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Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning

12/01 , 2008, and ending

11/30, 2009

G Check all that apply Initial return Final return Amended return Address change Name change

Name of foundation FOUND ANIMALS FOUNDATION, INC.		Employer identification number 20-3944602			
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 66370		Room/suite			
City or town, state, and ZIP code LOS ANGELES, CA 90066		Telephone number (see page 10 of the instructions) (310) 806-9700			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 8,405,009.		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>			
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	5,100,000.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	9,304.	9,304.	9,304.	STMT 1
4	Dividends and interest from securities	30,690.	30,690.	30,690.	STMT 2
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	2,689.			STMT 3
12	Total. Add lines 1 through 11	5,142,683.	39,994.	39,994.	
13	Compensation of officers, directors, trustees, etc	330,000.	NONE	NONE	330,000.
14	Other employee salaries and wages	823,869.	NONE	NONE	823,869.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	STMT 4	69,016.	NONE	69,016.
b	Accounting fees (attach schedule)	STMT 5	26,541.	NONE	26,541.
c	Other professional fees (attach schedule)	STMT 6	138,936.	660.	138,276.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)*	2,714.	NONE	NONE	214.
19	Depreciation (attach schedule) and depletion	12,105.	NONE	NONE	
20	Occupancy				
21	Travel, conferences, and meetings	101,079.	NONE	NONE	101,079.
22	Printing and publications				
23	Other expenses (attach schedule)	STMT 8	890,270.	NONE	890,270.
24	Total operating and administrative expenses.				
	Add lines 13 through 23	2,394,530.	660.	660.	2,379,265.
25	Contributions, gifts, grants paid	763,678.			763,678.
26	Total expenses and disbursements Add lines 24 and 25	3,158,208.	660.	660.	3,142,943.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,984,475.			
b	Net investment income (if negative, enter -0-)		39,334.		
c	Adjusted net income (if negative, enter -0-)			39,334.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year	
		(a) Book Value	(b) Book Value
1	Cash - non-interest-bearing		
2	Savings and temporary cash investments	1,740,920.	3,834,240.
3	Accounts receivable ►		
	Less allowance for doubtful accounts ►		
4	Pledges receivable ►		
	Less allowance for doubtful accounts ►		
5	Grants receivable		
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
7	Other notes and loans receivable (attach schedule) ►		
	Less allowance for doubtful accounts ►		
8	Inventories for sale or use		
9	Prepaid expenses and deferred charges		
10	a Investments - U S and state government obligations (attach schedule)		
	b Investments - corporate stock (attach schedule)		
	c Investments - corporate bonds (attach schedule)		
11	Investments - land, buildings, and equipment basis ►	85,660.	STMT 10
	Less accumulated depreciation ►	15,987.	69,673.
12	Investments - mortgage loans		
13	Investments - other (attach schedule)	STMT 11.	3,005,878.
14	Land, buildings, and equipment basis ►		
	Less accumulated depreciation ►		
15	Other assets (describe ►)	STMT 12)	7,268.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		11,879.
		4,789,002.	8,405,009.
17	Accounts payable and accrued expenses	84,528.	152,817.
18	Grants payable		
19	Deferred revenue		
20	Loans from officers, directors, trustees, and other disqualified persons		
21	Mortgages and other notes payable (attach schedule)		
22	Other liabilities (describe ►)		
23	Total liabilities (add lines 17 through 22)	84,528.	152,817.
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
24	Unrestricted	4,704,474.	8,252,192.
25	Temporarily restricted		
26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>		
27	Capital stock, trust principal, or current funds		
28	Paid-in or capital surplus, or land, bldg , and equipment fund		
29	Retained earnings, accumulated income, endowment, or other funds		
30	Total net assets or fund balances (see page 17 of the instructions)	4,704,474.	8,252,192.
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,789,002.	8,405,009.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,704,474.
2	Enter amount from Part I, line 27a	2	1,984,475.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 13	3	1,565,348.
4	Add lines 1, 2, and 3	4	8,254,297.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 14	5	2,105.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,252,192.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ }		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	1,311,258.	7,469,609.	0.175546
2006	418,459.	8,794,055.	0.047584
2005	546,647.	3,749,201.	0.145804
2004			
2003			
2 Total of line 1, column (d)			2 0.368934
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.122978
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 8,879,200.
5 Multiply line 4 by line 3			5 1,091,946.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 393.
7 Add lines 5 and 6			7 1,092,339.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 3,142,943.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	393.
Date of ruling letter. _____ (attach copy of ruling letter if necessary - see instructions) . . .			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	393.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
3	Add lines 1 and 2 . . .	3	393.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	4	NONE
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . .	6a	8,858.
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	8,858.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	8,465.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ► 8,465. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b	X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year? . . .	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CA, . . .		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses SEE STATEMENT 24</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Telephone no ► 310-806-9700	
15	ZIP + 4 ► 90066	► 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. Yes No
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d) SEE STATEMENT 23
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870. Yes No
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		330,000.	43,193.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		311,500.	69,891.	NONE

Total number of other employees paid over \$50,000 ► NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		50,808.

Total number of others receiving over \$50,000 for professional services ► **NONE**
Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE MICHELSON PRIZE AND GRANTS IN NON-SURGICAL STERILIZATION WERE LAUNCHED TO ENCOURAGE AND SUPPORT THE DEVELOPMENT OF A NON-SURGICAL STERILANT FOR DOGS AND CATS... SEE STATEMENT A	882,256.
2 PROGRAM PROVIDES FUNDING, STRATEGIC AND OPERATIONAL SUPPORT FOR LOS ANGELES AREA PROVIDERS OF LOW COST PET SPAY/NEUTER. PARTNER ORGANIZATIONS STERILIZED MORE... SEE STATEMENT B	578,277.
3 PROGRAM PROVIDES MICROCHIPS TO DOGS AND CATS AT THE POINT OF ADOPTION OR SPAY/NEUTER TO ENSURE PROPER IDENTIFICATION AND INCREASE CHANCES OF RETURN TO OWNER IF... SEE STATEMENT C	468,074.
4 ADOPTION PROGRAMS INCLUDE LIVE CAMS, SHELTER EVENTS, AND OTHER ADOPTION PROMOTIONS ALONG WITH TRAINING PROGRAMS FOR VOLUNTEERS AND SHELTER STAFF. THESE... SEE STATEMENT D	416,886.

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,696,304.
b	Average of monthly cash balances	1b	5,318,112.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,014,416.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,014,416.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	135,216.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,879,200.
6	Minimum investment return. Enter 5% of line 5	6	443,960.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	3,142,943.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	NONE
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the	3b	NONE
a	Suitability test (prior IRS approval required)	4	3,142,943.
b	Cash distribution test (attach the required schedule)	5	393.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	3,142,550.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20 ____ 20 ____ 20 ____				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ _____				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling				► 01/10/2007																																			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																			
2a	<table border="1"> <thead> <tr> <th colspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2008</th> <th>(b) 2007</th> <th>(c) 2006</th> <th>(d) 2005</th> </tr> </thead> <tbody> <tr> <td>39,334.</td> <td>372,919.</td> <td>316,078.</td> <td>160,201.</td> <td>888,532.</td> </tr> <tr> <td>33,434.</td> <td>316,981.</td> <td>268,666.</td> <td>136,171.</td> <td>755,252.</td> </tr> <tr> <td>3,142,943.</td> <td>1,315,014.</td> <td>418,459.</td> <td>546,647.</td> <td>5,423,063.</td> </tr> <tr> <td>763,678.</td> <td>467,725.</td> <td></td> <td></td> <td>1,231,403.</td> </tr> <tr> <td>2,379,265.</td> <td>847,289.</td> <td>418,459.</td> <td>546,647.</td> <td>4,191,660.</td> </tr> </tbody> </table>				Tax year		Prior 3 years			(e) Total	(a) 2008	(b) 2007	(c) 2006	(d) 2005	39,334.	372,919.	316,078.	160,201.	888,532.	33,434.	316,981.	268,666.	136,171.	755,252.	3,142,943.	1,315,014.	418,459.	546,647.	5,423,063.	763,678.	467,725.			1,231,403.	2,379,265.	847,289.	418,459.	546,647.	4,191,660.	
Tax year		Prior 3 years			(e) Total																																			
(a) 2008	(b) 2007	(c) 2006	(d) 2005																																					
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2,379,265.	847,289.	418,459.	546,647.	4,191,660.																																				
3																																								
a	"Assets" alternative test - enter																																							
(1)	Value of all assets . . .																																							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i). . . .				NONE																																			
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .																																							
295,973.	248,987.	293,135.	124,973.	963,068.																																				
c	"Support" alternative test - enter																																							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . .				NONE																																			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				NONE																																			
(3)	Largest amount of support from an exempt organization				NONE																																			
(4)	Gross investment income				NONE																																			

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

SEE STATEMENT 18

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 19				
Total			► 3a	763,678.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,304.	
4 Dividends and interest from securities			14	30,690.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a				
b SEE STATEMENT 22				2,689.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				42,683.	
13 Total. Add line 12, columns (b) (d) and (e)				13	42,683.

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.

▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

NOT APPLICABLE

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee

10-12-15

Title

Hercules

Paid
repayer's
use only

Preparer's
signature

Date

Check in
self-em

Preparer's ident
(See Signature or
instructions)
P00358939

Signature	Preparer's signature	► <i>Mervin Rauh</i>	OCT 11 2010	Self-employed <input type="checkbox"/>	Individual <input type="checkbox"/>
Paid Preparer Use Only					P00358939
Firm's name (or yours if self-employed), address, and ZIP code			► HOLTHOUSE CARLIN & VAN TRIGT LLP	EIN ► 95-4345526	
			1601 CLOVERFIELD BOULEVARD, #300 S		
			SANTA MONICA, CA	90404	Phone no 310-566-1900

Form 990-PF (2008)

► Attach to Form 990, 990-EZ, and 990-PF.

2008

Name of the organization

FOUND ANIMALS FOUNDATION, INC.

Employer identification number

20-3944602

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Special Rules

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

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

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization FOUND ANIMALS FOUNDATION, INC.

Employer identification number

20-3944602

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GARY KARLIN MICHELSON M.D. CHARITABLE FO 11755 WILSHIRE BLVD., SUITE 1600 LOS ANGELES, CA 90025	\$ 5,100,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash

Found Animals Foundation, Inc.
Supplement to Part IX-A

20-3944602

As of the end of 2009 the Foundation had received 95 Letters of Intent, invited 28 full proposals, received 25 full proposals for review, and approved six projects for funding.

STATEMENT A

Found Animals Foundation, Inc.
Supplement to Part IX-A

20-3944602

than 27,000 animals in 2009.

STATEMENT B

Found Animals Foundation, Inc.
Supplement to Part IX-A

20-3944602

the pet is ever lost.

STATEMENT C

Found Animals Foundation, Inc.
Supplement to Part IX-A

20-3944602

prgrams led to 1,078 pet adoptions above baseline in 2009.

STATEMENT D

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
JP MORGAN ACCOUNT # 0008	5,137.	5,137.	5,137.
JP MORGAN ACCOUNT # 3116	4,058.	4,058.	4,058.
INTERNAL REVENUE SERVICE	109.	109.	109.
TOTAL	9,304.	9,304.	9,304.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INVESTMENT INCOME
JP MORGAN	112,700.	112,700.
LESS: JP MORGAN RETURN OF CAPITAL	-82,010.	-82,010.
TOTAL	30,690.	30,690.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ADOPTION FEES	50.
FEDERAL TAX REFUND	2,629.
FRANCHISE TAX BOARD REFUND	10.
TOTALS	2,689.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	69,016.	NONE	NONE	69,016.
TOTALS	69,016.	NONE	NONE	69,016.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	26,541.	NONE	NONE	26,541.
TOTALS	26,541.	NONE	NONE	26,541.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONSULTING	90,661.	NONE	NONE	90,661.
INFORMATION TECHNOLOGY	9,275.	NONE	NONE	9,275.
PROF SVCS - BACKGROUND CHECKS	3,956.	NONE	NONE	3,956.
OTHER PROFESSIONAL FEES	34,384.	NONE	NONE	34,384.
INVESTMENT FEES	660.	660.	660.	NONE
TOTALS	138,936.	660.	138,276.	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,500.	NONE	NONE	NONE
LOS ANGELES PROPERTY TAX	214.	NONE	NONE	214.
TOTALS	2,714.	NONE	NONE	214.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MICROCHIPS	315,900.	NONE	NONE	315,900.
DUES AND SUBSCRIPTIONS	4,953.	NONE	NONE	4,953.
MEALS AND ENTERTAINMENT	26,779.	NONE	NONE	26,779.
ADMINISTRATION EXPENSE	29,420.	NONE	NONE	29,420.
INSURANCE	7,488.	NONE	NONE	7,488.
TELEPHONE	35,214.	NONE	NONE	35,214.
INTERNET	1,522.	NONE	NONE	1,522.
RENT	134,005.	NONE	NONE	134,005.
MARKETING	151,294.	NONE	NONE	151,294.
OFFICE SUPPLIES	18,485.	NONE	NONE	18,485.
POSTAGE AND DELIVERY	11,447.	NONE	NONE	11,447.
TECHNOLOGY	87,594.	NONE	NONE	87,594.
OTHER EXPENSES	31,832.	NONE	NONE	31,832.
FILING FEES	10.	NONE	NONE	10.
TRAINING AND DEVELOPMENT	7,355.	NONE	NONE	7,355.
OFFICE FURNITURE	10,853.	NONE	NONE	10,853.
SOFTWARE	878.	NONE	NONE	878.
UTILITIES	1,055.	NONE	NONE	1,055.
PARKING	4,629.	NONE	NONE	4,629.
PRINTING	9,427.	NONE	NONE	9,427.
PERMITS	130.	NONE	NONE	130.
TOTALS	890,270.	NONE	NONE	890,270.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL						ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE		ENDING BALANCE		BEGGING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
		ADDITIONS	DISPOSALS	ADDITIONS	DISPOSALS				
COMPUTER	SL	2,765.		2,765.		461.	553.		1,014.
COMPUTER	SL	2,978.		2,978.		347.	596.		943.
PRINTER	SL	722.		722.		60.	144.		204.
SERVER	SL	13,825.		13,825.		922.	2,765.		3,687.
COMPUTER	SL	1,889.		1,889.		31.	378.		409.
COMPUTER	SL	4,369.		4,369.		73.	874.		947.
COMPUTER	SL			2,627.		2,627.			525.
COMPUTER	SL			2,943.		2,943.			589.
SOFTWARE	SL			6,700.		6,700.			2,233.
LEASE IMPROVEMENTS	SL			9,924.		9,924.			127.
ALARM	SL			488.		488.			4.
OFFICE FURNITURE	SL			4,880.		4,880.			349.
OFFICE FURNITURE	SL			2,334.		2,334.			167.
PRINTER	SL			679.		679.			124.
COMPUTER MONITOR	SL			302.		302.			50.
LCD PROJECTOR	SL			936.		936.			156.
COMPUTER	SL			1,718.		1,718.			286.
LAPTOP	SL			5,368.		5,368.			895.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	SL	3,251.			3,251.				542.
SOFTWARE	SL		1,947.		1,947.				541.
COMPUTER	SL		1,862.		1,862.				186.
COMPUTER	SL		1,139.		1,139.				114.
COMPUTER	SL		5,479.		5,479.				457.
LAPTOP	SL		1,685.		1,685.				140.
FIREWALL ROUTER	SL		1,886.		1,886.				157.
LAPTOP	SL		1,811.		1,811.				151.
LAPTOP	SL		571.		571.				38.
LAPTOP	SL		582.		582.				39.
TOTALS		26,548.			85,660.		1,894.		15,074.

FOUND ANIMALS FOUNDATION, INC.

20-3944602

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI EAFE VALUE INDEX	460,440.	460,440.
ISHARES MSCI EMERGING MARKET	607,800.	607,800.
ISHARES RUSSELL 2000 VALUE	434,080.	434,080.
ISHARES S&P 500/BARRA GROWTH	569,900.	569,900.
RMR ASIA PACIFIC REAL ESTATE	303,574.	303,574.
SPDR S&P OIL & GAS EXPLORATION	537,740.	537,740.
SPDR S&P OIL & GAS EQUIPMENT	494,460.	494,460.
TORTOISE ENERGY CAPITAL CORP.	1,081,223.	1,081,223.
TOTALS	4,489,217.	4,489,217.

FOUND ANIMALS FOUNDATION, INC.

20-3944602

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DEPOSITS	11,879.	11,879.
TOTALS	11,879.	11,879.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN	1,565,348.
TOTAL	1,565,348.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

PRIOR PERIOD ADJUSTMENT - TO CORRECT
NET ASSET BALANCE

2,105.

TOTAL

2,105.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION		COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
	CFO	AS REQUIRED			
GARY KARLIN MICHELSON, M.D. 11755 WILSHIRE BLVD., SUITE 1600 LOS ANGELES, CA 90025			180,000.	22,100.*	NONE
AIMEE GILBREATH P.O. BOX 66370 LOS ANGELES, CA 90066	VICE PRESIDENT	40.			NONE
RABECCA CROSS P.O. BOX 66370 LOS ANGELES, CA 90066	SECRETARY	40.	150,000.	21,093.*	NONE
DAVID COHEN 11755 WILSHIRE BLVD., SUITE 1600 LOS ANGELES, CA 90025	CFO	AS REQUIRED			NONE
	GRAND TOTALS		330,000.	43,193.	NONE

* SEE STATEMENT 25

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER ALLOWANCES BENEFIT PLANS
ELIZABETH DONALDSON P.O. BOX 66370 LOS ANGELES, CA 90066	CHIEF OF STAFF 40.	57,673.	15,415.*
JENNIFER BRENT P.O. BOX 66370 LOS ANGELES, CA 90066	PROGRAM MANAGER 40.	57,500.	15,415.*
MICHAEL GILLMAN P.O. BOX 66370 LOS ANGELES, CA 90066	DIR. COMMUNICATIONS 40.	74,452.	16,727.*
DENNIS PHILLIPS P.O. BOX 66370 LOS ANGELES, CA 90066	CHIEF OPER. OFFICER 40.	121,875.	22,334.*
	TOTAL COMPENSATION	311,500.	69,891.

* SEE STATEMENT 25

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
JEFFER, MANGELS, BUTLER & MARMARO 1900 AVENUE OF THE STARS, 7TH FLOOR LOS ANGELES, CA 90067	LEGAL	50,808.
	TOTAL COMPENSATION	50,808.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

=====

GARY KARLIN MICHELSON, M.D
KARLIN ASSET MANAGEMENT, INC.
11755 WILSHIRE BLVD., SUITE 1600
LOS ANGELES, CA 90025

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS AND FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIX NATION INC. P.O. BOX 26 WOODLAND HILLS, CA 91365	SUPPORT SPAY AND NEUTER	50,000.
STRAY CAT ALLIANCE P.O. BOX 661277 LOS ANGELES, CA 90066	SPAY AND NEUTER	1,000.
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB, UT 84741	SUPPORT ANIMAL ADOPTION	2,500.
CLINICO 7533 S. GARFIELD AVE. BELL GARDENS, CA 90201	SUPPORT SPAY AND NEUTER	200,000.
VOICE FOR THE ANIMALS 2633 LINCOLN BLVD. #202 SANTA MONICA, CA 90405	SUPPORT PET SUPPORT HOTLINE	5,500.
ANGELDOGS FOUNDATION 18922 SEIRRA ESTATES DRIVE NEWHALL, CA 91321	SUPPORT SPAY AND NEUTER	90,678.
ALLIANCE FOR CONTRACEPTION IN CATS & DOGS 14245 NW BELLE COURT PORTLAND, OR 97229	SUPPORT SPAY AND NEUTER	15,000.

FOUND ANIMALS FOUNDATION, INC.

20-3944602

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

DOWNTOWN DOG RESCUE
2118 E. 7TH PLACE
LOS ANGELES, CA 90021

FOUNDATION STATUS OF RECIPIENT

NONE
501(C) (3)

PURPOSE OF GRANT OR CONTRIBUTION

END DOGFIGHTING

AMOUNT

1,500.

TOTAL CONTRIBUTIONS PAID

763,678.

FORM 990-EF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ADOPTION FEES		50.	01	50.	
FEDERAL TAX REFUND			01	2,629.	
FRANCHISE TAX BOARD REFUND			01	10.	
TOTALS				2,689.	

Attachment to Form 990-PF in satisfaction of Expenditure Responsibility rules:

1. Name and address of grantee: The Progressive Law Center, LLC, 9800 Mt. Pyramid Court, Suite 400, Englewood, Colorado 80112

2. Date and amount of grant: July 22, 2009; \$20,000.

3. Purpose of Grant. The grant was made to continue a challenge to a municipal ordinance in Denver that has criminalized the ownership of dogs fitting the general description of the pit-bull breed, by supporting the appeal of an adverse ruling against the plaintiffs. The challenge is based upon the assertion that the ordinance violates the Fifth Amendment and Fourteen Amendment rights of the owners of dogs subject to the ban. The grant is consistent with the charitable purposes of the Found Animals Foundation, Inc., because an essential purpose for which Found Animals Foundation, Inc. was formed was to reduce the number of companion animals in shelters. Enforcement of the Denver ordinance has led to the seizure and destruction of over 1,000 pit-bull type dogs, without regard to the temperament of the dog.

4. Amounts Expended. The grant funds (\$20,000) were used by the law firm to defend a motion for summary judgment filed by the defendants, and provide other pre-trial hearings in the remanded case. This was verified in verbal and written conversations between Rebecca Cross, General Counsel for Found Animals Foundation, Inc., and Karen Breslin, Esq., of The Progressive Law Center, LLC, as well as a summary report provided by The Progressive Law Center.

5. No Diversion of Funds. The managers of the Found Animals Foundation, Inc. are informed that all funds disbursed were used for the purposes described above. The foundation managers have no reason to believe that any funds were diverted.

6. Progress Report. The report presented by Progressive Law Center satisfies Treasury Regulations Section 53.4959-5(c)(2)(vi).

7. Verification. The pleadings and motions filed with the United States District Court, District of Colorado provides objective evidence that the work supported by this grant was completed and that the grant funds were used for their intended purpose. Furthermore, the activities of Progressive Law Center with respect to this issue are a matter of public record.

FOUND ANIMALS FOUNDATION, INC.
YEAR ENDED: NOVEMBER 30, 2009
FEIN: 20-3944602

ATTACHMENT FOR FORM 990-PF

PAGE 4, PART VII-A LINE 10:

GARY KARLIN MICHELSON M.D. CHARITABLE FOUNDATION, INC.
11755 WILSHIRE BLVD., SUITE 1600
LOS ANGELES, CA 90025

FOUND ANIMALS FOUNDATION, INC.
YEAR ENDED: NOVEMBER 30, 2009
FEIN: 20-3944602

ATTACHMENT FOR FORM 990-PF

PART VIII

IT IS IMPRACTICAL FOR THE TAXPAYER TO DETERMINE THE EXACT AMOUNT OF CONTRIBUTIONS MADE TO EMPLOYEE BENEFIT PLANS BECAUSE THE TAXPAYER USES AN OUTSIDE THIRD PARTY FOR PAYROLL SERVICES. THE OUTSIDE THIRD PARTY DOES NOT SEPARATELY REPORT CONTRIBUTIONS MADE TO EMPLOYEE BENEFIT PLANS. THE AMOUNTS REPORTED ON PART VIII INCLUDE BENEFITS, COMPANY-MATCH 401(k) CONTRIBUTIONS, PAYROLL TAXES, ADMINISTRATIVE FEES, AND ANY OTHER ELEMENT OF EMPLOYEE EXPENSE NOT INCLUDED ON THE EMPLOYEE'S FORM W-2.

Description of Property

***Assets Retired**

Description of Property

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Type or print	Name of Exempt Organization FOUND ANIMALS FOUNDATION, INC.	Employer identification number 20-3944602
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 66370	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90066	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

e The books are in the care of ► DAN MELILLOTelephone No. ► 310 806-9700 FAX No. ► _____

- 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2010 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 12/01, 2008, and ending 11/30, 2009 .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ <u>8,858.</u>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <u>8,858.</u>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$ <u>NONE</u>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ► **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization FOUND ANIMALS FOUNDATION, INC.	Employer Identification number 20-3944602
	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 66370	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90066	

Check type of return to be filed (File a separate application for each return).

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- The books are in the care of ► DAN MELILLO
- Telephone No. ► 310 806-9700 FAX No. ►
- 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.

- I request an additional 3-month extension of time until 10/15/2010
- For calendar year , or other tax year beginning 12/01/2008, and ending 11/30/2009
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN AS THE TAXPAYER'S TAX RETURNS CANNOT BE FINALIZED UNTIL THEIR FINANCIAL STATEMENT AUDIT IS COMPLETE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ <u>8,858.</u>
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ <u>8,858.</u>
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ <u>NONE</u>

Signature and Verification

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

 Signature ► Rebin Paule Title ► CPA Date ► 5/27/10

 HOLTHOUSE CARLIN & VAN TRIGT LLP
 1601 CLOVERFIELD BOULEVARD, #300 S
 SANTA MONICA, CA 90404

Form 8868 (Rev. 4-2009)