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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

12/01, 2009, and ending

11/30, 2010

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

FOUND ANIMALS FOUNDATION, INC.

A Employer identification number

20-3944602

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 66370

(310) 806-9700

City or town, state, and ZIP code

LOS ANGELES, CA 90066

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) ▶ \$ 8,600,125.

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A) check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (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))

(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)

4,600,000.

2 Check ☐ if the foundation is not required to attach Sch. B.

3 Interest on savings and temporary cash investments

4,521.

4,521.

4,521.

ATCH 1

4 Dividends and interest from securities

79,519.

79,519.

79,519.

ATCH 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)

-113,741.

12 Total. Add lines 1 through 11

4,570,299.

84,040.

84,040.

ATCH 3

13 Compensation of officers, directors, trustees, etc

347,138.

0.

0.

347,138.

14 Other employee salaries and wages

1,391,260.

0.

0.

1,391,260.

15 Pension plans, employee benefits

16a Legal fees (attach schedule) ATCH 4

214,714.

0.

0.

214,714.

b Accounting fees (attach schedule) ATCH 5

17,175.

0.

0.

17,175.

c Other professional fees (attach schedule) *

428,175.

231.

231.

427,944.

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) *

305.

0.

0.

271.

19 Depreciation (attach schedule) and depletion

20,157.

0.

0.

20 Occupancy

21 Travel, conferences, and meetings

141,759.

0.

0.

141,759.

22 Printing and publications

23 Other expenses (attach schedule) ATCH 8

2,095,534.

0.

0.

2,095,387.

24 Total operating and administrative expenses. Add lines 13 through 23

4,656,217.

231.

231.

4,635,648.

25 Contributions, gifts, grants paid

539,997.

26 Total expenses and disbursements Add lines 24 and 25

5,196,214.

231.

231.

5,175,645.

27 Subtract line 26 from line 12

-625,915.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

83,809.

c Adjusted net income (if negative, enter -0-)

83,809.

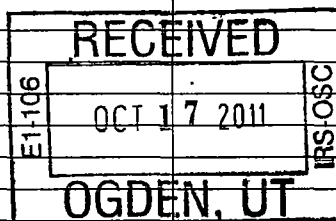
For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 6 JSA ** ATCH 7 Form 990-PF (2009)

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Operating and Administrative Expenses



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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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,834,240.	3,312,939.	3,312,939.
	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 16 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	114,766.		ATCH 9
Less accumulated depreciation (attach schedule)	36,144.	69,673.	78,622.	78,622.
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 10	4,489,217.	5,182,918.	5,182,918.	
14 Land, buildings, and equipment - basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe ATCH 11)	11,879.	25,646.	25,646.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,405,009.	8,600,125.	8,600,125.	
Liabilities	17 Accounts payable and accrued expenses	152,817.	234,371.	
	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)	152,817.	234,371.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	8,252,192.	8,365,754.	
	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)	8,252,192.	8,365,754.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,405,009.	8,600,125.		

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	8,252,192.
2 Enter amount from Part I, line 27a	2	-625,915.
3 Other increases not included in line 2 (itemize) ATTACHMENT 12	3	739,477.
4 Add lines 1, 2, and 3	4	8,365,754.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,365,754.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			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))
2008	3,142,550.	8,879,200.	0.353923
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			
2 Total of line 1, column (d)			2 0.722857
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 0.180714
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 10,662,079.
5 Multiply line 4 by line 3			5 1,926,787.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 838.
7 Add lines 5 and 6			7 1,927,625.
8 Enter qualifying distributions from Part XII, line 4			8 5,175,645.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	838.
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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	838.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	838.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	8,465.
b Exempt foreign organizations-tax withheld at source	6 b	0.
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	8,465.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,627.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 7,627. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a 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? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	ATTACHMENT 18	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
Website address ▶ WWW.FOUNDANIMALS.ORG					
14 The books are in care of ▶ DAN MELILLO Telephone no. ▶ 310-806-9700					
Located at ▶ P.O. BOX 66370 LOS ANGELES, CA ZIP + 4 ▶ 90066					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		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)?	1b	X
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 2009?	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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.)	2b	
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 2009 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 2009.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2009?	4b	X

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

- 5 a** 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)? **5 b** ☐

Organizations relying on a current notice regarding disaster assistance check here ☐

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)

6 a 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? **6 b** ☐ X

If "Yes" to 6b, file Form 8870

7 a 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? **7 b** ☐

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
ATTACHMENT 13		347,138.	42,551.	0.

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
ATTACHMENT 14		501,259.	99,219.	0.

Total number of other employees paid over \$50,000 ☐ 3

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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
ATTACHMENT 15		266,149.
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 ENCOURAGES AND SUPPORTS THE DEVELOPMENT OF A NON-SURGICAL STERILANT FOR DOGS AND CATS.	1,720,406.
2 PROGRAM PROVIDES FUNDING, STRATEGIC AND OPERATIONAL SUPPORT FOR LOS ANGELES AREA PROVIDERS OF LOW COST PET SPAY/NEUTER.	910,935.
3 ADOPTION PROGRAMS INCLUDE SHELTER EVENTS AND OTHER ADOPTION PROMOTIONS ALONG WITH TRAINING PROGRAMS FOR VOLUNTEERS AND SHELTER STAFF.	699,460.
4 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 THE PET IS EVER LOST.	645,139.

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	

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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	4,728,665.
b	Average of monthly cash balances	1b	6,095,781.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	10,824,446.
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	0.
3	Subtract line 2 from line 1d	3	10,824,446.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	162,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,662,079.
6	Minimum investment return. Enter 5% of line 5	6	533,104.

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 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (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		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,175,645.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,175,645.
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)	5	838.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,174,807.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$				
a Applied to 2008, 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 2009 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 . (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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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

☒ X

4942(j)(3) or

4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
83,809.	39,334.	372,919.	316,078.	812,140.
71,238.	33,434.	316,981.	268,666.	690,319.
5,175,645.	3,142,943.	1,315,014.	418,459.	10,052,061.
539,997.	763,678.	467,725.		1,771,400.
4,635,648.	2,379,265.	847,289.	418,459.	8,280,661.
				0.
355,403.	295,973.	248,987.	293,135.	1,193,498.
				0.
				0.
				0.
				0.

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 28 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))

ATTACHMENT 16

- 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 ☒ X 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 Name and address (home or business)	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
a Paid during the year				
ATTACHMENT 17				
Total.			3a	539,997.
b Approved for future payment				
Total.			3b	

Schedule of Contributors

OMB No 1545-0047

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

2009

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

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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	MICHELSON MEDICAL RESEARCH FOUNDATION IN 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	\$ 4,500,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JASON DEBUS HEIGL FOUNDATION 2046 HILLHURST AVENUE, SUITE 90 LOS ANGELES, CA 90027	\$ 100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

**WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING
OF**

**FOUND ANIMALS FOUNDATION, INC.,
a California nonprofit public benefit corporation**

Pursuant to the provisions of Section 5211(b) of the Corporations Code of the state of California, the undersigned, constituting the sole member of the Board of Directors of Found Animals Foundation, Inc., a California nonprofit public benefit corporation (the "Foundation") does hereby dispense with the formality of a special meeting and hereby adopts the following resolutions:

1. Succession Plan Policy.

WHEREAS, the sole director has determined that it is in the best interests of the Foundation to prepare a succession plan in the event that the sole director becomes unable to serve as a director the Foundation,

RESOLVED, that the form of Succession Plan Policy (the "Policy") presented to and reviewed by this Board of Directors is adopted as the Policy of the Foundation, and that the President is hereby authorized and directed to execute a certificate of the adoption of said Policy and to insert said Policy as so certified in the Minute Book of the Foundation and to maintain a copy of said Policy, similarly certified, at the principal office for the transaction of business of the Foundation.

2. Amendment of Bylaws.

WHEREAS, the sole director has determined that it is in the best interests of the Foundation to amend the Bylaws of the Foundation to implement the Policy,

RESOLVED, that the Bylaws of the Foundation be, and they hereby are, amended as hereinafter set forth:

a. Number of Directors.

RESOLVED, that Section 5.2 of the Bylaws of the Foundation be, and it hereby is, amended to read as follows:

"Section 5.2. Number and Qualification of Directors.

(a) While Gary Karlin Michelson, M.D. is Serving as Sole Director. So long as Gary Karlin Michelson, M.D. is serving as the sole director of the Foundation, the authorized number of directors shall be one (1). No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of said director's term of office, unless a director is affirmatively removed from office as hereinafter provided. Directors need not be residents of the State of California.

(b) If Gary Karlin Michelson, M.D. is No Longer Serving as Sole Director. If Gary Karlin Michelson, M.D. is no longer serving as the sole director of the Foundation, the authorized number of directors shall be four (4). No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of said director's term of office, unless a director is affirmatively removed from office as hereinafter provided. Directors need not be residents of the State of California."

b. Removal of Directors.

RESOLVED, that Section 5.4(a) of the Bylaws of the Foundation be, and it hereby is, amended to read as follows:

"(a) Events Causing Vacancies.

(i) While Gary Karlin Michelson, M.D. is Serving as Sole Director. So long as Gary Karlin Michelson, M.D. is serving as the sole director of the Foundation, a vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the

death, resignation or removal of any director,
(ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law,
(iii) the vote of a majority of the directors then in office to remove a director, (iv) the increase of the authorized number of directors, or (v) the failure at any meeting at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(ii) If Gary Karlin Michelson, M.D. is No Longer Serving as Sole Director.

If Gary Karlin Michelson, M.D. is no longer serving as the sole director of the Foundation, a vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation or removal of any director,
(ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law,
(iii) the vote of a super-majority of the directors then in office to remove a director, (iv) the increase of the authorized number of directors, or (v) the failure at any meeting at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting."

c. Quorum; Action of the Board of Directors.

RESOLVED, that Section 5.8 of the Bylaws of the Foundation be, and it hereby is, amended to read as follows:

"Section 5.8. Quorum; Action of the Board of Directors.

(a) While Gary Karlin Michelson, M.D. is Serving as Sole Director. So long as Gary Karlin Michelson, M.D. is serving as the sole director of the Foundation, a majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, except those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(b) If Gary Karlin Michelson, M.D. is No Longer Serving as Sole Director.

(1) Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(2) Action of the Board of Directors.

(i) Transactions In Which No Director has a Direct or Indirect Material Financial Interest. With respect to any transaction in which no director has a direct or indirect material financial interest, every act or decision done or made by a majority of the directors present at a

meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, except those provisions relating to the (i) appointment of committees, and (ii) indemnification of directors.

(ii) Transactions in Which Director(s) Have a Direct or Indirect Material Financial Interest. With respect to any transaction in which one or more directors has a direct or indirect material financial interest, only those acts or decisions done or made by all of the non-interested directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors."

d. Compensation.

RESOLVED, that Section 5.13 of the Bylaws of the Foundation be, and it hereby is, amended to read as follows:

"Section 5.13. Fees and Compensation of Directors.

(a) While Gary Karlin Michelson, M.D. is Serving as Sole Director. So long as Gary Karlin Michelson, M.D. is serving as the sole director of the Foundation, directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

(b) If Gary Karlin Michelson, M.D. is No Longer Serving as Sole Director. If Gary Karlin Michelson, M.D. is no longer serving as the sole director of the Foundation, directors shall be entitled to compensation for the value of their services equal to One Thousand Dollars (\$1,000) per hour; provided, however, that such rate may be adjusted by resolution of the board of directors for inflation and/or in accordance with any unreasonable compensation rules under California Nonprofit Corporation Law."

3. Prior Resolutions Superseded.

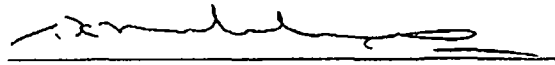
RESOLVED, that these resolutions set forth herein shall and they hereby do, supersede any previously adopted resolutions pertaining to the succession plan of the Foundation.

4. Implementing Resolutions.

RESOLVED, the officers of the Foundation and the board of directors of the Foundation shall take all actions necessary, including the making of any disclosures and filings required by governmental agencies, to implement the foregoing resolutions.

This Written Consent shall be filed with the Secretary of the Foundation, who is hereby instructed to insert it into the Minute Book of the Foundation.

Dated as of October 19, 2010.



Gary Karlin Michelson, M.D.

DIRECTOR

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

OMB No 1545-1709

► **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 ☒ **X**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**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which 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 and click on *e-file for Charities & Nonprofits***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*

Type or print File by the due date for filing your 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	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90066	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	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

- 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20____ or
- ☒ tax year beginning 12/01, 2009, and ending 11/30, 2010

- 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	8,465.
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	3b \$	8,465.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFIPS (Electronic Federal Tax Payment System). See instructions	3c \$	0.

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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- 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).

File by the extended due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	FOUND ANIMALS FOUNDATION, INC.	20-3944602
	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	

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

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

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

- 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.

- 4 I request an additional 3-month extension of time until 10/15, 2011
For calendar year , or other tax year beginning 12/01, 2009, and ending 11/30, 2010
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension 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 \$	8,465.
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 \$	8,465.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification

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 *Holthouse Carlin & Van Trigt* Title CPA Date 6/1/11
HOLTHOUSE CARLIN & VAN TRIGT LLP
4550 E. THOUSAND OAKS BLVD, STE 100
WESTLAKE VILLAGE, CA 91362

Form 8868 (Rev. 1-2011)

ATTACHMENT 1

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	100.	100.	100.
JP MORGAN ACCOUNT # 3116	4,420.	4,420.	4,420.
SPAY4LA, LLC	1.	1.	1.
TOTAL	4,521.	4,521.	4,521.

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
JP MORGAN	156,818.	156,818.	156,818.
LESS: JP MORGAN RETURN OF CAPITAL	-77,299.	-77,299.	-77,299.
TOTAL	<u>79,519.</u>	<u>79,519.</u>	<u>79,519.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OTHER PROGRAM REVENUES	4,590.
SPAY4LA, LLC	-118,331.
TOTALS	<u>-113,741.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	214,714.	0.	0.	214,714.
TOTALS	<u>214,714.</u>	<u>0.</u>	<u>0.</u>	<u>214,714.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	17,175.	0.	0.	17,175.
TOTALS	17,175.	0.	0.	17,175.

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING	205,919.	0.	0.	205,919.
INFORMATION TECHNOLOGY	139,864.	0.	0.	139,864.
PROF SVCS - BACKGROUND CHECKS	1,541.	0.	0.	1,541.
OTHER PROFESSIONAL FEES	78,155.	0.	0.	78,155.
INVESTMENT FEES	231.	231.	231.	0.
RECRUITING	2,465.	0.	0.	2,465.
TOTALS	<u>428,175.</u>	<u>231.</u>	<u>231.</u>	<u>427,944.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
STATE TAXES	34.	0.	0.	0.
LOS ANGELES PROPERTY TAX	271.	0.	0.	271.
TOTALS	305.	0.	0.	271.

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MICROCHIPS	226,577.	0.	0.	226,577.
DUES AND SUBSCRIPTIONS	26,474.	0.	0.	26,474.
MEALS AND ENTERTAINMENT	30,298.	0.	0.	30,298.
INSURANCE	12,874.	0.	0.	12,874.
TELEPHONE	21,987.	0.	0.	21,987.
INTERNET	12,630.	0.	0.	12,630.
RENT	165,464.	0.	0.	165,464.
MARKETING	340,036.	0.	0.	340,036.
OFFICE SUPPLIES	10,365.	0.	0.	10,365.
POSTAGE AND DELIVERY	37,123.	0.	0.	37,123.
TECHNOLOGY	46,958.	0.	0.	46,958.
OTHER EXPENSES	5,233.	0.	0.	5,233.
FILING FEES	160.	0.	0.	160.
TRAINING AND DEVELOPMENT	11,855.	0.	0.	11,855.
OFFICE FURNITURE	3,261.	0.	0.	3,261.
SOFTWARE	3,501.	0.	0.	3,501.
UTILITIES	48,051.	0.	0.	48,051.
PARKING	11,169.	0.	0.	11,169.
PRINTING	99,853.	0.	0.	99,853.
ADOPTION PROGRAM	45,325.	0.	0.	45,325.
MICHELSON PRIZE PROGRAM	784,828.	0.	0.	784,828.
OTHER PROGRAM EXPENSES	151,365.	0.	0.	151,365.
NON-DEDUCTIBLE EXPENSE - SPAY4LA, LLC	147.	0.	0.	0.
TOTALS	2,095,534.	0.	0.	2,095,387.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 9

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	ADDITIONS	DISPOSALS
COMPUTER	SL	2,765			2,765	553	
COMPUTER	SL	2,978			2,978	596	
PRINTER	SL	722			722	144	
SERVER	SL	13,825			13,825	2,765	
COMPUTER	SL	1,889			1,889	378	
COMPUTER	SL	4,369			4,369	874	
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	54	
ALARM	SL	488			488	13	
OFFICE FURNITURE	SL	4,880			4,880	597	
OFFICE FURNITURE	SL	2,334			2,334	333	
PRINTER	SL	679			679	136	
COMPUTER MONITOR	SL	302			302	60	
LCD PROJECTOR	SL	936			936	187	
COMPUTER	SL	1,718			1,718	344	

ATTACHMENT 9

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INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 9 (CONT'D)

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAPTOP	SL	5,368			5,368	895	1,074		1,969
COMPUTER	SL	3,251			3,251	542	650		1,192
SOFTWARE	SL	1,947			1,947	541	649		1,190
COMPUTER	SL	1,862			1,862	186	372		558
COMPUTER	SL	1,139		1,139		114	228	342	
COMPUTER	SL	5,479			5,479	457	1,096		1,553
LAPTOP	SL	1,685			1,685	140	37		477
FIREWALL ROUTER	SL	1,886			1,886	157	377		534
LAPTOP	SL	1,811			1,811	151	162		513
LAPTOP	SL	571			571	38	114		152
LAPTOP	SL	582			582	39	116		155
OFFICE FURNITURE	SL		756		756		27		27
COMPUTER	SL		3,209		3,209		535		535
LAPTOP	SL		3,400		3,400		567		567
COMPUTER	SL		731		731		97		97
LAPTOP	SL		1,214		1,214		101		101
COMPUTER	SL		5,452		5,452		363		363

ATTACHMENT 9

ATTACHMENT 9 (CONT'D)

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

FIXED ASSET DETAIL					ACCUMULATED DEPRECIATION DETAIL					
METHOD/ CLASS		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE		ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	SL		263		263			13		13.
COMPUTER	SL		806		806.			27		27
COMPUTER	SL		5,395		5,395					
COMPUTER	SL		9,019		9,019					
TOTALS		<u>85,660</u>			<u>114,766</u>	<u>15,074</u>				<u>32,518</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI EAFE VALUE INDEX	426,060.	426,060.
ISHARES MSCI EMERGING MARKET	671,700.	671,700.
ISHARES RUSSELL 2000 VALUE	528,480.	528,480.
ISHARES S&P 500/BARRA GROWTH	625,400.	625,400.
RMR ASIA PACIFIC REAL ESTATE	328,135.	328,135.
SPDR S&P OIL & GAS EXPLORATION	675,360.	675,360.
SPDR S&P OIL & GAS EQUIPMENT	620,460.	620,460.
TORTOISE ENERGY CAPITAL CORP.	1,307,323.	1,307,323.
TOTALS	5,182,918.	5,182,918.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	11,879.	11,879.
DUE FROM SPAY4IA	11,750.	11,750.
PROGRAM RECEIVABLES	2,017.	2,017.
TOTALS	<u>25,646.</u>	<u>25,646.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

739,477.

TOTAL

739,477.

FOUND ANIMALS FOUNDATION, INC.

20-3944602

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY KARLIN MICHELSON, M.D. 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	PRESIDENT 1.00	0.	0.	0.
AIMEE GILBREATH P.O. BOX 66370 LOS ANGELES, CA 90066	VICE PRESIDENT 40.00	190,000.	23,202. *	0.
RABECA CROSS P.O. BOX 66370 LOS ANGELES, CA 90066	SECRETARY 40.00	157,138.	19,349. *	0.
DAVID COHEN 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	CFO 1.00	0.	0.	0.
GRAND TOTALS		347,138.	42,551.	0.

* SEE ATTACHMENT 19

ATTACHMENT 13

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DENNIS PHILLIPS P.O. BOX 66370 LOS ANGELES, CA 90066	CHIEF OPER. OFFICER 32.00	154,626.	30,179.* 0.
SHIRLEY JOHNSTON P.O. BOX 66370 LOS ANGELES, CA 90066	SCIENTIFIC DIRECTOR 40.00	130,000.	19,802.* 0.
ANDREW BARRETT P.O. BOX 66370 LOS ANGELES, CA 90066	DIR. OF MARKETING 40.00	77,583.	15,992.* 0.
MICHAEL GILMAN P.O. BOX 66370 LOS ANGELES, CA 90066	DIR. COMMUNICATIONS 40.00	77,250.	17,295.* 0.
ELIZABETH DONALDSON P.O. BOX 66370 LOS ANGELES, CA 90066	CHIEF OF STAFF 40.00	61,800.	15,951.* 0.
	TOTAL COMPENSATION	<u>501,259.</u>	<u>99,219.</u> <u>0.</u>

* SEE ATTACHMENT 19

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JEFFER, MANGELS, BUTLER & MARMARO 1900 AVENUE OF THE STARS, 7TH FLOOR LOS ANGELES, CA 90067	LEGAL	137,879.
THE COMMON POOL, LLC 806 GEORGINA AVENUE SANTA MONICA, CA 90402	CONSULTING	70,000.
MEA DIGITAL WORX, LLC 1111 SIXTH AVENUE, 6TH FLOOR SAN DIEGO, CA 90066	WEB DEVELOPMENT	58,270.
TOTAL COMPENSATION		<u>266,149.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

GARY KARLIN MICHELSON, M.D
KARLIN ASSET MANAGEMENT, INC.
11755 WILSHIRE BLVD., SUITE 1400
LOS ANGELES, CA 90025

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIXNATION INC P O BOX 26 WOODLAND HILLS, CA 91365	NONE 501(C)(3)		SUPPORT SPAY AND NEUTER	160,223
STRAY CAT ALLIANCE P O BOX 661277 LOS ANGELES, CA 90066	NONE 501(C)(3)		SPAY AND NEUTER	500
CLINICO 7533 S GARFIELD AVE BELL GARDENS, CA 90201	NONE 501(C)(3)		SUPPORT SPAY AND NEUTER	210,000
VOICE FOR THE ANIMALS 2633 LINCOLN BLVD. #202 SANTA MONICA, CA 90405	NONE 501(C)(3)		SUPPORT PET SUPPORT HOTLINE	5,300
ANGELDOGS FOUNDATION 18922 SEIRRA ESTATES DRIVE NEWHALL, CA 91321	NONE 501(C)(3)		SUPPORT SPAY AND NEUTER	22,329
THE HUMANE SOCIETY OF THE UNITED STATES 700 PROFESSIONAL DRIVE GAITHERSBURG, MD 20879	NONE 501(C)(3)		SUPPORT ANIMAL ADOPTION	125,000

ATTACHMENT 17

ATTACHMENT 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION ON	AMOUNT
PET ORPHANS OF SOUTHERN CALIFORNIA 7720 GLORIA AVENUE VAN NUYS, CA 91406	NONE 501 (C) (3)	SUPPORT ANIMAL ADOPTION	500
PET SAVE FOUNDATION 14009 S CRENSHAW BLVD #C HAWTHORNE, CA 90250	NONE 501 (C) (3)	SUPPORT ANIMAL ADOPTION & REHABILITATION	250
THE RESCUE TRAIN 11271 VENTURA BLVD, #405 STUDIO CITY, CA 91604	NONE 501 (C) (3)	SUPPORT ANIMAL ADOPTION	7,000
THE STAND FOUNDATION, INC P.O BOX 5921 SHERMAN OAKS, CA 91413	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER	6,025
DOWNTOWN DOG RESCUE 2118 E 7TH PLACE LOS ANGELES, CA 90021	NONE 501 (C) (3)	END DOGFIGHTING	2,870

TOTAL CONTRIBUTIONS PAID

539,997

FOUND ANIMALS FOUNDATION, INC.
YEAR ENDED: NOVEMBER 30, 2010
FEIN: 20-3944602

ATTACHMENT FOR FORM 990-PF

FORM 990-PF, PART VII-A, LINE 11 - SCHEDULE OF CONTROLLED ENTITIES:

SPAY4LA, LLC
8581 SANTA MONICA BLVD., SUITE 511
WEST HOLLYWOOD, CA 90069
EIN: 27-2757199

FOUND ANIMALS FOUNDATION, INC.
YEAR ENDED: NOVEMBER 30, 2010
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.

2009

20-3944602

FOUND ANIMALS FOUNDATION, INC

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTER	02/15/2008	2,765	100 000			2,765	1,014.	1,567	SL		5 000				553
COMPUTER	05/07/2008	2,978	100 000			2,978	943	1,539	SL		5 000				596
PRINTER	06/30/2008	722.	100 000			722	204	348	SL		5 000				144
SERVER	07/28/2008	13,825	100 000			13,825	3,687	6,452.	SL		5 000				2,765
COMPUTER	11/13/2008	1,889	100 000			1,889	409	787	SL		5 000				378
COMPUTER	11/13/2008	4,369	100 000			4,369	947.	1,821	SL		5 000				874
COMPUTER	11/30/2008	2,627	100 000			2,627	525	1,050	SL		5 000				525.
COMPUTER	11/30/2008	2,943	100 000			2,943	589	1,178	SL		5 000				589
SOFTWARE	11/30/2008	6,700	100 000			6,700	2,233	4,466.	SL		3 000				2,233
LEASE IMPROVEMENTS	05/26/2009	9,924	100 000			9,924	127	381	SL		39,000				254
ALARM	07/16/2009	488	100 000			488	4.	17	SL		39,000				13.
OFFICE FURNITURE	05/19/2009	4,880	100 000			4,880	349.	1,046	SL		7 000				697
OFFICE FURNITURE	05/21/2009	2,334	100 000			2,334	167	500.	SL		7 000				333
PRINTER	01/07/2009	679	100 000			679	124	260	SL		5 000				136
COMPUTER MONITOR	01/27/2009	302	100 000			302	50.	110	SL		5,000				60
LCD PROJECTOR	01/27/2009	936	100 000			936	156	343	SL		5,000				187.
COMPUTER	01/27/2009	1,718	100 000			1,718	286	630	SL		5 000				344
LAPTOP	02/04/2009	5,368	100,000			5,368	895	1,969.	SL		5 000				1,074
COMPUTER	02/04/2009	3,251	100 000			3,251	542	1,192	SL		5 000				650
Less Retired Assets						1,139	114								
Subtotals						114,766	14,960	32,518							17,786

Listed Property

Less Retired Assets															
Subtotals															
TOTALS		114,766				114,766	14,960	32,518.							17,786

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS						

*Assets Retired

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DEPRECIATION

[illegible]

Asset description	Date placed in service	Cost or basis				
			Accumulated amortization	Ending Accumulated amortization	Code	Life
TOTAL \$						

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