

BEST FRIENDS ANIMAL SOCIETY CHANGED ITS FISCAL YEAR END TO SEPTEMBER

30TH BEGINNING IN 2014 AND FILED A SHORT YEAR RETURN FOR THAT YEAR.

Multiple horizontal lines for supplemental information.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/>	\$ 1,651,908.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/>	\$ 3,114,792.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<hr/> <hr/> <hr/>	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<hr/> <hr/> <hr/>	\$ 1,520,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	<hr/> <hr/> <hr/>	\$ 1,331,305.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	<hr/> <hr/> <hr/>	\$ 1,237,005.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ANIMAL FOOD _____ _____ _____	\$ 1,651,908.	05/15/14
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2014

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.**

▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2014

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	4,007.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	155,174.													
c	Total lobbying expenditures (add lines 1a and 1b)	159,181.													
d	Other exempt purpose expenditures	64,856,539.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	65,015,720.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	207,235.	49,226.	140,861.	159,181.	556,503.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures	124,452.	8,125.	10,085.	4,007.	146,669.

Schedule C (Form 990 or 990-EZ) 2014

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2014

Open to Public Inspection

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

(i) Revenue included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

a Revenue included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	9,121,830.	6,853,383.	3,698,754.	2,522,756.	765,581.
b Contributions	1,755,147.	1,800,869.	2,822,442.	1,287,155.	1,649,765.
c Net investment earnings, gains, and losses	307,576.	510,624.	369,016.	<83,970.	119,002.
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	38,916.	43,046.	36,829.	27,187.	11,592.
g End of year balance	11,145,637.	9,121,830.	6,853,383.	3,698,754.	2,522,756.

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

- a Board designated or quasi-endowment 43.74 %
- b Permanent endowment 51.12 %
- c Temporarily restricted endowment 5.14 %

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		5,347,716.		5,347,716.
b Buildings		23,745,125.	9,006,653.	14,738,472.
c Leasehold improvements				
d Equipment		6,875,577.	4,492,003.	2,383,574.
e Other		1,932,289.		1,932,289.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				24,402,051.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives	5,907,063.	END-OF-YEAR MARKET VALUE
(2) Closely-held equity interests		
(3) Other		
(A) ANNUITIES	2,669,949.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	8,577,012.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CHARITABLE GIFT ANNUITIES PAYABLE	1,287,689.
(3) OTHER LIABILITY - 5 ACRE AGREEMENT	1,356,439.
(4) CAPITAL LEASE PAYABLE	57,804.
(5) DEFERRED REVENUE - LIFE TIME CARE PROGRAM	145,174.
(6) DEFERRED RENT LIABILITY	95,568.
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	2,942,674.

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	67,177,521.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	12,607,370.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	<1,307,362.>
e	Add lines 2a through 2d	2e	11,300,008.
3	Subtract line 2e from line 1	3	55,877,513.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	563,968.
c	Add lines 4a and 4b	4c	563,968.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	56,441,481.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	63,954,636.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	12,607,370.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	<1,061,084.>
e	Add lines 2a through 2d	2e	11,546,286.
3	Subtract line 2e from line 1	3	52,408,350.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	52,408,350.

Part XIII Supplemental Information.

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

PART V, LINE 4:

THE ORGANIZATION INTENDS TO USE THE INCOME GENERATED FROM THE PERMANENT
 ENDOWMENT FOR VARIOUS PROGRAMS.

PART X, LINE 2:

THE INTERNAL REVENUE SERVICE (IRS) HAS RULED THAT BEST FRIENDS QUALIFIES
 UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE IRC) AND IS,
 THEREFORE, NOT SUBJECT TO TAX UNDER PRESENT INCOME TAX LAWS. ACCORDINGLY,
 NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE ACCOMPANYING
 CONSOLIDATED FINANCIAL STATEMENTS. BEST FRIENDS IS REQUIRED TO OPERATE IN
 CONFORMITY WITH THE IRC IN ORDER TO MAINTAIN ITS QUALIFICATION. THE IRS
 HAS INDICATED THAT BEST FRIENDS IS NOT A PRIVATE FOUNDATION. BEST FRIENDS

Part XIII Supplemental Information (continued)

CONDUCTS A MINIMAL AMOUNT OF ACTIVITIES THAT ARE SUBJECT TO UNRELATED

BUSINESS INCOME TAX. AS A LIMITED LIABILITY COMPANY, PRODUCTIONS IS

CONSIDERED A DISREGARDED ENTITY FOR TAX PURPOSES, WHOSE RESULTS FROM

OPERATIONS ARE INCLUDED WITH THOSE OF BEST FRIENDS ANIMAL SOCIETY ON THE

RELATED TAX RETURN.

BEST FRIENDS HAS ANALYZED ALL TAX POSITIONS FOR ALL APPLICABLE TAX

JURISDICTIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINED OPEN,

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

ENDED SEPTEMBER 30, 2014 AND DECEMBER 31, 2013 AND DETERMINED THERE WERE

NO MATERIAL UNRECOGNIZED TAX BENEFITS OR OBLIGATIONS. THE OPEN TAX YEARS

SUBJECT TO SELECTION FOR EXAMINATION ARE 2011 THROUGH SEPTEMBER 30, 2014.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

AGENCY FUNDS	-1,474,875.
UNREALIZED CHANGE IN SPLIT INTEREST AGREEMENTS	167,513.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	-1,307,362.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	-340,538.
GUEST COTTAGE EXPENSE	-134,192.
REALIZED GAIN ON INVESTMENT	198,566.
GAIN ON DISPOSAL OF ASSETS	40,132.
LEGAL SETTLEMENT GAIN	800,000.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	563,968.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	340,538.
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Part XIII Supplemental Information *(continued)*

GUEST COTTAGE EXPENSE	134,192.
REALIZED GAIN ON INVESTMENT	-198,566.
GAIN ON DISPOSAL OF ASSETS	-40,132.
UNREALIZED GAIN OF INVESTMENTS	-497,116.
LEGAL SETTLEMENT GAIN	-800,000.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	-1,061,084.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
ITALY - EUROPE	0	0	PROGRAM SERVICES	SUPPORT FOR CARE OF CATS	6,174.
3 a Sub-total	0	0			6,174.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			6,174.

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Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		ITALY - EUROPE	SUPPORT FOR CARE OF CATS - DONOR DESIGNATED GRANT	6,174.	WIRE TRANSFER	0.		BOOK

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

3 Enter total number of other organizations or entities ▶ _____

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

Part III can be duplicated if additional space is needed.

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

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* Yes No

Part V Supplemental Information

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

PART I, LINE 2:

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

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public Inspection

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

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
NEWPORT CREATIVE COMMUNICATIONS INC - 33	CONSULTING		X	0.	207,572.	<207,572.>
SOCIAL CAPITAL - 980 N MICHIGAN AVE SUITE 1610,	CONSULTING		X	0.	202,873.	<202,873.>
GLOBAL CLOUD LTD - 30 W 3RD ST, CINCINNATI, OH 45202	EVENT WEBSITE		X	0.	92,964.	<92,964.>
DIRECT MAIL PROCESSORS - 1150 CONRAD CT, HAGERSTOWN,	CAGING SERVICES	X		0.	80,989.	<80,989.>
Total					584,398.	<584,398.>

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

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

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

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

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		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. Subtract line 7 from line 1, column (d)				

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

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

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

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

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

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

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

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

(I) NAME OF FUNDRAISER: NEWPORT CREATIVE COMMUNICATIONS INC

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

(I) NAME OF FUNDRAISER: SOCIAL CAPITAL

(I) ADDRESS OF FUNDRAISER:

980 N MICHIGAN AVE SUITE 1610, CHICAGO, IL 60611

Part IV Supplemental Information (continued)

(I) NAME OF FUNDRAISER: DIRECT MAIL PROCESSORS -

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

PART I, LINE 2B, COLUMN (V):

BEST FRIENDS ANIMAL SOCIETY CONTRACTS WITH NEWPORT CREATIVE COMMUNICATIONS, INC. FOR FUNDRAISING CONSULTING SERVICES. THESE SERVICES INCLUDE CONSULTATION ON STRATEGIC PLANNING, THE DESIGN OF DIRECT MAIL SOLICITATION MATERIALS, AND OTHER SERVICES. NO AMOUNTS WERE INCLUDED IN COLUMNS (IV) OR (VI) DUE TO THE FACT THAT BEST FRIENDS ANIMAL SOCIETY DID NOT SPECIFICALLY IDENTIFY ALL THE REVENUE GENERATED BY THE FUNDRAISING SERVICES PROVIDED BY NEWPORT CREATIVE COMMUNICATIONS, INC. ONLY THE AMOUNTS PAID TO NEWPORT CREATIVE COMMUNICATIONS, INC. SPECIFICALLY FOR FUNDRAISING CONSULTING SERVICES WERE REPORTED IN COLUMN (V). BEST FRIENDS ANIMAL SOCIETY PAID NEWPORT CREATIVE COMMUNICATIONS, INC. FOR OTHER SERVICES (E.G. PRINTING, POSTAGE, PRODUCTION MANAGEMENT).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

▶ **Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2014

**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? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ADOPT ME RESCUE	45-5568929	501C3	33,150.	0.			PROGRAM SERVICE SUPPORT
ADVENT MEDIA HOLDINGS INC	90-0511415	501C3	7,140.	0.			PROGRAM SERVICE SUPPORT
AGAPE ANIMAL RESCUE	84-1650678	501C3	5,625.	0.			PROGRAM SERVICE SUPPORT
ALLEY CAT ADVOCATES INC	61-1343210	501C3	42,433.	0.			PROGRAM SERVICE SUPPORT
ALLIANCE FOR CONTRACEPTION IN CATS & DOGS	41-2185841	501C3	150,000.	0.			PROGRAM SERVICE SUPPORT
ANGEL CITY PIT BULLS	27-2348995	501C3	27,700.	0.			PROGRAM SERVICE SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **94.**
- 3** Enter total number of other organizations listed in the line 1 table **8.**

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

Schedule I (Form 990) (2014)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ANIMAL ANGELS	26-1989483	501C3	9,600.	0.			PROGRAM SERVICE SUPPORT
ANIMAL BALANCE	68-0630714	501C3	100,000.	0.			PROGRAM SERVICE SUPPORT
ANIMAL CARE & CONTROL TEAM-PA	45-3985637	501C3	50,000.	0.			PROGRAM SERVICE SUPPORT
ANIMAL HUMANE ASSOC OF STAR VALLEY	43-1955677	501C3	9,525.	0.			PROGRAM SERVICE SUPPORT
AUSTIN PETS ALIVE	74-2893360	501C3	15,000.	0.			PROGRAM SERVICE SUPPORT
AZALEA CITY CAT COALITION	26-1999865	501C3	10,320.	0.			PROGRAM SERVICE SUPPORT
BARC	30-0021149	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
BEDFORD COUNTY ANIMAL CONTROL	62-6000483	BEDFORD COUNTY	9,100.	0.			PROGRAM SERVICE SUPPORT
BEND SPAY & NEUTER PROJECT	71-0977598	501C3	9,725.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BLACK DOG ANIMAL RESCUE	26-2906385	501C3	0.	137,803.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
BLUE MOUNTAIN HUMANE SOCIETY	91-0828499	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
CACHE HUMANE SOC-LOGAN	51-0187825	501C3	14,850.	0.			PROGRAM SERVICE SUPPORT
CAT ADOPTION TEAM	20-0773819	501C3	30,000.	0.			PROGRAM SERVICE SUPPORT
CITY OF SAN ANTONIO	74-6002070	SAN ANTONIO, TX	10,000.	0.			PROGRAM SERVICE SUPPORT
COMMUNITY PARTNERSHIP FOR PETS	20-2972350	501C3	12,000.	0.			PROGRAM SERVICE SUPPORT
DOGS WITHOUT BORDERS	20-5123869	501C3	24,200.	0.			PROGRAM SERVICE SUPPORT
DOLLY'S FOUNDATION-REA INC	27-4411340	501C3	26,000.	0.			PROGRAM SERVICE SUPPORT
DOWNTOWN DOG RESCUE	95-4775990	501C3	28,600.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EARTH IN TRANSITION	90-0733363	501C3	75,000.	0.			PROGRAM SERVICE SUPPORT
FAITHFUL FRIENDS ANIMAL ADVOCATES	26-3492510	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
FDN AGAINST COMPANION ANIMAL EUTHANASIA	35-1917847	501C3	10,700.	0.			PROGRAM SERVICE SUPPORT
FIRST COAST NMHP	01-0709158	501C3	112,500.	0.			PROGRAM SERVICE SUPPORT
FIXNATION INC	83-0452460	501C3	228,623.	0.			PROGRAM SERVICE SUPPORT
FOUND ANIMALS FOUNDATION INC	20-3944602	501C3	8,100.	0.			PROGRAM SERVICE SUPPORT
FRIENDS FOR FELINES INC	27-0663113	501C3	7,200.	0.			PROGRAM SERVICE SUPPORT
FRIENDS OF ARLINGTON ANIMAL SERVICES	41-2250126	501C3	9,984.	0.			PROGRAM SERVICE SUPPORT
FRIENDS TO THE FORLORN PIT BULL RESCUE	27-0585030	501C3	12,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOOD SHEPHERD HUMANE SOCIETY	71-0458910	501C3	5,625.	0.			PROGRAM SERVICE SUPPORT
GRANT COUNTY ANIMAL SHELTER	61-6000989	GRANT COUNTY	10,975.	0.			PROGRAM SERVICE SUPPORT
GREYHOUND ADOPTION CENTER	95-4132021	501C3	6,699.	0.			PROGRAM SERVICE SUPPORT
HAWAII ISLAND HUMANE SOCIETY	99-6009437	501C3	7,500.	0.			PROGRAM SERVICE SUPPORT
HEAVEN ON EARTH SOCIETY FOR ANIMALS	77-0538189	501C3	24,800.	0.			PROGRAM SERVICE SUPPORT
HOBE SOUND ANIMAL PROT LEAGUE	65-1015367	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
HOMELESS TO FOREVER FOUNDATION	36-4726511	501C3	6,900.	0.			PROGRAM SERVICE SUPPORT
HUMANE ALLIANCE OF WNC INC	56-1856805	501C3	20,000.	0.			PROGRAM SERVICE SUPPORT
HUMANE ANIMAL TREATMENT SOCIETY-MI	38-3485419	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HUMANE SOCIETY OF ARANSAS CTY	74-2536992	501C3	9,950.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF NE IOWA	42-1447461	501C3	6,660.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF SHENANDOAH CTY	54-1880163	501C3	4,500.	197,210.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF UTAH-MURRAY	87-0256350	501C3	8,700.	0.			PROGRAM SERVICE SUPPORT
JACKSONVILLE HUMANE SOCIETY	59-0624410	501C3	150,000.	0.			PROGRAM SERVICE SUPPORT
KANSAS CITY PET PROJECT	45-3067615	501C3	15,000.	0.			PROGRAM SERVICE SUPPORT
KARMA RESCUE INC	04-3782227	501C3	32,000.	0.			PROGRAM SERVICE SUPPORT
KENTUCKY HUMANE SOCIETY	61-0463938	501C3	41,085.	0.			PROGRAM SERVICE SUPPORT
KINDER4RESCUE	26-2924461	501C3	81,350.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KITSAP HUMANE SOCIETY	91-0728353	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
KITTEN RESCUE	95-4670174	501C3	40,100.	0.			PROGRAM SERVICE SUPPORT
KITTY BUNGALOW CHARM SCHOOL	27-1297223	501C3	52,660.	0.			PROGRAM SERVICE SUPPORT
LA DEPT OF ANIMAL SERVICES	95-6000735	LOS ANGELES, CA	75,219.	0.			PROGRAM SERVICE SUPPORT
LA PLATA COUNTY HUMANE SOCIETY	23-7274035	501C3	200.	10,350.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
LABS & FRIENDS.ORG	45-3139097	501C3	8,400.	0.			PROGRAM SERVICE SUPPORT
LAFAYETTE ANIMAL AID	23-7414331	501C3	9,990.	0.			PROGRAM SERVICE SUPPORT
LIBERTY HUMANE SOCIETY INC	22-3585263	501C3	9,990.	0.			PROGRAM SERVICE SUPPORT
LIFELINE ANIMAL PROJECT INC	01-0599278	501C3	44,500.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LOUISVILLE METRO ANIMAL SERVICES	32-0049006	LOUISVILLE, KY	28,000.	0.			PROGRAM SERVICE SUPPORT
LOVING PET INN ADOPTIONS	27-2146284	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
LUCAS COUNTY PIT CREW	27-4596269	501C3	9,000.	0.			PROGRAM SERVICE SUPPORT
LUCY'S HOUSE FOR THE PREVENTION	30-0518754	501C3	6,750.	0.			PROGRAM SERVICE SUPPORT
LUV-A-BULL PITBULL RESCUE	81-0607118	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
MESA COUNTY ANIMAL SERVICES	84-0600073	MESA COUNTY, AZ	0.	25,432.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
MICHIGAN ANIMAL ADOPTION NETWORK	38-3152340	501C3	5,000.	202,181.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
MUCH LOVE ANIMAL RESCUE	95-4765624	501C3	23,600.	0.			PROGRAM SERVICE SUPPORT
NE SOC FOR ABANDONED ANIMALS	41-2298211	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW BEGINNINGS FOR ANIMALS INC	33-0930066	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
ONTARIO FERAL CAT PROJECT	27-2595437	501C3	9,000.	0.			PROGRAM SERVICE SUPPORT
OPERATION CATNIP OF GAINESVILLE	59-3522372	501C3	13,550.	0.			PROGRAM SERVICE SUPPORT
P.E.T.S. LOW COST SPAY & NEUTER CLINIC	68-0648159	501C3	7,965.	0.			PROGRAM SERVICE SUPPORT
PALMETTO ANIMAL LEAGUE	57-0732733	501C3	6,375.	0.			PROGRAM SERVICE SUPPORT
PARTNERS FOR PETS HUMANE SOCIETY	36-4521704	501C3	7,000.	0.			PROGRAM SERVICE SUPPORT
PAWS FOR LIFE-UT	45-5358361	501C3	14,500.	0.			PROGRAM SERVICE SUPPORT
PAWS SHELTER & HUMANE SOCIETY	74-2421563	501C3	6,000.	0.			PROGRAM SERVICE SUPPORT
PLUMSTED TOWNSHIP NJ TNR	27-3124729	501C3	7,500.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAFE HUMANE CHICAGO	36-4366285	501C3	27,500.	0.			PROGRAM SERVICE SUPPORT
SALT LAKE COUNTY ANIMAL SERVICES	87-6000316	SL COUNTY, UT	42,000.	0.			PROGRAM SERVICE SUPPORT
SAN ANTONIO PETS ALIVE LLC	45-4141531	501C3	675,000.	0.			PROGRAM SERVICE SUPPORT
SAVING SUNNY INC	35-2379448	501C3	10,000.	227,987.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
SOMERSET-PULASKI CTY HS	61-1165562	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
SPAY NEUTER NETWORK	20-0276988	501C3	19,980.	0.			PROGRAM SERVICE SUPPORT
SPAY4LA INC	45-2996980	501C3	198,800.	0.			PROGRAM SERVICE SUPPORT
SPCA IN CATTARAUGUS COUNTY INC	16-0957154	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
SPCA OF NORTH BREVARD INC	59-1989109	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
STRAY CAT ALLIANCE	95-4787231	501C3	349,550.	0.			PROGRAM SERVICE SUPPORT
STRAY RESCUE OF ST LOUIS	43-1823801	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
STREET CAT HUB	47-1258466	501C3	25,000.	0.			PROGRAM SERVICE SUPPORT
SUMNER SPAY NEUTER ALLIANCE	46-4175450	501C3	9,030.	0.			PROGRAM SERVICE SUPPORT
THE HAVEN	63-1253853	501C3	6,000.	0.			PROGRAM SERVICE SUPPORT
TUBA CITY HUMANE	86-0715785	501C3	0.	7,128.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
UNITED ANIMAL FRIENDS	20-0360727	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
VERONA STREET ANIMAL SOCIETY	74-3141579	501C3	12,500.	0.			PROGRAM SERVICE SUPPORT
VISIONARIES	04-3282172	501C3	69,000.	0.			PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WAGS AND WALKS	45-3749303	501C3	42,200.	0.			PROGRAM SERVICE SUPPORT
WE CARE FOR ANIMALS	88-0348135	501C3	0.	7,029.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
WEST VALLEY ANIMAL SHELTER	87-0362454	WEST VALLEY, UT	5,296.	0.			PROGRAM SERVICE SUPPORT
WHATCOM EDUCATION	26-3529730	501C3	7,500.	0.			PROGRAM SERVICE SUPPORT
WHISPERING RISE FARM & SANCTUARY INC	27-3775715	501C3	5,400.	0.			PROGRAM SERVICE SUPPORT
WILD BLUE ANIMAL RESCUE & SANCTUARY	27-1184549	501C3	500.	12,165.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
PROVIDE FOOD FOR ANIMALS	100	0.	29,149.	FMV	ANIMAL FOOD FOR INDIVIDUAS SUPPORTING OUR PROGRAMS FOR CATS, DOGS, AND HORSES
PROVIDE ASSISTANCE FOR FOOD, VETERINARY EXPENSES	140	158,369.	0.		

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

ALL GRANT RECIPIENTS ARE RESEARCHED PRIOR TO RECEIVING FUNDS. WHEN

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

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

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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2014

Open to Public Inspection

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

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

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
BEST FRIENDS ANIMAL SOCIETY

Employer identification number
23-7147797

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

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

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

Schedule J (Form 990) 2014

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

FIRST-CLASS OR CHARTER TRAVEL

PART I, LINE 1A

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

THAT ARE USED FOR ANIMAL TRANSPORT AND BY EMPLOYEES WHO OCCASIONALLY TRAVEL

FOR WORK-RELATED PURPOSES. THE AIRCRAFT ARE FLOWN BY BEST FRIENDS'

EMPLOYEES. BEST FRIENDS DOES NOT EMPLOY A FULL TIME PILOT. THE AIRCRAFT ARE

NOT USED FOR ANY OTHER PURPOSE AND ARE NOT AVAILABLE FOR HIRE BY THE

GENERAL PUBLIC.

PART I, LINE 3:

THE BOARD REVIEWED AND APPROVED THE COMPENSATION OF THE CEO AFTER

CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS OF

COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2014

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).

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

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

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefiting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
JULIANNE CASTLE	SPOUSE: BD MEMBER C	118,058.	EMPLOYEE CO		X
SILVA BATTISTA	SPOUSE: BD MEMBER B	56,324.	EMPLOYEE CO		X
JUDAH BATTISTA	SON: BD MEMBER BATT	68,060.	EMPLOYEE CO		X
CARRAGH MALONEY	DAUGHTER: BD MEMBER	58,567.	EMPLOYEE CO		X
LYNN BATTISTA	DAUGH-IN-LAW: BD ME	22,025.	EMPLOYEE CO		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

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

(A) NAME OF PERSON: JULIANNE CASTLE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE: BD MEMBER CASTLE

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: SILVA BATTISTA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE: BD MEMBER BATTISTA

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: JUDAH BATTISTA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SON: BD MEMBER BATTISTA

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

(A) NAME OF PERSON: CARRAGH MALONEY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DAUGHTER: BD MEMBER CASTLE

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

Part V Supplemental Information

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

(A) NAME OF PERSON: LYNN BATTISTA

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DAUGH-IN-LAW: BD MEMBER BATTISTA

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2014

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

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

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	22	249,542.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	936	1,994,975.	FMV
20 Drugs and medical supplies	X	2	153.	FMV
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (ANIMAL AND CL)	X	5,505	794,499.	FMV
26 Other				
27 Other				
28 Other				

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

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

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

Schedule M (Form 990) (2014)

Part II

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

SCHEDULE M, PART I, COLUMN (B):

THE NUMBER OF CONTRIBUTIONS REPRESENTS THE NUMBER OF DONATIONS, NOT THE NUMBER OF ITEMS.

SCHEDULE M, LINE 32B:

BEST FRIENDS ANIMAL SOCIETY UTILIZES THE SERVICES OF AN AUTOMOBILE BROKER TO SELL DONATED VEHICLES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

FORM 990, PART VI, SECTION A, LINE 2:

ANNE MEJIA, SECRETARY AND CYRUS MEJIA, BOARD MEMBER, ARE HUSBAND AND WIFE.

FORM 990, PART VI, SECTION B, LINE 11:

THE 990 IS PREPARED BY TANNER LLC AND REVIEWED BY THE CONTROLLER, THE CHIEF

FINANCIAL OFFICER, THE CHAIRMAN OF THE BOARD, AND THE CHAIRMAN OF THE

FINANCE

COMMITTEE. THE RETURN IS THEN DISTRIBUTED TO THE WHOLE BOARD FOR FINAL

REVIEW BEFORE BEING FILED.

FORM 990, PART VI, SECTION B, LINE 12C:

UPON BEING APPOINTED, ALL BOARD MEMBERS, OFFICIERS, AND STAFF ARE REQUIRED

TO SIGN AN AGREEMENT THAT ACKNOWLEDGES ACCEPTANCE OF BEST FRIENDS' CONFLICT

OF INTEREST POLICY. THIS POLICY APPLIES TO ALL BOARD MEMBERS, DIRECTORS,

COMMITTEE MEMBERS AND STAFF OF BEST FRIENDS ANIMAL SOCIETY. THIS POLICY

REQUIRES THAT ALL AFFILIATIONS WITH ENTITIES IN WHICH A FINANCIAL INTEREST

IS HELD BE DISCLOSED TO THE BOARD. THE SENIOR FINANCIAL MANAGEMENT OF BEST

FRIENDS, INCLUDING THE CFO AND CONTROLLER,ROUTINELY MONITOR ALL

TRANSACTIONS TO ENSURE THAT ANY RELATED PARTY TRANSACTIONS ARE FULLY

DISCLOSED TO THE BOARD AT LEAST ANNUALLY AND IN THE FINANCIAL STATEMENTS TO

ENSURE THAT THE TRANSACTIONS COMPLY WITH POLICY. THIS POLICY IS CURRENTLY

UNDER REVIEW BY THE BOARD TO PROVIDE GREATER STRUCTURE; INCLUDING REQUIRING

MORE FREQUENT SIGN-OFF ON POLICY,MORE REPORTING, AND RESTRICTIONS ON

PARTICIPATION BY RELEVANT BOARD AND STAFF IN THE DEALING WITH THE CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15:

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

Schedule O (Form 990 or 990-EZ) (2014)

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THE BOARD REVIEWED AND APPROVED THE COMPENSATION OF THE CEO AFTER
 CONSIDERING DATA FROM DIFFERENT SOURCES, INCLUDING COMPENSATION AMOUNTS
 OF COMPARABLE POSITIONS AT COMPARABLE ORGANIZATIONS.

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

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

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

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
 AGENCY FUNDS DESIGNATED FOR OTHER ORGANIZATIONS -1,474,875.

990 PART XII LINE 2C
 THERE HAS BEEN NO CHANGE IN THE OVERSIGHT OF THE EXTERNAL AUDIT OR THE
 FINANCIAL STATEMENTS.

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

BEST FRIENDS ANIMAL SOCIETY (BEST FRIENDS) IS A NONPROFIT ORGANIZATION THAT DEVELOPS NO-KILL PROGRAMS AND PARTNERSHIPS WHICH WILL BRING ABOUT A DAY WHEN THERE ARE NO MORE HOMELESS PETS. BEST FRIENDS' LEADING INITIATIVES IN ANIMAL CARE AND COMMUNITY PROGRAMS ARE COORDINATED FROM ITS KANAB, UTAH, HEADQUARTERS; ONE OF THE COUNTRY'S LARGEST NO-KILL SANCTUARIES. BEST FRIENDS DEVELOPS AND REFINES MODEL PROGRAMS THAT ARE SHARED WITH OTHER ORGANIZATIONS AND PEOPLE, SO THAT MORE ANIMALS CAN BE SAVED. THIS WORK IS MADE POSSIBLE BY THE PERSONAL AND FINANCIAL SUPPORT OF A GRASSROOTS NETWORK OF MEMBERS AND COMMUNITY PARTNERS ACROSS THE NATION.

990 PART III LINE 4A 4B

ANIMAL CARE ACTIVITIES

ON ANY GIVEN DAY, ABOUT 1,700 DOGS, CATS, PIGS, HORSES, BUNNIES, BIRDS AND OTHER BARNYARD ANIMALS FIND UNWAVERING LOVE, HEALING AND COMFORT AT BEST FRIENDS ANIMAL SANCTUARY - THE HEART OF BEST FRIENDS ANIMAL SOCIETY. THE SANCTUARY, NESTLED IN THE MAJESTIC RED ROCK CANYONS OF SOUTHERN UTAH, WAS CREATED IN 1984 WITH THE SIMPLE BELIEF THAT EACH ANIMAL IS A LOVING, VALUABLE INDIVIDUAL WORTH SAVING. AND SINCE IT WAS BUILT, PETS WHO ARE HOMELESS, ABANDONED, ABUSED OR NEGLECTED CAN FIND SOLACE IN THIS HOME-BETWEEN-HOMES.

BEST FRIENDS IS COMMITTED TO FINDING EACH SPECIAL ANIMAL THE PERFECT FOREVER HOME, NO MATTER HOW LONG IT TAKES. BUT EVEN IF THE RIGHT FAMILY NEVER COMES ALONG, EVERY ANIMAL IS WELCOME TO CALL THE SANCTUARY HOME

Name of the organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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FOR THE REST OF HIS OR HER LIFE.

AT THE SANCTUARY IN 2014:

- 959 ANIMALS WERE ADMITTED

- 793 ANIMALS FOUND THEIR LOVING FOREVER HOMES

- WILD FRIENDS, BEST FRIENDS' UNIQUE STATE AND FEDERALLY LICENSED

WILDLIFE REHABILITATION AND EDUCATION CENTER, ADMITTED 177 INJURED WILD

ANIMALS. AND 105 WERE RELEASED BACK TO THEIR NATURAL HABITATS AFTER

FULL RECOVERY. FOR THOSE TOO INJURED OR ACCLIMATED TO PEOPLE TO GO BACK

INTO THE WILD, THEY GET A LIFETIME OF CARE AND BECOME TREASURED

TEACHERS, EDUCATING VISITORS AND VOLUNTEERS ABOUT WILDLIFE AND

CONSERVATION ISSUES.

- ANIMAL CARE FACILITIES WERE BUILT OR RENOVATED TO MAKE BEST FRIENDS'

CARE EVEN BETTER:

- THE NEW DOG ADMISSIONS FACILITY FEATURES MORE NATURAL LIGHT, EXTRA

SPACE AND EASY ACCESS TO THE OUTDOORS, ENSURING EVERY DOG, REGARDLESS

OF HIS OR HER SPECIAL NEED, A STRESS-FREE TRANSITION TO LIVING AT BEST

FRIENDS.

- THE NEW STATE-OF-THE-ART BEST FRIENDS ANIMAL CLINIC OPENED ITS DOORS

ON MARCH 2. THE CLINIC OFFERS SIX-TIMES THE SPACE, A DENTAL SUITE,

STERILE SURGERY ROOMS, AN ISOLATION WING AND MUCH MORE.

- THE NEW KING O'S PARROT CLINIC IS HELPING EVERY BIRD AT PARROT GARDEN

GET FIRST-CLASS MEDICAL CARE. THE CLINIC FEATURES INDIVIDUAL QUARANTINE

ROOMS, LOTS OF NATURAL LIGHT TO KEEP BIRDS HAPPY, AN UPDATED LAB,

INNOVATIVE TREATMENT ROOMS AND SO MUCH MORE.

Name of the organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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- BEST FRIENDS BROKE GROUND ON THE NEW WILDLIFE CLINIC AT WILD FRIENDS, WHICH WILL GIVE ILL AND INJURED WILD ANIMALS A SAFE, QUIET PLACE TO HEAL UNDER THE CARE OF STATE AND FEDERALLY LICENSED WILDLIFE REHABILITATORS, WHILE OFFERING THEM ALL THE COMFORT THEY NEED TO GET BACK OUTDOORS AS QUICKLY AS POSSIBLE. THE CLINIC FEATURES ACCLIMATION PORCHES, A DESIGNATED X-RAY ROOM, ISOLATION ROOMS AND MORE.

- THE CATS AT THE SANCTUARY'S CAT WORLD ARE SIMPLY IN LOVE WITH THEIR NEW CAT PATHS. THE NEW PATHS HELP GIVE ANY CAT WHO PREFERS ENJOYING THE GREAT OUTDOORS FROM THE COMFORT OF A STROLLER, A PEACEFUL, SMOOTH, SAND-FREE WALK. AND, OF COURSE, CATS ON HARNESES ARE WELCOME TO WALK ON THE NEW TRAILS, TOO.

- 525 LINEAR FEET OF NEW FENCING WAS CONSTRUCTED AT DOGTOWN HEIGHTS, KEEPING THE DOGS SAFE AND SECURE.

- A NEW HABITAT WAS BUILT ESPECIALLY FOR 12 DESERT TORTOISES WHO ARRIVED AT THE SANCTUARY IN 2014. THE HABITAT WAS DESIGNED TO KEEP EACH TORTOISE, AND THOSE WHO MAY ARRIVE IN THE FUTURE, PROTECTED AND HAPPY.

- BEST FRIENDS ANIMAL CLINIC HAD ANOTHER BUSY YEAR:

- SPAY/NEUTER PROCEDURES	3,605 (INCLUDES 720 FOR THE PUBLIC)
- DENTALS	352 (17 PUBLIC)
- OTHER MISCELLANEOUS SURGERIES	210 (30 PUBLIC)
- AFTER-HOURS EMERGENCIES	106 (27 PUBLIC)

990 PART III LINE 4B

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

OTHER NATIONAL OUTREACH

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BEST FRIENDS ANIMAL SOCIETY HAS CONTINUED TO WORK DAY IN AND DAY OUT TO SAVE THE LIVES OF COUNTLESS ANIMALS, NOT ONLY AT THE SANCTUARY, BUT ACROSS THE NATION. OUTREACH PROGRAMS, SPECIAL EVENTS, LEGISLATIVE EFFORTS, AND A NETWORK OF VALUABLE PARTNERSHIPS WITH ANIMAL WELFARE ORGANIZATIONS ARE ALL A PART OF BEST FRIENDS' WORK TO SAVE THEM ALL . MANY OF OUR ACTIVITIES AND PROGRAMS FALL UNDER OUR THREE NATIONAL INITIATIVES, WHICH TARGET A POPULATION OF ANIMALS WHO ARE MOST AT-RISK OF BEING KILLED IN OUR NATION'S SHELTERS.

HIGHLIGHTS FROM 2014 INCLUDE:

PIT BULL INITIATIVES:

- IN JULY, THE GOVERNOR OF DELAWARE SIGNED A BILL SPEARHEADED BY BEST FRIENDS THAT ENSURES ANY DOG SEIZED IN A DOGFIGHTING RING BUST IN DELAWARE WILL BE EVALUATED AS AN INDIVIDUAL AND GIVEN THE CHANCE TO BE REHABILITATED AND ADOPTED RATHER THAN BE AUTOMATICALLY KILLED. THE NEW BILL CAME INTO LAW BECAUSE OF STRONG ADVOCACY AND LEGISLATIVE EFFORTS, BUT IT WAS ALSO INFLUENCED BY THE SUCCESS OF THE VICKTORY DOGS - 22 OF THE MOST TRAUMATIZED DOGS RESCUED FROM THE PROPERTY OF MICHAEL VICK WHO CAME TO BEST FRIENDS ANIMAL SANCTUARY IN 2008. AT THE SANCTUARY, THESE DOGS RECEIVED AFFECTION, PATIENCE AND TRAINING, HELPING THEM LET GO OF THEIR PASTS AND ACCEPT LOVE. THE VICKTORY DOGS PROVED TO THE WORLD THAT EVERY DOG, NO MATTER BREED OR PAST, IS AN INDIVIDUAL WORTHY OF A SECOND CHANCE.

- BEST FRIENDS' LEGISLATIVE EFFORTS LED TO 24 TOTAL WINS (17 CITIES, 4 COUNTIES, AND 3 STATES) AGAINST BREED-DISCRIMINATORY LEGISLATION,

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HELPING, POTENTIALLY, MORE THAN 239,000 PIT-BULL-TERRIER-TYPE DOGS

THROUGHOUT THE NATION TO STAY SAFE IN THEIR HOMES. TODAY, A TOTAL OF 19

(AND COUNTING) STATES NOW HAVE PROVISIONS AGAINST BREED DISCRIMINATION

LEGISLATION.

PUPPY MILL INITIATIVES:

- IN 2014, AS PART OF BEST FRIENDS' PUP MY RIDE PROGRAM, 3,340 PETS

WERE DELIVERED TO SAFETY - MANY OF THEM PUREBRED WHO MAY HAVE BEEN BORN

IN PUPPY MILLS. THEY WERE GIVEN A LIFT TO PARTNERING SHELTERS AND

RESCUE GROUPS IN OTHER PARTS OF THE COUNTRY WHERE SMALL DOGS ARE IN

HIGH DEMAND.

- MORE THAN 38,400 EMAILS FROM CONCERNED CONSTITUENTS WERE SENT TO

LEGISLATORS THROUGH BEST FRIENDS' VOICES FOR NO MORE HOMELESS PETS

LEGISLATIVE ACTION CENTER, URGING THEM TO REGULATE COMMERCIAL BREEDING,

AND SHOWING THEM THAT INHUMANE TREATMENT OF DOGS IN PUPPY MILLS

CONTINUES TO BE A PROBLEM THAT PEOPLE LIKE YOU DEEPLY CARE ABOUT.

- BEST FRIENDS CONTINUES ITS WORK TO END PUPPY MILLS THROUGHOUT THE

NATION BY PEACEFULLY PROTESTING OUTSIDE OF PET STORES THAT SELL

MILL-BRED PETS, SPEARHEADING ORDINANCES, PROVIDING DRAFTS OF PROPOSED

LANGUAGE, WORKING WITH LEGISLATORS AND TESTIFYING AT HEARINGS. AS A

RESULT OF THESE EFFORTS, IN 2014, 29 COMMUNITIES BANNED THE SALE OF

MILL-BRED PETS IN RETAIL STORES, BRINGING THE TOTAL NUMBER OF

COMMUNITIES TO 73.

CAT INITIATIVES:

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- BEST FRIENDS, IN COLLABORATION WITH PETSMART CHARITIES , OFFERS LIFESAVING GRANTS TO SPAY AND NEUTER OUTDOOR COMMUNITY CATS, WHICH HELPS TO REDUCE THE NUMBER OF CATS WHO ENTER SHELTERS. IN BALTIMORE, MARYLAND, WHERE A TNR PROGRAM WAS LAUNCHED IN THE SUMMER OF 2013, GRANTS HAVE HELPED SPAY AND NEUTER NEARLY 5,500 CATS IN 2014, RAISING BALTIMORE SHELTERS' SAVE RATE FROM 64% IN 2012 TO 82.4% IN 2014.

- SINCE 2011, BEST FRIENDS, IN PARTNERSHIP WITH FIXNATION, CREATED FREE FIX L.A. THE PROGRAM PROVIDES FREE AND REDUCED SPAY AND NEUTER FOR PETS TO QUALIFYING RESIDENTS IN LOS ANGELES. IT IS ALSO SUCCESSFUL IN OPERATING A HUMANE AND EFFECTIVE TNR PROGRAM. SINCE THE PROGRAM BEGAN, MORE THAN 11,200 COMMUNITY CATS HAVE BEEN SPAYED OR NEUTERED.

- IN 2014, MORE THAN 53,200 COMMUNITY CATS WERE HELPED BY BEST FRIENDS' COMMUNITY CAT PROGRAMS AND CONTINUED PARTNERSHIPS WITH HUMANE, EFFECTIVE TNR PROGRAMS ACROSS THE NATION.

PROGRAM CITIES, NETWORK PARTNERS AND OTHER NATIONAL OUTREACH:

- SINCE 2000, BEST FRIENDS HAS BEEN WORKING TO SAVE THE LIVES OF ANIMALS IN UTAH. IN MARCH 2014, AS A FINAL PUSH TO END THE KILLING OF PETS IN UTAH'S SHELTERS FOR GOOD, BEST FRIENDS LAUNCHED NKUT (NO-KILL UTAH) - AN INITIATIVE MADE UP OF MUNICIPAL SHELTERS, PASSIONATE INDIVIDUALS AND 52 (AND COUNTING) COALITION PARTNERS. AS A RESULT OF NKUT'S EFFORTS, ABOUT 71 PERCENT FEWER ANIMALS ARE KILLED IN UTAH'S SHELTERS TODAY THAN WERE KILLED IN 2000. AND NOW, 27 UTAH SHELTERS AND

COMMUNITIES THAT HAVE A 90 PERCENT OR BETTER SAVE RATE ARE CELEBRATING

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A NO-KILL STATUS.

- THE BEST FRIENDS PET ADOPTION CENTER IN THE UP-AND-COMING SUGAR HOUSE NEIGHBORHOOD OF SALT LAKE CITY HAS BEEN SEEING FANTASTIC RESULTS SINCE OPENING IN 2013. IN 2014, 1,936 DOGS AND CATS FOUND FOREVER HOMES. AND IN 2014 AT THE UTAH BEST FRIENDS KITTEN NURSERY, LOCATED IN SALT LAKE CITY AS WELL, NEARLY 1,200 KITTENS WERE SAVED.

- THE BEST FRIENDS PET ADOPTION AND SPAY/NEUTER CENTER IN LOS ANGELES PULLED MORE THAN 5,700 PETS FROM L.A. ANIMAL SERVICE FACILITIES AND FOUND HOMES FOR 4,149 PETS. AND IN THE CENTER'S KITTEN NURSERY, WHICH PROVIDES CARE FOR FRAGILE NEONATE KITTENS THAT MANY SHELTERS DON'T HAVE THE MEANS TO PROVIDE, 1,800 KITTENS, NURSING MOTHERS AND PUPPIES WERE SAVED.

- THE GOAL OF THE NKLA (NO-KILL LOS ANGELES) INITIATIVE IS WELL WITHIN REACH. THE INITIATIVE, LED BY BEST FRIENDS AND 96 (AND COUNTING) DEDICATED COALITION PARTNERS, AIMS TO END THE KILLING OF PETS IN LOS ANGELES SHELTERS BY 2017. WHEN THE INITIATIVE FIRST BEGAN IN 2012, MORE THAN 23,000 ANIMALS WERE BEING KILLED PER YEAR IN CITY SHELTERS. TODAY, THAT NUMBER HAS DECREASED BY AN AMAZING 56 PERCENT.

- THE NKLA PET ADOPTION CENTER, WHICH OPENED AUGUST 2013 IN THE HEART OF WEST LOS ANGELES, HAS THE MOST-UP-TO-DATE TECHNOLOGY AND PERSONALIZED MATCHMAKING SERVICES TO HELP AS MANY PETS AS POSSIBLE FIND HOMES. IN 2014, 1,968 DOGS AND CATS FOUND LOVING FOREVER HOMES, BRINGING THE TOTAL NUMBER OF PETS ADOPTED SINCE THE CENTER'S OPENING TO

2,416.
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- TOGETHER, BEST FRIENDS AND TRISTATE NETWORK PARTNERS HELPED SAVE COUNTLESS LIVES IN NEW YORK. AT THE SPRING AND FALL SUPER ADOPTION EVENTS IN NEW YORK CITY LAST YEAR, 639 PETS FOUND HOMES FROM 29 PARTICIPATING NEW YORK SHELTERS AND RESCUES GROUPS IN THE SPRING AND 24 IN THE FALL. AND AT NEW YORK CITY'S BEST FRIENDS STRUT YOUR MUTT EVENT, NEARLY 1,600 ENTHUSIASTIC STRUTTERS RAISED MORE THAN \$191,500 FOR 31 NETWORK PARTNERS.

- IN ADDITION TO OUR LIFESAVING ADOPTION AND FUNDRAISING EVENTS HELD IN NEW YORK CITY, BEST FRIENDS LAUNCHED A MUCH-NEEDED FOSTER PROGRAM IN PARTNERSHIP WITH ANIMAL CARE & CONTROL OF NYC. THE PROGRAM AIMS TO SAVE THE LIVES OF PETS IN OVER-CROWDED NEW YORK CITY SHELTERS AND THE SURROUNDING TRI-STATE AREA.

- BEST FRIENDS' NO MORE HOMELESS PETS (NMHP) NETWORK - A NETWORK OF ANIMAL WELFARE GROUPS COMMITTED TO SAVING THE LIVES OF HOMELESS PETS THROUGH EFFECTIVE ADOPTION AND SPAY/NEUTER PROGRAMS - NOW HAS MORE THAN 1,200 PARTNERS. IN 2014, BEST FRIENDS AWARDED MORE THAN \$720,000 IN GRANTS TO NETWORK PARTNERS ACROSS THE COUNTRY, ENABLING THEM TO SAVE AS MANY HOMELESS PETS AS POSSIBLE. ALSO IN 2014, MORE THAN 40,800 ANIMALS FOUND FOREVER HOMES WITH THE HELP OF BEST FRIENDS' NO MORE HOMELESS PETS NETWORK PARTNERS. THAT'S 27,000 MORE THAN IN 2013.

- BEST FRIENDS ALSO CONTINUED GROWING ITS PARTNERSHIPS WITH NO MORE HOMELESS PETS NETWORK PARTNERS IN SAN ANTONIO. IN 2014, BEST FRIENDS AWARDED \$500,000 IN GRANTS TO SAN ANTONIO PETS ALIVE (SAPA) TO SUPPORT THEIR WORK FINDING HOMES FOR AT-RISK CATS AND DOGS AT THE CITY SHELTER.

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AS A RESULT OF THESE EFFORTS SINCE 2011 - WITH ADDITIONAL FUNDING FROM

PETSMART CHARITIES - THE NUMBER OF PETS KILLED IN SAN ANTONIO SHELTERS

DECREASED FROM 18,955 IN 2011 TO ABOUT 3,000 IN 2014.

- MORE THAN 13,000 PEOPLE PARTICIPATED IN STRUT YOUR MUTT EVENTS IN

TWELVE CITIES AND IN A VIRTUAL STRUT YOUR MUTT CHALLENGE, RAISING MORE

THAN \$2.2 MILLION. ABOUT \$1.6 MILLION OF THAT WENT TO 247 PARTICIPATING

NO MORE HOMELESS PETS NETWORK PARTNERS.

- LAST JUNE, BEST FRIENDS RELEASED A PUPPY MILL PUBLIC SERVICE

ANNOUNCEMENT THAT NOT ONLY AIMED TO SHINE THE SPOTLIGHT ON AND TAKE A

STAND AGAINST CRUEL PUPPY MILLS, BUT ALSO ENCOURAGE PEOPLE TO ADOPT,

RATHER THAN PURCHASE, A PET. ON FACEBOOK ALONE, THE PUPPY MILL PSA

REACHED ABOUT 1.5 MILLION PEOPLE.

- BEST FRIENDS HELD ADOPTION WEEKENDS - THE LARGEST ADOPTION EVENTS IN

THE COUNTRY - IN LOS ANGELES, NEW YORK, SALT LAKE CITY, AND ST. GEORGE,

UTAH. WITH 192 PARTICIPATING SHELTERS AND RESCUE GROUPS, MORE THAN

2,400 WONDERFUL DOGS AND CATS FOUND THEIR FOREVER HOMES.

- AT BEST FRIENDS' 2014 BEST FRIENDS NATIONAL CONFERENCE, HELD IN LAS

VEGAS, NEVADA, MORE THAN 1,600 PARTICIPANTS, INCLUDING 484 NETWORK

PARTNERS, LEARNED INNOVATIVE IDEAS AND FOUND INSPIRATION TO HELP END

THE KILLING OF PETS IN OUR NATION'S SHELTERS.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2014

**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" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) 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 PRODUCTIONS, LLC - 47-2566720 5001 ANGEL CANYON ROAD KANAB, UT 84741	PARTICIPATE IN JOINT VENTURE TO PRODUCE A FILM	UTAH	0.	1,000,000.	BEST FRIENDS ANIMAL SOCIETY

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

Schedule R (Form 990) 2014

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on 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 allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on 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	(i) Section 512(b)(13) controlled entity?	
								Yes	No

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

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

	Yes	No
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, or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

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

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. BEST FRIENDS ANIMAL SOCIETY	Employer identification number (EIN) or 23-7147797
	Number, street, and room or suite no. If a P.O. box, see instructions. 5001 ANGEL CANYON ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KANAB, UT 84741	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PAUL E. ALTHERR, CFO

• The books are in the care of 5001 ANGEL CANYON ROAD - KANAB, UT 84741
Telephone No. 435-644-2001 Fax No. 435-644-8949

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until AUGUST 15, 2015.

5 For calendar year _____, or other tax year beginning JAN 1, 2014, and ending SEP 30, 2014.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title CPA Date