

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2016

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

A For the 2016 calendar year, or tax year beginning OCT 1, 2016 and ending SEP 30, 2017

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 \$ 122,706,535
City or town, state or province, country, and ZIP or foreign postal code KANAB, UT 84741		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: GREGORY CASTLE SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: WWW.BESTFRIENDS.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1984
			M State of legal domicile: UT

Part I Summary		Prior Year	Current Year
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 2016 (Part V, line 2a)	5	962
	6 Total number of volunteers (estimate if necessary)	6	12000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	229,818.
b Net unrelated business taxable income from Form 990-T, line 34	7b	7,501.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	80,895,783.	106,716,834.
	9 Program service revenue (Part VIII, line 2g)	3,179,820.	3,238,197.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,193,775.	1,555,394.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,874,915.	1,742,270.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	87,144,293.	113,252,695.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,942,981.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		41,020,007.	45,330,239.
16a Professional fundraising fees (Part IX, column (A), line 11e)		345,238.	646,541.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 15,242,111.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		35,544,106.	39,703,416.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	81,852,332.	91,275,315.	
19 Revenue less expenses. Subtract line 18 from line 12	5,291,961.	21,977,380.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 100,285,253.	End of Year 127,213,345.
	21 Total liabilities (Part X, line 26)	14,886,070.	18,747,992.
	22 Net assets or fund balances. Subtract line 21 from line 20	85,399,183.	108,465,353.

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		
	STEPHEN HOWELL, CHIEF OPERATING OFFICER	8/5/18		
Paid Preparer Use Only	Print/type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> PTIN
	MARC A. METCALF	Marc Metcalf	8/3/2018	000170461
Firm's Use Only	Firm's name	Firm's EIN	Phone no.	
	TANNER LLC	20-2253063	801-532-7444	
Firm's address				
36 S STATE STREET, SUITE 600				
SALT LAKE CITY, UT 84111				

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

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)

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	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	
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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: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.BESTFRIENDS.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 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
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	22 Net assets or fund balances. Subtract line 21 from line 20	14,886,070.	18,747,992.
		85,399,183.	108,465,353.

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		
	STEPHEN HOWELL, CHIEF OPERATING OFFICER				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MARC A. METCALF	<i>Marc A Metcalf</i>	8/3/2018		P00170461
	Firm's name ▶ TANNER LLC	Firm's EIN ▶ 20-2253063		Phone no. 801-532-7444	
Firm's address ▶ 36 S STATE STREET, SUITE 600		SALT LAKE CITY, UT 84111			

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 [X]

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

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

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

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

4a (Code:) (Expenses \$ 19,713,504. including grants of \$ 214,198.) (Revenue \$ 222,478.) ANIMAL CARE ACTIVITIES (SANCTUARY) - SEE SCHEDULE O

4b (Code:) (Expenses \$ 48,364,996. including grants of \$ 5,380,921.) (Revenue \$ 123,255.) 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 68,078,500.

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
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?		
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>	X	
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

Table with columns for question numbers (1a-14b), Yes, and No. Contains various tax compliance questions and their corresponding responses.

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

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

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. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: PAUL E. ALTHERR, CFO - 435-644-2001 5001 ANGEL CANYON ROAD, KANAB, UT 84741

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, BOARD MEMBER	40.00 0.00	X		X				196,015.	0.	12,988.
(2) FRANCIS BATTISTA CHAIR OF BOARD	40.00 0.00	X						146,410.	0.	12,988.
(3) LYNN FLANDERS BOARD TREASURER	1.00 0.00	X						0.	0.	0.
(4) ANNE MEJIA DIR OF PRINICIPLE GIFTS/BO	40.00 0.00	X						106,453.	0.	12,988.
(5) CYRUS MEJIA ONBOARDING AND CULTURE/BOA	40.00 0.00	X						65,464.	0.	12,988.
(6) KRAIG BUTRUM BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(7) ABIGAIL L JONES BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(8) TIMY SULLIVAN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(9) MOLLY JORDAN-KOCH BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(10) MICARL HILL BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(11) PAUL ALTHERR CFO	40.00 0.00			X				187,080.	0.	7,000.
(12) JULIANNE CASTLE CDMO	40.00 0.00			X				178,542.	0.	12,988.
(13) ANGELA L EMBREE CIO	40.00 0.00			X				173,041.	0.	12,988.
(14) SUSAN M CITRO CDO	40.00 0.00			X				213,246.	0.	5,988.
(15) JUDAH BATTISTA CRPO	40.00 0.00			X				118,859.	0.	6,771.
(16) HOLLY SIZEMORE CNPO	40.00 0.00			X				118,831.	0.	12,988.
(17) VALERIE DORIAN SR DIRECTOR DEVELOPMENT	40.00 0.00				X			190,325.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) KAREN GALLARDO DIRECTOR OF PLANNED GIVING	40.00 0.00				X			209,084.	0.	5,988.
(19) MARC A PERALTA EXECUTIVE DIRECTOR	40.00 0.00					X		136,509.	0.	19,601.
(20) LISA FIELDING DIRECTOR OF MAJOR GIFTS	40.00 0.00					X		122,699.	0.	0.
(21) NICOLE PETSCHAUER SENIOR VETERINARIAN	40.00 0.00					X		114,730.	0.	12,601.
(22) BRIAN IACAPONI DIRECTOR OF TECHNOLOGY	40.00 0.00					X		115,819.	0.	9,468.
(23) ELIZABETH JENSEN EXECUTIVE DIRECTORY - BFAS NY	40.00 0.00					X		111,342.	0.	12,988.
1b Sub-total								2,504,449.	0.	171,321.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,504,449.	0.	171,321.

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 29

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
NEWPORTONE 33 RAILROAD AVE, DUXBURY, MA 02332	CONSULTING / PRINTING	7,901,119.
INSIDESQUAD INC 1137 MCDONALD AVE, BROOKLYN, NY 11230	CONTRACTOR	1,240,706.
WALSWORTH PUBLISHING PO BOX 310287, DES MOINES, IA 50331	PRINTING	1,057,692.
SOCIAL CAPITAL INC., 980 N MICHIGAN AVE, SUITE 1610, CHICAGO, IL 60611	CONSULTING	560,060.
DON BACCO CONSTRUCTION PO BOX 473, KANAB, UT 84741	CONTRACTOR	498,864.

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 49

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	287,895.					
	b Membership dues	1b						
	c Fundraising events	1c	261,650.					
	d Related organizations	1d						
	e Government grants (contributions)	1e	306,575.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	105,860,714.					
	g Noncash contributions included in lines 1a-1f: \$		4,456,126.					
	h Total. Add lines 1a-1f			106,716,834.				
Program Service Revenue	2 a PROGRAM EVENTS	Business Code	900099	2,207,867.	2,207,867.			
	b CLINIC REVENUE		541900	1,030,330.	1,030,330.			
	c							
	d							
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			3,238,197.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,336,864.	1,336,864.			
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties			24,958.	24,958.			
	6 a Gross rents	(i) Real	729,661.					
		(ii) Personal						
		b Less: rental expenses		0.				
	c Rental income or (loss)		729,661.					
	d Net rental income or (loss)			729,661.	647,293.		82,368.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	8,451,204.	335,682.				
		(ii) Other						
		b Less: cost or other basis and sales expenses		8,249,180.	319,176.			
		c Gain or (loss)		202,024.	16,506.			
d Net gain or (loss)			218,530.	218,530.				
8 a Gross income from fundraising events (not including \$ 261,650. of contributions reported on line 1c). See Part IV, line 18	a	44,000.						
	b Less: direct expenses		227,891.					
	c Net income or (loss) from fundraising events			-183,891.			-183,891.	
9 a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses							
	c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a	1,414,765.						
	b Less: cost of goods sold		657,593.					
	c Net income or (loss) from sales of inventory			757,172.	725,737.	31,435.		
Miscellaneous Revenue		Business Code						
11 a MAGAZINE ADVERTISING		541800	198,383.		198,383.			
b CAFETERIA		722210	157,764.	157,764.				
c ANGELS REST		812900	58,223.	58,223.				
d All other revenue								
e Total. Add lines 11a-11d			414,370.					
12 Total revenue. See instructions.			113,252,695.	6,407,566.	229,818.	-101,523.		

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	5,372,066.	5,372,066.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	214,198.	214,198.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	8,855.	8,855.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,579,875.	1,237,169.	493,237.	849,469.
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	34,043,316.	26,115,011.	3,276,708.	4,651,597.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,122,274.	826,089.	113,419.	182,766.
9 Other employee benefits	4,780,008.	4,220,126.	199,389.	360,493.
10 Payroll taxes	2,804,766.	2,132,236.	280,214.	392,316.
11 Fees for services (non-employees):				
a Management				
b Legal	283,482.	17,583.	152,030.	113,869.
c Accounting	85,248.	48.	85,200.	
d Lobbying	191,549.	191,549.		
e Professional fundraising services. See Part IV, line 17	646,541.			646,541.
f Investment management fees	185,432.		185,432.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,446,192.	2,491,758.	501,343.	453,091.
12 Advertising and promotion	2,975,734.	2,366,015.	22,372.	587,347.
13 Office expenses	1,461,075.	686,171.	689,994.	84,910.
14 Information technology	1,854,568.	710,828.	861,489.	282,251.
15 Royalties				
16 Occupancy	2,968,098.	2,669,109.	285,282.	13,707.
17 Travel	1,949,320.	1,463,565.	127,091.	358,664.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,879,794.	1,841,869.	72.	37,853.
20 Interest	6,986.	6,717.	269.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,094,943.	2,058,857.	18,579.	17,507.
23 Insurance	224,508.	20,505.	204,003.	
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 CARE SUPPLIES	8,434,772.	8,381,917.	52,472.	383.
b EQUIPMENT RENTAL	5,693,305.	2,021,744.	1,029.	3,670,532.
c ANGELS REST/CAFETERIA C	3,613,945.	1,257,548.	85,013.	2,271,384.
d MISCELLANEOUS	1,653,213.	1,141,881.	294,679.	216,653.
e All other expenses	701,252.	625,086.	25,388.	50,778.
25 Total functional expenses. Add lines 1 through 24e	91,275,315.	68,078,500.	7,954,704.	15,242,111.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)	2,763,273.	1,542,867.	0.	1,220,406.

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,445,327.	1	943,155.
	2 Savings and temporary cash investments	7,858,527.	2	17,706,511.
	3 Pledges and grants receivable, net	4,318,086.	3	12,713,605.
	4 Accounts receivable, net	8,441,804.	4	6,192,955.
	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	892,840.	8	971,462.
	9 Prepaid expenses and deferred charges	1,288,715.	9	1,923,710.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 49,705,070.		
	b Less: accumulated depreciation	10b 18,794,579.		
	11 Investments - publicly traded securities	29,468,900.	10c	30,910,491.
	12 Investments - other securities. See Part IV, line 11	34,205,602.	11	46,345,040.
	13 Investments - program-related. See Part IV, line 11	8,584,363.	12	6,289,279.
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	2,781,089.	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	100,285,253.	15	3,217,137.	
		16	127,213,345.	
Liabilities	17 Accounts payable and accrued expenses	9,094,623.	17	12,150,903.
	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	920,960.	23	885,951.
	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	4,870,487.	25	5,711,138.
	26 Total liabilities. Add lines 17 through 25	14,886,070.	26	18,747,992.
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	55,704,538.	27	75,412,986.
	28 Temporarily restricted net assets	17,419,479.	28	18,567,205.
	29 Permanently restricted net assets	12,275,166.	29	14,485,162.
	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	85,399,183.	33	108,465,353.	
34 Total liabilities and net assets/fund balances	100,285,253.	34	127,213,345.	

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	113,252,695.
2	Total expenses (must equal Part IX, column (A), line 25)	2	91,275,315.
3	Revenue less expenses. Subtract line 2 from line 1	3	21,977,380.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	85,399,183.
5	Net unrealized gains (losses) on investments	5	2,486,556.
6	Donated services and use of facilities	6	204,399.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-1,602,165.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	108,465,353.

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** (2016)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2016

Open to Public Inspection

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

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

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	61,835,173.	52,613,136.	86,619,224.	82,251,839.	108,442,688.	391,762,060.
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	61,835,173.	52,613,136.	86,619,224.	82,251,839.	108,442,688.	391,762,060.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,023,486.
6 Public support. Subtract line 5 from line 4.						389,738,574.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	61,835,173.	52,613,136.	86,619,224.	82,251,839.	108,442,688.	391,762,060.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	778,827.	451,437.	1,208,596.	1,233,663.	1,398,860.	5,071,383.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...	66,217.	33,591.	38,411.	230.	8,501.	146,950.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	315,409.	314,205.	376,285.	386,476.	452,907.	1,845,282.
11 Total support. Add lines 7 through 10						398,825,675.
12 Gross receipts from related activities, etc. (see instructions)					12	13,781,993.
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 2016 (line 6, column (f) divided by line 11, column (f))	14	97.72 %
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	97.40 %
16a 33 1/3% support test - 2016. 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 - 2015. 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 - 2016. 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 - 2015. 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 10 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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. 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 - 2015. 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 in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d 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 12a or 12b 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 (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) 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 section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</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 or 990-EZ).</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 9a) 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 9a) 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 section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b 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.		
11a		
11b		
11c		

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.		
1		
2		

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).		
1		

Section D. All 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, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) 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.		
1		
2		
3		

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.		Yes	No
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.			
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.			
2a			
2b			
3a			
3b			

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 (explain in Part VI.) **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 2016 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-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7:			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

Schedule A (Form 990 or 990-EZ) 2016

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

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

2016

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/> <hr/>	\$ 10,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/> <hr/>	\$ 2,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/> <hr/>	\$	Person <input 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
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Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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Part III Exclusively religious, charitable, etc., 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

2016

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

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

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) 2016

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)	5,405.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	184,598.													
c	Total lobbying expenditures (add lines 1a and 1b)	190,003.													
d	Other exempt purpose expenditures	91,313,206.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	91,503,209.													
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) 2013	(b) 2014	(c) 2015	(d) 2016	(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	159,181.	188,134.	203,066.	190,003.	740,384.
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	4,007.	7,939.	199,478.	5,405.	216,829.

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 on 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 campaign activity 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" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2016

Open to Public Inspection

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

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on 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" on 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, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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 on 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 on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2016

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" on 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 on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on 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	19,383,509.	19,477,560.	11,145,637.	9,121,830.	6,853,383.
b Contributions	1,815,213.	160,355.	9,370,546.	1,755,147.	1,800,869.
c Net investment earnings, gains, and losses	1,345,699.	920,542.	-944,023.	307,576.	510,624.
d Grants or scholarships					
e Other expenditures for facilities and programs		1,010,124.			
f Administrative expenses	144,588.	164,824.	94,600.	38,916.	43,046.
g End of year balance	22,399,833.	19,383,509.	19,477,560.	11,145,637.	9,121,830.

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

- a Board designated or quasi-endowment 32.15 %
- b Permanent endowment 64.67 %
- c Temporarily restricted endowment 3.18 %

The percentages on 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" on line 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" on 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		6,890,915.		6,890,915.
b Buildings		28,598,772.	11,748,518.	16,850,254.
c Leasehold improvements		3,347,405.	244,773.	3,102,632.
d Equipment		10,041,893.	6,801,288.	3,240,605.
e Other		826,085.		826,085.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				30,910,491.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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" on 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" on 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	2,190,642.
(3) CAPITAL LEASE PAYABLE	10,789.
(4) OTHER LIABILITIES	3,509,707.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	5,711,138.

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" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
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		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	

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

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

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

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 X, LINE 2:

BEST FRIENDS HAS ANALYZED ALL TAX POSITIONS FOR APPLICABLE TAX

JURISDICTIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAINED OPEN,

INCLUDING U.S. FEDERAL AND STATE JURISDICTIONS FOR THE YEARS ENDED

SEPTEMBER 30, 2017 AND SEPTEMBER 30, 2016 AND DETERMINED THERE WERE NO

MATERIAL UNRECOGNIZED TAX BENEFITS OR OBLIGATIONS. THE OPEN TAX YEARS

SUBJECT TO SELECTION FOR EXAMINATION ARE 2013 THROUGH 2016.

PART V, LINE 4

THE ORGANIZATION INTENDS TO USE THE INCOME GENERATED FROM THE PERMANENT

ENDOWMENT FOR VARIOUS PROGRAMS.

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2016

Department of the Treasury
Internal Revenue Service

▶ 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.

Open to Public Inspection

Name of the organization

Employer identification number

BEST FRIENDS ANIMAL SOCIETY

23-7147797

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 the region	(d) Activities conducted in the region (by type) (such as, 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 the region	(f) Total expenditures for and investments in the region
ITALY - EUROPE	0	0	PROGRAM SERVICES	SUPPORT FOR CARE OF CATS	8,855.
3 a Sub-total	0	0			8,855.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			8,855.

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

Schedule F (Form 990) 2016

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 noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		ITALY - EUROPE	SUPPORT FOR CARE OF CATS - DONOR DESIGNATED GRANT	8,855.	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 ▶ 0

3 Enter total number of other organizations or entities ▶ 1

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 noncash assistance	(g) Description of noncash 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 separately 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 separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* Yes No

Schedule F (Form 990) 2016

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. See instructions.

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" on Form 990, Part IV, line 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

2016

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" on 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 10 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			
SOCIAL CAPITAL - 980 N MICHIGAN AVE SUITE 1610, NEWPORT CREATIVE COMMUNICATIONS INC - 21	CONSULTING		X	0.	255,000.	-255,000.
CHARITY DYNAMICS LLC - 4031 GUADALUPE ST, AUSTIN, TX	CONSULTING		X	0.	193,890.	-193,890.
JUDY RAPP SMITH - 6371 W 5TH STREET, LOS ANGELESE, CA	CONSULTING		X	0.	75,105.	-75,105.
BENTZ WHALEY FLESSNER & ASSOC - 7251 OHMS LN, MINNEAPOLIS,	CONSULTING		X	0.	34,500.	-34,500.
Total					591,745.	-591,745.

- 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" on 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 NONE	(d) Total events (add col. (a) through col. (c))
		SAVE THEM ALL GALA (event type)	DISCOVERY WEEKEND (event type)	(total number)	
Revenue	1 Gross receipts	273,150.	32,500.		305,650.
	2 Less: Contributions	229,150.	32,500.		261,650.
	3 Gross income (line 1 minus line 2)	44,000.			44,000.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages		50,755.		50,755.
	8 Entertainment				
	9 Other direct expenses	130,456.	46,680.		177,136.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				227,891.
	11 Net income summary. Subtract line 10 from line 3, column (d)				-183,891.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. 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: SOCIAL CAPITAL
- (I) ADDRESS OF FUNDRAISER:
980 N MICHIGAN AVE SUITE 1610, CHICAGO, IL 60611
- (I) NAME OF FUNDRAISER: NEWPORT CREATIVE COMMUNICATIONS INC
- (I) ADDRESS OF FUNDRAISER: 21 RAILROAD AVE, DUXBURY, ME 02332

Part IV Supplemental Information (continued)

(I) NAME OF FUNDRAISER: CHARITY DYNAMICS LLC

(I) ADDRESS OF FUNDRAISER: 4031 GUADALUPE ST, AUSTIN, TX 78751

(I) NAME OF FUNDRAISER: JUDY RAPP SMITH

(I) ADDRESS OF FUNDRAISER: 6371 W 5TH STREET, LOS ANGELESE, CA 90048

(I) NAME OF FUNDRAISER: BENTZ WHALEY FLESSNER & ASSOC

(I) ADDRESS OF FUNDRAISER: 7251 OHMS LN, MINNEAPOLIS, MN 55437

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

2016

**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" on 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 noncash assistance	(h) Purpose of grant or assistance
A LIFE TO LIVE ANIMAL SHELTER & ADOPTION CENTER	47-1817617	501C3	16,000.	0.			PROGRAM SERVICE SUPPORT
ACTION PROGRAMS FOR ANIMALS	27-0234541	501C3	20,000.	0.			PROGRAM SERVICE SUPPORT
AIKEN COUNTY ANIMAL SHELTER		501C3	25,000.	0.			PROGRAM SERVICE SUPPORT
ALACHUA COUNTY HUMANE SOCIETY	59-1908492	501C3	7,800.	0.			PROGRAM SERVICE SUPPORT
ALLEN COUNTY SPCA	35-6042135	501C3	75,950.	0.			PROGRAM SERVICE SUPPORT
ALLEY CAT ADVOCATES INC	61-1343210	501C3	15,000.	0.			PROGRAM SERVICE SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 191.
- 3** Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2016)

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
ANGEL CITY PIT BULLS	27-2348995	501C3	73,615.	0.			PROGRAM SERVICE SUPPORT
ANIMAL ADOPTION CENTER	20-0629074	501C3	14,400.	0.			PROGRAM SERVICE SUPPORT
ANIMAL ALLIES HUMANE SOCIETY	41-0917362	501C3	5,275.	0.			PROGRAM SERVICE SUPPORT
ANIMAL ARK RESCUE INC	45-1744558	501C3	12,625.	0.			PROGRAM SERVICE SUPPORT
ANIMAL BALANCE	68-0630714	501C3	75,000.	0.			PROGRAM SERVICE SUPPORT
ANIMAL CARE & CONTROL TEAM-PA	45-3985637	501C3	51,125.	0.			PROGRAM SERVICE SUPPORT
ANIMAL CARE CENTERS OF NYC	13-3788986	501C3	5,771.	0.			PROGRAM SERVICE SUPPORT
ANIMAL DEFENSE LEAGUE OF TX	74-6002033	501C3	7,050.	0.			PROGRAM SERVICE SUPPORT
ANIMAL RESCUE FUND OF THE HAMPTONS	23-7400663	501C3	5,175.	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
ANIMAL WELLNESS FOUNDATION	45-4361755	501C3	5,638.	0.			PROGRAM SERVICE SUPPORT
ARETE DIGITAL IMAGING	20-3784426	501C3	8,848.	0.			PROGRAM SERVICE SUPPORT
ARIZONA HUMANE SOCIETY	86-0135567	GOVERNMENT	64,250.	0.			PROGRAM SERVICE SUPPORT
ARIZONA PET PROJECT	86-1008549	501C3	12,500.	0.			PROGRAM SERVICE SUPPORT
AUSTIN PETS ALIVE	74-2893360	501C3	28,924.	0.			PROGRAM SERVICE SUPPORT
BARC	30-0021149	501C3	11,400.	0.			PROGRAM SERVICE SUPPORT
BARCS	86-1130456	501C3	6,100.	0.			PROGRAM SERVICE SUPPORT
BEAVER COUNTY ANIMAL CONTROL		GOVERNMENT	0.	5,943.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
BLACKHAT HUMANE SOCIETY		GOVERNMENT	0.	13,856.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BRANDYWINE VALLEY SPCA	23-1381030	501C3	12,000.	0.			PROGRAM SERVICE SUPPORT
BROOKHAVEN ANIMAL RESCUE LEAGUE	64-0659454	501C3	7,205.	0.			PROGRAM SERVICE SUPPORT
CACHE HUMANE SOC-LOGAN	51-0187825	501C3	24,050.	0.			PROGRAM SERVICE SUPPORT
CAMDEN COUNTY ANIMAL SHELTER	20-0549531	501C3	15,125.	0.			PROGRAM SERVICE SUPPORT
CARROLL COUNTY ANIMAL SHELTER	58-6000794	501C3	7,620.	0.			PROGRAM SERVICE SUPPORT
CAT ADOPTION TEAM	20-0773819	501C3	17,780.	0.			PROGRAM SERVICE SUPPORT
CATS CATS CATS RESCUE INC	81-1875595	501C3	62,875.	0.			PROGRAM SERVICE SUPPORT
CHARLESTON ANIMAL SOCIETY	57-6021863	501C3	14,410.	0.			PROGRAM SERVICE SUPPORT
CHEBOYGAN COUNTY HUMANE SOCIETY	38-2096214	GOVERNMENT	6,000.	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
CHEYENNE ANIMAL SHELTER	83-0217643	501C3	14,303.	0.			PROGRAM SERVICE SUPPORT
CHUCK WAGGIN' PET FOOD PANTRY		501C3	0.	86,887.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
CITY OF AUSTIN	74-6000085	GOVERNMENT	14,800.	0.			PROGRAM SERVICE SUPPORT
CITY OF EL PASO	74-6000749	GOVERNMENT	62,510.	0.			PROGRAM SERVICE SUPPORT
CITY OF IDAHO FALLS ANIMAL SHELTER	82-6000208	GOVERNMENT	16,000.	0.			PROGRAM SERVICE SUPPORT
CITY OF SAN ANTONIO	74-6002070	GOVERNMENT	45,547.	0.			PROGRAM SERVICE SUPPORT
CLEVELAND COUNTY ANIMAL CONTROL	34-6000646	GOVERNMENT	8,300.	0.			PROGRAM SERVICE SUPPORT
COLONY CATS & DOGS	04-3749543	501C3	8,220.	0.			PROGRAM SERVICE SUPPORT
COLOR-COUNTRY ANIMAL WELFARE	26-3955089	501C3	6,600.	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
COMMUNITY ANIMAL WELFARE SOC-CAWS	87-0515959	501C3	31,445.	0.			PROGRAM SERVICE SUPPORT
COMPANION ANIMAL ALLIANCE	27-1204719	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
DALLAS ANIMAL SERVICES	75-6000508	501C3	27,635.	0.			PROGRAM SERVICE SUPPORT
DALLAS PETS ALIVE	46-2768869	501C3	7,000.	0.			PROGRAM SERVICE SUPPORT
DAVIS COUNTY ANIMAL SERVICES	87-6000297	GOVERNMENT	30,165.	0.			PROGRAM SERVICE SUPPORT
DESIGNER DOG RESCUE	47-2834889	501C3	11,250.	0.			PROGRAM SERVICE SUPPORT
DOWNTOWN DOG RESCUE	46-1958507	501C3	6,125.	0.			PROGRAM SERVICE SUPPORT
DUCK TEAM 6 STREET DOG RESCUE	46-0853833	501C3	9,900.	0.			PROGRAM SERVICE SUPPORT
EMPTY BOWL	01-0975325	501C3	0.	16,361.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FIRST COAST NMHP	01-0709158	501C3	22,472.	0.			PROGRAM SERVICE SUPPORT
FIXNATION INC	83-0452460	501C3	108,100.	0.			PROGRAM SERVICE SUPPORT
FORT COLLINS CAT RESCUE & SPAY/NEUTER CLINIC	20-4969731	501C3	11,715.	0.			PROGRAM SERVICE SUPPORT
FORT WORTH ANIMAL CARE & CONTROL	75-6000528	501C3	10,790.	0.			PROGRAM SERVICE SUPPORT
FREDONIA CITY ANIMAL CONTROL		GOVERNMENT	0.	5,395.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
FRESNO HUMANE ANIMAL SERVICES	47-4798338	GOVERNMENT	14,590.	0.			PROGRAM SERVICE SUPPORT
FRIENDS OF ARLINGTON ANIMAL SERVICES	41-2250126	501C3	8,050.	0.			PROGRAM SERVICE SUPPORT
FRIENDS OF COUNTY PETS INC	27-2208248	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
FRIENDS OF PALM SPRINGS SHELTER	33-0731853	501C3	7,680.	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
FRIENDS OF PIMA ANIMAL CARE & CONTROL	47-4160770	501C3	22,000.	0.			PROGRAM SERVICE SUPPORT
FUREVER BUDDYS RESCUE	45-2488353	501C3	5,740.	0.			PROGRAM SERVICE SUPPORT
FURKIDS INC	01-0766844	501C3	38,150.	0.			PROGRAM SERVICE SUPPORT
GEORGIA SPCA	26-8927871	501C3	8,850.	0.			PROGRAM SERVICE SUPPORT
GHETTO RESCUE FOUNDATION	45-4543297	501C3	5,838.	0.			PROGRAM SERVICE SUPPORT
GOOD DOG RESQ		501C3	0.	7,718.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
GREAT PLAINS SPCA	05-0552529	501C3	51,273.	0.			PROGRAM SERVICE SUPPORT
GREENVILLE COUNTY ANIMAL CARE	57-6000356	501C3	22,850.	0.			PROGRAM SERVICE SUPPORT
HALO ANIMAL RESCUE	86-0832160	501C3	61,865.	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
HAPPY CATS HAVEN	45-1633134	501C3	8,325.	0.			PROGRAM SERVICE SUPPORT
HAVEN HUMANE SOCIETY INC	94-1634752	501C3	9,800.	0.			PROGRAM SERVICE SUPPORT
HEART'S ALIVE VILLAGE	46-3622732	501C3	0.	5,798.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
HEAVEN ON EARTH SOCIETY FOR ANIMALS	77-0538189	501C3	181,275.	0.			PROGRAM SERVICE SUPPORT
HOMEWARD TRAILS ANIMAL RESCUE INC	32-0086330	501C3	36,815.	0.			PROGRAM SERVICE SUPPORT
HOUSTON PETS ALIVE!	46-5455638	501C3	20,800.	0.			PROGRAM SERVICE SUPPORT
HUMANE ANIMAL TREATMENT SOCIETY-MI	38-3485419	GOVERNMENT	5,600.	0.			PROGRAM SERVICE SUPPORT
HUMANE RESCUE ALLIANCE	53-0219724	GOVERNMENT	16,285.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY FOR GREATER SAVANNAH	58-0619035	GOVERNMENT	27,500.	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
HUMANE SOCIETY OF CHARLOTTE INC	58-1342479	GOVERNMENT	28,345.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF INDIANAPOLIS	35-0876385	GOVERNMENT	18,460.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF MEMPHIS & SHELBY COUNTY	23-7236238	GOVERNMENT	25,000.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF NORTHERN UTAH	26-2250673	GOVERNMENT	15,520.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF PAGOSA SPRINGS	74-2350919	GOVERNMENT	0.	18,796.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF SE MISSOURI	43-1108057	GOVERNMENT	9,100.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF UTAH-MURRAY	87-0256350	GOVERNMENT	21,131.	0.			PROGRAM SERVICE SUPPORT
HUMANE SOCIETY OF VALDOSTA/LOWNDES CTY	58-1874746	GOVERNMENT	10,000.	0.			PROGRAM SERVICE SUPPORT
IDAHO HUMANE SOCIETY	82-0212536	GOVERNMENT	41,000.	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
IRON COUNTY SHERIFF'S OFFICE		GOVERNMENT	0.	14,265.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
JACKSONVILLE HUMANE SOCIETY	59-0624410	GOVERNMENT	26,975.	0.			PROGRAM SERVICE SUPPORT
JASPER ANIMAL RESCUE MISSION	04-3810173	501C3	5,400.	0.			PROGRAM SERVICE SUPPORT
KANAB ANIMAL CONTROL		GOVERNMENT	0.	5,039.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
KANSAS CITY PET PROJECT	45-3067615	GOVERNMENT	5,800.	0.			PROGRAM SERVICE SUPPORT
KARMA RESCUE INC	04-3782227	501C3	9,768.	0.			PROGRAM SERVICE SUPPORT
KENTUCKY HUMANE SOCIETY	61-0463938	GOVERNMENT	60,945.	0.			PROGRAM SERVICE SUPPORT
KITSAP HUMANE SOCIETY	91-0728353	GOVERNMENT	31,845.	0.			PROGRAM SERVICE SUPPORT
KITC CRUSADERS INC	27-4007806	501C3	14,875.	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
KITTEN RESCUE	95-4670174	501C3	280,000.	0.			PROGRAM SERVICE SUPPORT
KITTY BUNGALOW CHARM SCHOOL	27-1297223	501C3	77,500.	0.			PROGRAM SERVICE SUPPORT
KNOX-WHITLEY HUMANE ASSOC INC	31-1648199	501C3	13,845.	0.			PROGRAM SERVICE SUPPORT
LA DEPT OF ANIMAL SERVICES	95-6000735	GOVERNMENT	30,042.	0.			PROGRAM SERVICE SUPPORT
LABS & FRIENDS.ORG	45-3139097	501C3	21,520.	0.			PROGRAM SERVICE SUPPORT
LAFAYETTE ANIMAL AID	23-7414331	501C3	39,453.	0.			PROGRAM SERVICE SUPPORT
LAKE CITY HUMANE SOCIETY	59-1542699	GOVERNMENT	7,040.	0.			PROGRAM SERVICE SUPPORT
LATINO ALLIANCE FOR ANIMAL CARE FDN	45-4722654	501C3	6,000.	0.			PROGRAM SERVICE SUPPORT
LEXINGTON HUMANE SOCIETY	61-0444762	GOVERNMENT	28,891.	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
LIBERTY HUMANE SOCIETY INC	22-3585263	GOVERNMENT	7,745.	0.			PROGRAM SERVICE SUPPORT
LIFELINE ANIMAL PROJECT INC	01-0599278	501C3	167,410.	0.			PROGRAM SERVICE SUPPORT
LOST OUR HOME PET FOUNDATION	37-1589959	501C3	11,500.	2,877.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
LOUIES LEGACY ANIMAL RESCUE	27-0805279	501C3	29,050.	0.			PROGRAM SERVICE SUPPORT
LOUISVILLE METRO ANIMAL SERVICES	32-0049006	501C3	6,535.	0.			PROGRAM SERVICE SUPPORT
LYNCHBURG HUMANE SOCIETY	54-0570901	GOVERNMENT	34,076.	0.			PROGRAM SERVICE SUPPORT
MARLEY'S MUTTS DOG RESCUE	30-0636031	501C3	21,000.	0.			PROGRAM SERVICE SUPPORT
MARY S ROBERTS PET ADOPTION CENTER	95-1458062	501C3	9,550.	0.			PROGRAM SERVICE SUPPORT
MEOW NOW INC	46-4830300	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
METRO EAST HUMANE SOCIETY	37-1196065	GOVERNMENT	10,095.	0.			PROGRAM SERVICE SUPPORT
MIAMI-DADE COUNTY ANIMAL SERVICES	59-6000573	501C3	50,800.	0.			PROGRAM SERVICE SUPPORT
MIDVALLEY ANIMAL CLINIC	87-0637500	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
NATIONAL SPAY ALLIANCE FOUNDATION	46-5460727	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
NAVAJO NATION ANIMAL CONTROL PROGRAM	86-0092335	501C3	10,090.	0.			PROGRAM SERVICE SUPPORT
NOAH'S ARK	27-2765562	501C3	0.	5,508.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
NUZZLES & CO	87-0482464	501C3	9,975.	0.			PROGRAM SERVICE SUPPORT
ONE MORE CHANCE RESCUE	20-3588471	501C3	0.	8,709.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
ONTARIO FERAL CAT PROJECT	27-2595437	501C3	8,370.	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
OREGON FRIENDS OF SHELTER ANIMALS	20-0003876	501C3	10,500.	0.			PROGRAM SERVICE SUPPORT
OREGON HUMANE SOCIETY	93-0386880	GOVERNMENT	40,000.	0.			PROGRAM SERVICE SUPPORT
PAGE ANIMAL ADOPTION AGENCY	26-1708518	501C3	0.	28,610.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
PAL ANIMAL SANCTUARY	95-4516403	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
PALM BEACH COUNTY ANIMAL CARE & CONTROL	59-6000785	501C3	256,239.	0.			PROGRAM SERVICE SUPPORT
PARIS ANIMAL WELFARE SOCIETY INC	61-1224933	501C3	12,480.	0.			PROGRAM SERVICE SUPPORT
PAWS ATLANTA INC	58-6074088	501C3	12,600.	0.			PROGRAM SERVICE SUPPORT
PAWS FOR LIFE UT	45-5358361	501C3	8,150.	0.			PROGRAM SERVICE SUPPORT
PEGGY ADAMS ANIMAL RESCUE LEAGUE	59-0637811	501C3	14,800.	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
PEOPLE FOR ANIMALS INC	22-2331492	501C3	7,205.	0.			PROGRAM SERVICE SUPPORT
PET ALLIANCE OF GREATER ORLANDO	59-0637883	501C3	24,775.	0.			PROGRAM SERVICE SUPPORT
PET ALLIES	86-0829565	501C3	0.	39,528.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
PET COMMUNITY CENTER	45-1524886	501C3	20,000.	0.			PROGRAM SERVICE SUPPORT
PETER ZIPPI MEMORIAL FUND INC	47-4691814	501C3	13,600.	0.			PROGRAM SERVICE SUPPORT
PHILA ANIMAL WELFARE SOC -PAWS	26-3862631	501C3	7,700.	0.			PROGRAM SERVICE SUPPORT
PIMA ANIMAL CARE CENTER	86-6000543	501C3	11,200.	0.			PROGRAM SERVICE SUPPORT
PIT SISTERS INC	32-0355003	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
PITT COUNTY ANIMAL SHELTER	56-6000332	501C3	30,600.	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
PLANNED PETHOOD OF GEORGIA	90-0516757	501C3	20,081.	0.			PROGRAM SERVICE SUPPORT
PLAQUEMINES ANIMAL WELFARE SOCIETY	46-0519776	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
POSH PETS RESCUE	20-3536270	501C3	5,700.	0.			PROGRAM SERVICE SUPPORT
PURRFECT PAWPRINTS	90-0353655	501C3	6,750.	0.			PROGRAM SERVICE SUPPORT
RICHMOND ANIMAL LEAGUE INC	51-0240493	501C3	21,700.	0.			PROGRAM SERVICE SUPPORT
ROICE-HURST HUMANE SOCIETY	84-6048416	GOVERNMENT	10,000.	0.			PROGRAM SERVICE SUPPORT
RVETS	45-3123611	501C3	7,550.	0.			PROGRAM SERVICE SUPPORT
SAFE HAVEN FOR CATS	56-1916620	501C3	6,480.	0.			PROGRAM SERVICE SUPPORT
SAN ANTONIO HUMANE SOCIETY	74-6024105	GOVERNMENT	5,965.	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
SAN ANTONIO PETS ALIVE LLC	45-4141531	501C3	6,450.	0.			PROGRAM SERVICE SUPPORT
SEATTLE AREA FELINE RESCUE	91-2041961	501C3	6,425.	0.			PROGRAM SERVICE SUPPORT
SECOND CHANCE CENTER FOR ANIMALS	26-2395228	501C3	15,000.	0.			PROGRAM SERVICE SUPPORT
SICSA PET ADOPTION CENTER	23-7367199	501C3	22,465.	0.			PROGRAM SERVICE SUPPORT
SNAKE RIVER ANIMAL SHELTER INC	20-5175430	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
SOUL DOG	45-4137227	501C3	0.	109,207.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
SOUTHERN PINES ANIMAL SHELTER	64-0514796	501C3	28,900.	0.			PROGRAM SERVICE SUPPORT
SPAY & NEUTER KANSAS CITY	82-0563117	GOVERNMENT	6,100.	0.			PROGRAM SERVICE SUPPORT
SPAY NEUTER ASSISTANCE FOR PETS INC	74-3083045	501C3	6,000.	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
SPAY NEUTER NETWORK	20-0276988	501C3	26,500.	0.			PROGRAM SERVICE SUPPORT
SPAY NEUTER PROJECT OF LA	20-8542566	501C3	382,475.	0.			PROGRAM SERVICE SUPPORT
SPAY4LA INC	45-2996980	501C3	49,500.	0.			PROGRAM SERVICE SUPPORT
SPCA OF FRANKLIN COUNTY	65-1174780	501C3	5,205.	0.			PROGRAM SERVICE SUPPORT
STILLWATER CAT HAVEN	27-4848192	501C3	8,750.	0.			PROGRAM SERVICE SUPPORT
STONE COUNTY SPCA	27-1359759	501C3	9,900.	0.			PROGRAM SERVICE SUPPORT
STRAY CAT ALLIANCE	95-4787231	501C3	208,785.	0.			PROGRAM SERVICE SUPPORT
STREET CAT HUB	47-1258466	501C3	41,500.	0.			PROGRAM SERVICE SUPPORT
SUMNER SPAY NEUTER ALLIANCE	46-4175450	501C3	20,000.	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
TEXAS LITTER CONTROL	46-0920592	501C3	50,000.	0.			PROGRAM SERVICE SUPPORT
THE ANIMAL FOUNDATION	88-0144253	501C3	27,365.	0.			PROGRAM SERVICE SUPPORT
THE FETCH FOUNDATION	38-3807057	501C3	0.	14,694.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
THIS OLD HORSE INC	45-4234611	501C3	30,000.	0.			PROGRAM SERVICE SUPPORT
THOMASVILLE THOMAS CTY HUMANE SOCIETY	58-1299962	GOVERNMENT	20,000.	0.			PROGRAM SERVICE SUPPORT
TUBA CITY HUMANE	86-0715785	GOVERNMENT	0.	29,999.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
UNITED COALITION FOR ANIMALS	30-0024366	501C3	10,000.	0.			PROGRAM SERVICE SUPPORT
UTAH ANIMAL ADOPTION CENTER	94-2950501	501C3	6,128.	0.			PROGRAM SERVICE SUPPORT
UTAH VALLEY ANIMAL RESCUE	47-1264869	501C3	8,000.	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
VALLEY VIEW EQUINE RESCUE	26-3832985	501C3	14,275.	0.			PROGRAM SERVICE SUPPORT
WAGS AND WALKS	45-3749303	501C3	52,475.	0.			PROGRAM SERVICE SUPPORT
WESTERN ARIZONA HUMANE		GOVERNMENT	0.	14,736.	MARKET PRICE	ANIMAL FOOD	PROGRAM SERVICE SUPPORT
WILLIAMSON COUNTY REGIONAL ANIMAL SHELTER	74-6000978	GOVERNMENT	9,450.	0.			PROGRAM SERVICE SUPPORT
ZIGGY AND FRIENDS CAT RESCUE	46-3128166	501C3	8,450.	0.			PROGRAM SERVICE SUPPORT

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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 noncash assistance
PROVIDE FOOD FOR ANIMALS	890	0.	200,309.	FMV	ANIMAL FOOD FOR INDIVIDUALS SUPPORTING OUR PROGRAMS FOR CATS, DOGS, AND HORSES
PROVIDE ASSISTANCE FOR FOOD, VETERINARY EXPENSES	30	13,889.	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

2016

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.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

BEST FRIENDS ANIMAL SOCIETY

Employer identification number

23-7147797

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on 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 (such as, 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 on 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 on 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 on 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" on line 5a or 5b, describe in Part III.
- 6** For persons listed on 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" on line 6a or 6b, describe in Part III.
- 7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III
- 8** Were any amounts reported on 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" on 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) 2016

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 on 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 aren't 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 on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) GREGORY CASTLE CEO, BOARD MEMBER	(i)	196,015.	0.	0.	7,000.	5,988.	209,003.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) FRANCIS BATTISTA CHAIR OF BOARD	(i)	146,410.	0.	0.	7,000.	5,988.	159,398.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) PAUL ALTHERR CFO	(i)	187,080.	0.	0.	7,000.	0.	194,080.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) JULIANNE CASTLE CDMO	(i)	178,542.	0.	0.	7,000.	5,988.	191,530.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) ANGELA L EMBREE CIO	(i)	173,041.	0.	0.	7,000.	5,988.	186,029.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) SUSAN M CITRO CDO	(i)	213,246.	0.	0.	0.	5,988.	219,234.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) VALERIE DORIAN SR DIRECTOR DEVELOPMENT	(i)	190,325.	0.	0.	0.	0.	190,325.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) KAREN GALLARDO DIRECTOR OF PLANNED GIVING	(i)	209,084.	0.	0.	0.	5,988.	215,072.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) MARC A PERALTA EXECUTIVE DIRECTOR	(i)	136,509.	0.	0.	7,000.	12,601.	156,110.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(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.

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	185,689.	EMPLOYEE CO		X
JUDAH BATTISTA	SON: BD MEMBER BATT	132,290.	EMPLOYEE CO		X
CARRAGH MALONEY	DAUGHTER: BD MEMBER	95,169.	EMPLOYEE CO		X
LYNN BATTISTA	DAUGH-IN-LAW: BD ME	31,166.	EMPLOYEE CO		X
SILVA BATTISTA	SPOUSE: BD MEMBER B	83,906.	EMPLOYEE CO		X
JONATHAN SIZEMORE	SPOUSE: OFFICER SIZ	44,412.	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: 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

(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

Part V Supplemental Information

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

(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: JONATHAN SIZEMORE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SPOUSE: OFFICER SIZEMORE

(D) DESCRIPTION OF TRANSACTION: EMPLOYEE COMPENSATION

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2016

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	X	249	124,291	FMV
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	93	1,735,075	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	183,714	2,208,349	FMV
20 Drugs and medical supplies	X	2,976	66,403	FMV
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (ANIMAL AND CL)	X	56,563	391,525	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 isn't 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 nonstandard 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 didn't 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) (2016)

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, 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

2016

Open to Public
Inspection

Name of the organization BEST FRIENDS ANIMAL SOCIETY	Employer identification number 23-7147797
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FORM 990 PART III LINE 4A

AT THE HEART OF BEST FRIENDS ANIMAL SOCIETY'S WORK LIES BEST FRIENDS

ANIMAL SANCTUARY - THE COUNTRY'S LARGEST NO-KILL SANCTUARY FOR

COMPANION ANIMALS, NESTLED IN THE MAJESTIC RED ROCK CANYONS OF SOUTHERN

UTAH. FOUNDED IN 1984, THE SANCTUARY WAS CREATED ON ONE SIMPLE BELIEF:

THAT EVERY PET HAS A LIFE WORTH SAVING. SINCE THEN, THOUSANDS UPON

THOUSANDS OF ANIMALS HAVE FOUND REFUGE HERE AND RECEIVED LOVE AND

OUTSTANDING CARE AS THEY SEARCH FOR GOOD HOMES.

ON ANY GIVEN DAY, SOME 1,600 DOGS, CATS, BUNNIES, BIRDS, HORSES AND

OTHER BARNYARD ANIMALS CALL THE SANCTUARY THEIR HOME BETWEEN HOMES,

WITH EACH ANIMAL RECEIVING ALL THE AFFECTION AND CARE NEEDED TO HEAL,

BOTH PHYSICALLY AND EMOTIONALLY.

BEST FRIENDS IS COMMITTED TO FINDING LOVING HOMES FOR AS MANY ANIMALS

AT THE SANCTUARY AS POSSIBLE. BUT EVEN IF THAT RIGHT HOME NEVER COMES

ALONG, THE ANIMALS ARE WELCOME TO CALL THE SANCTUARY HOME FOR THE REST

OF THEIR LIVES.

AT THE SANCTUARY IN FISCAL YEAR 2017:

* 1,433 ANIMALS WERE WELCOMED.

* 1,145 ANIMALS FOUND LOVING FOREVER HOMES, WITH 37 PERCENT OF THEM

HAVING SPECIAL NEEDS.

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

WILDLIFE REHABILITATION AND EDUCATION CENTER, SUCCESSFULLY

REHABILITATED 185 INJURED WILD ANIMALS AND AFTER THEIR FULL RECOVERY

RELEASED THEM BACK TO THEIR NATURAL HABITATS. FOR THOSE ANIMALS TOO

INJURED OR TOO ACCLIMATED TO PEOPLE TO RETURN TO THE WILD, THEY RECEIVE

A LIFETIME OF CARE AND BECOME TREASURED TEACHERS BY EDUCATING VISITORS

AND VOLUNTEERS ABOUT WILDLIFE AND CONSERVATION ISSUES.

* MORE THAN 31,000 PEOPLE VISITED, AND MORE THAN 12,000 PEOPLE

VOLUNTEERED TO HELP THE ANIMALS.

* ANIMAL CARE FACILITIES WERE RENOVATED TO MAKE BEST FRIENDS' CARE

EVEN BETTER:

* IN JUNE 2017, THE NEW PARROT GARDEN HEADQUARTERS OFFICIALLY

OPENED. THE NEW BUILDING FEATURES A CENTRAL AVIARY WITH LIVING PLANTS

AND A WATER FEATURE. AND IT WAS DESIGNED TO INCREASE FUNCTIONAL SPACE

AND BETTER ACCOMMODATE BIRDS, STAFF AND VOLUNTEERS YEAR-ROUND. IN

FISCAL YEAR 2017, 78 NEW BIRDS WERE WELCOMED TO PARROT GARDEN, AND 49

BIRDS FOUND HOMES.

* IN THE SUMMER OF 2017, WE BEGAN PHASE 0 OF OUR ESTIMATED \$3.7

MILLION HORSE HAVEN RENOVATION PROJECT, WHICH AIMS TO MAKE HORSE HAVEN

AN EVEN GREATER REFUGE FOR ABANDONED AND ABUSED HORSES. WE BEGAN

INSTALLING WATER LINE AND FENCING IN THE CANYON SO THAT HORSES CAN

VACATE THE CURRENT SITE.

* BEST FRIENDS ANIMAL CLINIC HAD ANOTHER BUSY YEAR:

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* SPAY/NEUTER PROCEDURES - 4,235 (3,560 PUBLIC)

* DENTALS - 180 (18 PUBLIC)

* OTHER MISCELLANEOUS SURGERIES - 343 (156 PUBLIC)

* AFTER-HOURS EMERGENCIES - 72 (42 PUBLIC)

FORM 990 PART III LINE 4B

WHEN BEST FRIENDS WAS FIRST FOUNDED, AN ESTIMATED 17 MILLION DOGS AND CATS WERE BEING KILLED IN AMERICA'S SHELTERS EVERY YEAR, SIMPLY BECAUSE THEY DIDN'T HAVE SAFE PLACES TO CALL HOME. TOGETHER WITH OUR MEMBERS, PARTNERS AND CARING PEOPLE AROUND THE COUNTRY, WE HAVE REDUCED THAT NUMBER TO ABOUT 1.5 MILLION PER YEAR. THAT'S TREMENDOUS PROGRESS, BUT WE WON'T STOP UNTIL WE SAVE THEM ALL.

THROUGH LIFESAVING PROGRAMS, SPECIAL EVENTS, TARGETED INITIATIVES, LEGISLATIVE EFFORTS AND A NETWORK OF VALUABLE PARTNERSHIPS WITH ANIMAL WELFARE ORGANIZATIONS (MORE THAN 2,100 AND COUNTING), BEST FRIENDS IS WORKING TO END THE KILLING OF DOGS AND CATS IN SHELTERS FOR GOOD. IN FACT, WE'VE EVEN PUT A DATE ON IT. BY 2025, TOGETHER, WE WILL MAKE THE ENTIRE COUNTRY NO-KILL.

TO ACHIEVE THAT GOAL, IN FISCAL YEAR 2017, WE TOOK MANY CRITICAL STRATEGIC STEPS:

* THROUGH SHELTER ANIMALS COUNT, BEST FRIENDS BEGAN WORKING

EXTENSIVELY WITH ANIMAL WELFARE GROUPS ACROSS THE COUNTRY TO COLLECT

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ACCURATE DATA - WHICH WILL PAINT A BETTER PICTURE FOR HOW, TOGETHER,
 WE'LL MAKE THE COUNTRY NO-KILL. OUR FINDINGS IN FISCAL YEAR 2017 SHOWED
 THAT THE NUMBER OF DOGS AND CATS BEING KILLED IN AMERICA'S SHELTERS
 EACH DAY DROPPED FROM MORE THAN 9,000 TO NEARLY 5,500.

* BEST FRIENDS SET UP A NATIONAL STEERING COMMITTEE, WHICH IS MADE UP
 OF ANIMAL WELFARE LEADERS FROM LOCAL AND NATIONAL LEVELS. THE COMMITTEE
 CONVENED IN FEBRUARY 2017 AND WAS TASKED WITH CREATING THE ROAD MAP TO
 ACHIEVE NO-KILL NATIONWIDE BY 2025.

* BEST FRIENDS SPRING ANIMAL WELFARE SUMMITS BEGAN, PRESENTED BY
 MADDIE'S FUND . HELD IN EIGHT MAJOR CITIES AROUND THE COUNTRY, THESE
 ONE-DAY SUMMITS BRING LOCAL ANIMAL WELFARE LEADERS TOGETHER TO DISCUSS
 WAYS TO BUILD COALITIONS AND INCREASE REGIONAL COLLABORATION TO ACHIEVE
 OUR 2025 GOAL.

* AT THE 2017 BEST FRIENDS NATIONAL CONFERENCE, HELD IN ATLANTIC CITY,
 NEW JERSEY, INTERACTIVE WORKSHOPS THAT FOCUSED ON COLLECTIVE PROBLEM
 SOLVING WITHIN THE COUNTRY'S EIGHT REGIONS WERE FEATURED. THESE
 WORKSHOPS PROMOTED COLLABORATION AND IDEA-SHARING FOR MAKING THE
 COUNTRY NO-KILL BY 2025.

* BEST FRIENDS BEGAN A MUNICIPAL SHELTER OUTREACH AND MENTORING
 PROGRAM, DESIGNED FOR SHELTERS THAT ARE CRITICAL TO ACHIEVING NO-KILL
 BY 2025. IN THIS PILOT PROGRAM, SHELTER LEADERS GET HANDS-ON TRAINING
 AND SUPPORT IN MULTIPLE AREAS.

IN FISCAL YEAR 2017, BEST FRIENDS:

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* DIRECTLY HELPED 191,770 PETS THROUGH OUR SANCTUARY, REGIONAL CENTERS, INITIATIVES AND NATIONAL PROGRAMS.

* PERFORMED 98,275 SPAY/NEUTER SURGERIES AT OUR CLINICS AND THROUGH OUR PROGRAMS.

* FOUND HOMES FOR 80,488 ANIMALS THROUGH OUR ADOPTION CENTERS, EVENTS AND PROMOTIONS.

* PROVIDED SECOND CHANCES TO 4,796 NEWBORN KITTENS AND THEIR MOTHERS AT OUR KITTEN NURSERIES.

OTHER FISCAL YEAR 2017 HIGHLIGHTS

NETWORK PARTNERS AND OTHER NATIONAL OUTREACH:

* BEST FRIENDS SUPER ADOPTION EVENTS ARE STILL THE LARGEST ADOPTION EVENTS IN THE COUNTRY. TAKING PLACE TWICE A YEAR IN NEW YORK CITY, LOS ANGELES AND SALT LAKE CITY, THEY BRING TOGETHER RESCUE GROUPS, SHELTERS AND THOUSANDS OF ADOPTERS TO FIND HOMES FOR AS MANY PETS AS POSSIBLE. IN 2017, 3,135 PETS FOUND HOMES AT SUPER ADOPTION EVENTS.

* STRUT YOUR MUTT, A NATIONAL FUNDRAISER THAT HELPS RAISE MONEY FOR HUNDREDS OF ANIMAL WELFARE GROUPS (AND THE ANIMALS), TAKES PLACE IN 14 CITIES ACROSS THE COUNTRY, PLUS THERE IS AN ONLINE EVENT FOR PEOPLE WHO DON'T LIVE NEAR EVENT CITIES. IN 2017, STRUT YOUR MUTT RAISED MORE THAN \$2.6 MILLION, WITH NEARLY \$2 MILLION GOING DIRECTLY TO 300

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PARTICIPATING BEST FRIENDS NETWORK PARTNERS.

* BEST FRIENDS NETWORK IS MADE UP OF A GROUP OF ANIMAL WELFARE ORGANIZATIONS COMMITTED TO SAVING THE LIVES OF HOMELESS PETS THROUGH EFFECTIVE ADOPTION AND SPAY/NEUTER PROGRAMS. IN FISCAL YEAR 2017, THE NETWORK HAD MORE THAN 2,000 (AND COUNTING) PARTNERS IN ALL 50 STATES. BEST FRIENDS PRESENTED NETWORK PARTNERS WITH MORE THAN \$4.7 MILLION IN GRANTS THAT MADE IT POSSIBLE FOR THEM TO SAVE THE LIVES OF EVEN MORE HOMELESS PETS. AND NETWORK PARTNERS PARTICIPATING IN BEST FRIENDS' ADOPTION PROMOTIONS HELPED FIND HOMES FOR 57,842 PETS.

* BEST FRIENDS LAUNCHED THE BEST FRIENDS DIGITAL COMMUNITY, WHERE NETWORK PARTNERS FROM ACROSS THE COUNTRY CAN CONNECT, DISCUSS PROBLEMS AND LIFESAVING IDEAS, AND SHARE BEST PRACTICES.

* DURING BEST FRIENDS' GIVE LOVE ADOPTION PROMOTION IN FEBRUARY 2017, SPONSORED BY BOBS FOR DOGS FROM SKECHERS, 8,400 BEST FRIENDS' AND PARTICIPATING NETWORK PARTNER PETS FOUND LOVING HOMES.

* BEST FRIENDS PRESENTED THE ARIZONA HUMANE SOCIETY IN PHOENIX, ARIZONA WITH TWO GRANTS TOTALING \$23,000 TO CREATE AND EXPAND THEIR "BOTTLE BABY ICU" FOR NEWBORN KITTENS. AS A RESULT, THEY WERE ABLE TO CARE FOR 1,235 (AND COUNTING) KITTENS.

* THE RACHAEL RAY SAVE THEM ALL GRANTS, MADE POSSIBLE THROUGH THE RACHAEL RAY FOUNDATION, FUNDED NEW LIFESAVING PROGRAMS FOR 49 BEST FRIENDS NETWORK PARTNER ACROSS 23 STATES IN FISCAL YEAR 2017. ONE GROUP, GREENVILLE COUNTY ANIMAL CARE IN GREENVILLE, SOUTH CAROLINA,

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RECEIVED A \$20,000 RACHAEL RAY SAVE THEM ALL GRANT TO PROVIDE FREE SPAY/NEUTER FOR LARGE-BREED DOGS. IN THE FIRST FOUR MONTHS OF THE GRANT, THE GROUP SPAYED OR NEUTERED 140 LARGE DOGS AND PUPPIES. AND THE PET ALLIANCE OF GREATER ORLANDO IN ORLANDO, FLORIDA, RECEIVED A \$10,000 RACHAEL RAY SAVE THEM ALL GRANT TO CREATE A NEW APARTMENT REGISTRY PROGRAM AND ENCOURAGE MORE PET-FRIENDLY HOUSING.

* DURING BEST FRIENDS' SUMMER TO SAVE THEM ALL - A PROMOTION THAT FEATURED VARIOUS ADOPTION SPECIALS AND TOOK PLACE IN JUNE, JULY AND AUGUST 2017 - AN AMAZING 25,762 PETS FROM BEST FRIENDS AND OUR NETWORK PARTNERS FOUND HOMES.

* AT THE 2017 BEST FRIENDS NATIONAL CONFERENCE HELD IN ATLANTIC CITY, NEW JERSEY, 1,363 PARTICIPANTS HEARD INNOVATIVE IDEAS AND FOUND INSPIRATION TO HELP SAVE THEM ALL IN THEIR OWN COMMUNITIES.

* ON AUGUST 27, BEST FRIENDS AND SEVERAL RESCUE PARTNERS WERE ON THE GROUND IN HOUSTON TO HELP ANIMALS AFFECTED BY HURRICANE HARVEY. IN RESPONSE TO THE AFTERMATH OF THE STORM, BEST FRIENDS HELPED MORE THAN 2,800 ANIMALS BETWEEN AUGUST 25 AND THE END OF 2017. AND AT THE PET REUNION PAVILION IN THE NRG ARENA IN HOUSTON, BEST FRIENDS CARED FOR 814 ANIMALS AFFECTED BY THE STORM.

* WHEN HURRICANE IRMA HIT THE FLORIDA COAST TWO WEEKS AFTER HURRICANE HARVEY, BEST FRIENDS PARTNERED WITH FIRST COAST NO MORE HOMELESS PETS TO HELP MOVE ANIMALS TO SAFETY. HUNDREDS OF PETS IN AFFECTED AREAS WERE MOVED TO BEST FRIENDS PET ADOPTION CENTERS AND NETWORK PARTNER GROUPS THROUGHOUT THE COUNTRY.

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PROGRAM CITIES:

UTAH

* NO-KILL UTAH'S (NKUT) INITIATIVE, A BEST FRIENDS LED COALITION, WHICH BRINGS TOGETHER MUNICIPAL SHELTERS, ANIMAL WELFARE ORGANIZATIONS AND DEDICATED INDIVIDUALS, IS RIGHT ON TRACK TO ACHIEVE ITS GOAL OF MAKING THE ENTIRE STATE NO-KILL BY 2019. FOR THE FOURTH YEAR IN A ROW, UTAH IS NO-KILL FOR DOGS AND NEARLY NO-KILL FOR CATS. THE STATE'S OVERALL SAVE RATE FOR CATS AND DOGS IN FISCAL YEAR 2017 WAS 86.5 PERCENT, UP FROM 75.9 PERCENT IN 2014 - THE FIRST YEAR THE INITIATIVE LAUNCHED.

* WITH A 90 PERCENT OR HIGHER SAVE RATE IN FISCAL YEAR 2017, A TOTAL OF 35 UTAH SHELTERS WERE CONSIDERED NO-KILL.

* AT THE BEST FRIENDS PET ADOPTION CENTER IN SALT LAKE CITY, WHICH FEATURES ADOPTABLE PETS FROM OUR SHELTER PARTNER, A TOTAL OF 1,772 LUCKY DOGS AND CATS FOUND LOVING HOMES. AND AT THE BEST FRIENDS KITTEN NURSERY IN SALT LAKE CITY, THE NUMBER OF KITTENS GIVEN A SECOND CHANCE AT LIFE TOTALED 1,189.

* THE BEST FRIENDS SPAY/NEUTER CLINICS IN OREM AND OGDEN, JUST OUTSIDE OF SALT LAKE CITY, SPAYED OR NEUTERED 13,954 PETS, KEEPING COUNTLESS PETS FROM ENTERING SHELTERS IN THE FUTURE.

LOS ANGELES

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* THE NO-KILL LOS ANGELES (NKLA) INITIATIVE, A BEST FRIENDS LED COALITION THAT BRINGS TOGETHER CITY SHELTERS, ANIMAL WELFARE GROUPS AND THOUSANDS OF INDIVIDUALS TO MAKE L.A. NO-KILL, IS SAVING MORE LIVES THAN EVER. IN FISCAL YEAR 2017, L.A. CELEBRATED THE NO-KILL BENCHMARK FOR DOGS WITH A 91.4 PERCENT SAVE RATE, AND THE SAVE RATE FOR CATS IS NOT FAR BEHIND. THE TOTAL SAVE RATE FOR DOGS AND CATS IN L.A. WAS 86.2 PERCENT. WE WON'T STOP UNTIL L.A. IS COMPLETELY NO-KILL.

* THE NKLA PET ADOPTION CENTER - L.A.'S CHICEST ADOPTION CENTER THAT SHOWCASES PETS FROM OUR NKLA COALITION PARTNERS AND FROM BEST FRIENDS - FOUND HOMES FOR NEARLY 3,000 DOGS AND CATS.

* THE BEST FRIENDS PET ADOPTION AND SPAY/NEUTER CENTER IN LOS ANGELES PULLED NEARLY 6,000 PETS FROM L.A. ANIMAL SERVICE FACILITIES, FOUND HOMES FOR MORE THAN 3,700 OF THEM, AND PERFORMED 6,530 SPAY/NEUTER SURGERIES.

* NEWBORN KITTENS TRAGICALLY ARE THE PETS MOST AT RISK OF BEING KILLED IN LOS ANGELES CITY SHELTERS. THAT'S WHY OUR KITTEN NURSERY IN L.A. IS CRUCIAL FOR MAKING THE CITY NO-KILL. IN FISCAL YEAR 2017, THE NURSERY PROVIDED LIFESAVING SECOND CHANCES FOR 3,039 FRAGILE KITTENS.

NEW YORK AND ATLANTA

* THE BEST FRIENDS PET ADOPTION CENTER IN NEW YORK CITY OFFICIALLY OPENED IN APRIL 2017, AND IT SERVES AS ANOTHER LIFESAVING OUTLET FOR HOMELESS PETS IN THE CITY AND SURROUNDING TRISTATE AREA. HOMELESS PETS

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FROM ANIMAL CARE CENTERS OF NYC AND OUR OTHER LOCAL ANIMAL WELFARE

PARTNERS ARE FEATURED FOR ADOPTION. FROM THE TIME THE CENTER OPENED

THROUGH SEPTEMBER 30, 2017, 539 LUCKY DOGS AND CATS FOUND HOMES.

* NEW YORK CITY OFFICIALLY CELEBRATED NO-KILL STATUS IN FISCAL YEAR

2017. WORKING TOGETHER WITH BEST FRIENDS AND OTHER PASSIONATE ANIMAL

WELFARE GROUPS, SHELTERS AND INDIVIDUALS, THE CITY MAINTAINED NO-KILL

FOR DOGS WITH A 90.9 PERCENT SAVE RATE, AND ACHIEVED NO-KILL FOR CATS

WITH A 90.6 PERCENT SAVE RATE. THE OVERALL SAVE RATE FOR DOGS AND CATS

WAS 90.7 PERCENT.

* THE BEST FRIENDS PET ADOPTION CENTER IN ATLANTA, GEORGIA ALSO

OFFICIALLY OPENED, AND IT'S A LIFESAVING OUTLET FOR DOGS AND CATS IN

THE CITY. IN FISCAL YEAR 2017, 808 PETS FROM THE CENTER WERE ADOPTED BY

LOVING FAMILIES.

LIFESAVING TARGETED INITIATIVES

PIT BULL INITIATIVES:

* BEST FRIENDS ADVOCACY EFFORTS FOR PIT BULL TERRIERS ARE CRUCIAL FOR

HELPING KEEP DOGS SAFE AT HOME WITH THEIR FAMILIES. AND THAT'S WHY NEW

THE NEW DELAWARE LEGISLATION WAS SUCH A BIG WIN IN FISCAL YEAR 2017.

WITH THE HELP OF BEST FRIENDS AND ADVOCATES AROUND THE STATE, DELAWARE

BECAME THE 21ST STATE TO PASS LEGISLATION PROHIBITING

BREED-DISCRIMINATORY LAWS.

* BEST FRIENDS' LEGISLATIVE TEAM CELEBRATED A TOTAL OF 25 WINS FOR

PIT-BULL-TERRIER-LIKE DOGS (14 CITY, ONE COUNTY AND TEN STATE).

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* THANKS TO TEAMWORK AND COLLABORATION WITH THE HUMANE SOCIETY OF THE UNITED STATES (HSUS) AND THE AMERICAN SOCIETY FOR PREVENTION OF CRUELTY TO ANIMALS (ASPCA), THE CITY OF DUBLIN, OHIO REPEALED ITS LONGSTANDING BREED-DISCRIMINATION LEGISLATION IN FAVOR OF A BREED-NEUTRAL LAW THAT FOCUSES ON THE BEHAVIOR OF INDIVIDUAL DOGS AND OWNERS.

* MORE THAN 30,197 EMAILS RELATED TO OUR PIT BULL INITIATIVES WERE SENT BY CARING PEOPLE THROUGH OUR LEGISLATIVE ACTION CENTER. AND SINCE BEST FRIENDS' PIT BULL INITIATIVE EFFORTS BEGAN IN 2009, WE'VE BEEN ABLE TO HELP ABOUT 1.93 MILLION PIT-BULL-TERRIER-LIKE DOGS.

PUPPY MILL INITIATIVES:

* BEST FRIENDS CONTINUES ITS WORK TO PUT AN END TO PUPPY MILLS BY FOCUSING ON THE SOURCE OF THE PROBLEM: RETAIL STORES SELLING MILL-BRED PETS. OUR WORK INCLUDES SPEARHEADING ORDINANCES AND ENCOURAGING PET STORES TO OFFER ANIMALS FOR ADOPTION, RATHER THAN SELL MILL-BRED PETS. WE ALSO WORK TO EDUCATE THE PUBLIC ABOUT THE DEPLORABLE LIVING CONDITIONS FOR MILL-BRED PETS, AND URGE PEOPLE TO ADOPT (INSTEAD OF BUY) THEIR NEW BEST FRIENDS. AS A RESULT OF THESE EFFORTS, 58 NEW COMMUNITIES HAVE BANNED THE SALE OF MILL-BRED PETS IN RETAIL STORES, BRINGING THE TOTAL NUMBER OF COMMUNITIES IN THE U.S. AND CANADA BANNING SUCH SALES TO 252.

* IN FISCAL YEAR 2017, OUR PUPPY MILL INITIATIVE LEGISLATIVE EFFORTS RESULTED IN 45 WINS (40 ORDINANCES, FOUR STATE BILLS AND ONE POLICY CHANGE).

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* IN COLLABORATION WITH OTHER ANIMAL WELFARE ORGANIZATIONS AND FELLOW

ADVOCATES, BEST FRIENDS HELPED MAKE HISTORY IN CALIFORNIA. THROUGH

ASSEMBLY BILL 485, CALIFORNIA BECAME THE FIRST STATE IN THE COUNTRY TO

BAN THE RETAIL SALE OF MILL-BRED DOGS, CATS AND RABBITS FROM PET

STORES.

* 18,368 EMAILS FROM CONCERNED CONSTITUENTS WERE SENT THROUGH BEST

FRIENDS' LEGISLATIVE ACTION CENTER, URGING LEGISLATORS TO REGULATE

COMMERCIAL BREEDING AND SHOWING THEM THAT THE CONTINUING PROBLEM OF

INHUMANE TREATMENT OF DOGS IN PUPPY MILLS IS SOMETHING THAT PEOPLE

DEEPLY CARE ABOUT.

CAT INITIATIVES:

* BEST FRIENDS RUNS LIFESAVING COMMUNITY CAT PROGRAMS IN MULTIPLE

CITIES ACROSS THE COUNTRY. THE PROGRAMS ARE DESIGNED TO SAVE THE LIVES

OF COMMUNITY (STRAY, FREE-ROAMING) CATS THROUGH TRAP-NEUTER-RETURN

(TNR). TNR PROGRAMS TRAP, SPAY OR NEUTER AND VACCINATE COMMUNITY CATS

AND THEN RETURN THEM TO THEIR OUTDOOR HOMES. OUR TNR PROGRAMS ARE

CRUCIAL FOR SAVING LIVES BECAUSE CATS (ESPECIALLY COMMUNITY CATS) ARE

AMONG THE MOST AT-RISK PETS IN SHELTERS. COMMUNITY CAT PROGRAMS ARE

ACTIVE IN LAS VEGAS, NEVADA; ATLANTA, GEORGIA; AND THE STATE OF UTAH.

PLUS, BEST FRIENDS OPERATES A COMMUNITY CAT PROGRAM IN COLLABORATION

WITH MADDIE'S FUND IN RIVERSIDE, CALIFORNIA, AND PROGRAMS IN

COLLABORATION WITH PETSMART CHARITIES IN PIMA COUNTY, ARIZONA;

PHILADELPHIA, PENNSYLVANIA; AND COLUMBUS, GEORGIA.

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* BEST FRIENDS COMMUNITY CAT PROGRAM IN ATLANTA IS SAVING MORE LIVES THAN EVER. FROM JANUARY TO JUNE 2017, THE SAVE RATE FOR CATS AT THE COBB COUNTY SHELTER (LOCATED JUST OUTSIDE OF ATLANTA) WAS 94 PERCENT, WHICH IS WELL OVER THE 90 PERCENT NO-KILL THRESHOLD.

* THROUGH A \$62,000 COMMUNITY CAT MENTORSHIP FROM BEST FRIENDS, NETWORK PARTNERS ALLEN COUNTY SPCA, FORT WAYNE ANIMAL CARE AND HOPE FOR ANIMALS IN INDIANA, WERE ABLE TO WORK WITH THE COUNTY TO CHANGE AN ORDINANCE PREVENTING SHELTER-NEUTER-RETURN FOR CATS AND IMPLEMENT A NEW LARGE-SCALE COMMUNITY CAT PROGRAM. WITHIN THE FIRST FOUR MONTHS OF THE PROGRAM, 574 COMMUNITY CATS WERE SPAYED OR NEUTERED.

* BEST FRIENDS CELEBRATED 26 LEGISLATIVE WINS FOR COMMUNITY CATS (11 CITY, FIVE COUNTY, AND NINE STATE). THAT MEANS FEWER CATS WILL ENTER SHELTERS IN THE FUTURE AND COUNTLESS LIVES WILL BE SAVED.

* THE NUMBER OF COMMUNITY CATS SPAYED OR NEUTERED THROUGH BEST FRIENDS PROGRAMS TOTALED 59,016 IN FISCAL YEAR 2017.

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 11B:
THE 990 IS PREPARED INTERNALLY AND REVIEWED BY TANNER LLC, 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

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REVIEW BEFORE BEING FILED.

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

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

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

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

THE CHIEF EXECUTIVE OFFICER DETERMINES THE COMPENSATION OF THE CFO, CDMO, CRPO, CIO, CDO AND THE CNPO 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:

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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	-1,437,265.
UNREALIZED CHANGE IN SPLIT INTEREST AGREEMENT	130,135.
ELIMINATION OF SUBSIDIARY INCOME	-295,035.
TOTAL TO FORM 990, PART XI, LINE 9	-1,602,165.

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

2016

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	-312,879.	97,297.	BEST FRIENDS ANIMAL SOCIETY
1089 WYCKOFF LLC - 81-0717002 5001 ANGEL CANYON ROAD KANAB, UT 84741	HOLD LEASE ON BUILDING IN NEW YORK, NY	UTAH	-243,158.	16,828.	BEST FRIENDS ANIMAL SOCIETY
307 WEST BROADWAY, LLC - 47-4201980 5001 ANGEL CANYON ROAD KANAB, UT 84741	HOLD LEASE ON BUILDING IN MANHATTAN, NY	UTAH	-357,392.	136,636.	BEST FRIENDS ANIMAL SOCIETY
CHUFF, LLC - 47-4259736 5001 ANGEL CANYON ROAD KANAB, UT 84741	PURCHASE PROPERTY IN KANAB, UT	UTAH	-132,611.	2,527,059.	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

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.

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BEST FRIENDS WELLNESS CENTER, INC.	A	12,000.	ARM'S LENGTH ESTIMATE OF RENT
(2) BEST FRIENDS WELLNESS CENTER, INC.	J	12,000.	ARM'S LENGTH ESTIMATE OF RENT
(3) BEST FRIENDS WELLNESS CENTER, INC.	O	44,569.	PORTION OF SALARY AND PAYROLL TAX
(4)			
(5)			
(6)			

Part VII Supplemental Information.

Provide additional information for responses to questions on Schedule R. See instructions.

Lined area for supplemental information.

Form **990-T**

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

OMB No. 1545-0687

2016

For calendar year 2016 or other tax year beginning OCT 1, 2016, and ending SEP 30, 2017

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3)) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) BEST FRIENDS ANIMAL SOCIETY</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 5001 ANGEL CANYON ROAD</p> <p>City or town, state or province, country, and ZIP or foreign postal code KANAB, UT 84741</p>	<p>D Employer identification number (Employees' trust, see instructions.) 23-7147797</p> <p>E Unrelated business activity codes (See instructions.) 453220</p>
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C Book value of all assets at end of year 127,213,345.

F Group exemption number (See instructions.) ▶

G Check organization type ▶ 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. ▶ **GIFT SHOP SALES**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ▶ Yes No
 If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ **PAUL E. ALTHERR, CFO** Telephone number ▶ **435-644-2001**

		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales <u>42,277.</u>				
b Less returns and allowances	c Balance ▶	1c		
		<u>42,277.</u>		
2 Cost of goods sold (Schedule A, line 7)		2		
		<u>10,842.</u>		
3 Gross profit. Subtract line 2 from line 1c		3		<u>31,435.</u>
4 a Capital gain net income (attach Schedule D)		4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b		
c Capital loss deduction for trusts		4c		
5 Income (loss) from partnerships and S corporations (attach statement)		5		
6 Rent income (Schedule C)		6		
7 Unrelated debt-financed income (Schedule E)		7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...		8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10 Exploited exempt activity income (Schedule I)		10		
11 Advertising income (Schedule J)		11	<u>46,537.</u>	<u>151,846.</u>
12 Other income (See instructions; attach schedule)		12		
13 Total. Combine lines 3 through 12		13	<u>46,537.</u>	<u>183,281.</u>

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		<u>8,519.</u>
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule)	18		
19 Taxes and licenses	19		
20 Charitable contributions (See instructions for limitation rules)	20		
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		<u>151,846.</u>
28 Other deductions (attach schedule) SEE STATEMENT 1	28		<u>14,415.</u>
29 Total deductions. Add lines 14 through 28	29		<u>174,780.</u>
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		<u>8,501.</u>
31 Net operating loss deduction (limited to the amount on line 30)	31		
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		<u>8,501.</u>
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	33		<u>1,000.</u>
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		<u>7,501.</u>

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____		
c Income tax on the amount on line 34	35c	1,125.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax. See instructions	37	
38 Alternative minimum tax	38	
39 Tax on Non-Compliant Facility Income. See instructions	39	
40 Total. Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40	1,125.

Part IV Tax and Payments

41a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	41a	
b Other credits (see instructions)	41b	
c General business credit. Attach Form 3800	41c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	41d	
e Total credits. Add lines 41a through 41d	41e	
42 Subtract line 41e from line 40	42	1,125.
43 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	43	
44 Total tax. Add lines 42 and 43	44	1,125.
45a Payments: A 2015 overpayment credited to 2016	45a	10,740.
b 2016 estimated tax payments	45b	
c Tax deposited with Form 8868	45c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	45d	
e Backup withholding (see instructions)	45e	
f Credit for small employer health insurance premiums (Attach Form 8941)	45f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	45g	
46 Total payments. Add lines 45a through 45g	46	10,740.
47 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	47	
48 Tax due. If line 46 is less than the total of lines 44 and 47, enter amount owed	48	
49 Overpayment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	49	9,615.
50 Enter the amount of line 49 you want: Credited to 2017 estimated tax 9,615. Refunded	50	0.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

51 At any time during the 2016 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here <input checked="" type="checkbox"/> SEE STATEMENT 2	Yes	No
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
53 Enter the amount of tax-exempt interest received or accrued during the tax year \$ 0.		

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer _____ Date _____ CHIEF OPERATING OFFICER Title _____

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

Paid Preparer Use Only	Print/Type preparer's name MARC A. METCALF	Preparer's signature <i>Marc A Metcalf</i>	Date 8/3/2018	Check <input type="checkbox"/> if self-employed	PTIN P00170461
	Firm's name TANNER LLC			Firm's EIN 20-2253063	
	Firm's address 36 S STATE STREET, SUITE 600 SALT LAKE CITY, UT 84111			Phone no. 801-532-7444	

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶ LOWER OF COST OR MARKET							
1	Inventory at beginning of year	1	179,269.	6	Inventory at end of year	6	205,263.
2	Purchases	2	36,836.	7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	10,842.
3	Cost of labor	3		8		Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes
4a	Additional section 263A costs (attach schedule)	4a					
b	Other costs (attach schedule)	4b					
5	Total. Add lines 1 through 4b	5	216,105.				X

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions)

2. Rent received or accrued			3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)		
(1)			
(2)			
(3)			
(4)			
Total	0.	Total	0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)			(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)
			0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
			0.	0.
Total dividends-received deductions included in column 8				0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).
Totals		0.		0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) BEST FRIENDS MAGAZINE	198,383.	46,537.	151,846.		1,548,909.	151,846.
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	198,383.	46,537.				151,846.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	1
DESCRIPTION		AMOUNT	
CREDIT CARD FEES		876.	
TRAVEL		1,082.	
POSTAGE AND SHIPPING		96.	
TELEPHONE		83.	
OTHER GIFT SHOP		12,044.	
SUPPLIES		234.	
TOTAL TO FORM 990-T, PAGE 1, LINE 28		14,415.	

FORM 990-T	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT	2
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NAME OF COUNTRY

CAYMAN ISLANDS

BRITISH VIRGIN ISLANDS

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	BEST FRIENDS ANIMAL SOCIETY	23-7147797
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	5001 ANGEL CANYON ROAD	
	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-T (corporation)	07
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

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.

1 I request an automatic 6-month extension of time until AUGUST 15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
- ▶ tax year beginning OCT 1, 2016, and ending SEP 30, 2017.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a 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.	3a	\$	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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868 .**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	BEST FRIENDS ANIMAL SOCIETY	23-7147797
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	5001 ANGEL CANYON ROAD	
	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 7

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

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.

1 I request an automatic 6-month extension of time until AUGUST 15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
 ▶ tax year beginning OCT 1, 2016, and ending SEP 30, 2017.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a 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.	3a	\$	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.	3b	\$	10,740.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.