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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

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

For calendar year 2010, or tax year beginning

12/01, 2010, and ending

11/30, 2011

G Check all that apply.

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

FOUND ANIMALS FOUNDATION, INC.

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

P.O. BOX 66370

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 foundationI Fair market value of all assets at end
of year (from Part II, col (c), line
16) ► \$ 5,405,146.J Accounting method Cash Accrual Other (specify)

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

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)	4,255,386.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,523.	1,523.	1,523.	ATCH 1
4 Dividends and interest from securities	126,400.	126,400.	126,400.	ATCH 2
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	1,240,133.			
7 Capital gain net income (from Part IV, line 2)		67,774.	67,774.	
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances	78,816.			ATCH 3
b Less Cost of goods sold	22,064.			
c Gross profit or (loss) (attach schedule)	56,752.		56,752.	
11 Other income (attach schedule)	-152,242.			ATCH 4
12 Total Add lines 1 through 11	4,355,593.	195,697.	184,675.	
13 Compensation of officers, directors, trustees, etc	364,747.	0.	0.	364,747.
14 Other employee salaries and wages	2,021,093.	0.	185,260.	1,835,833.
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	173,940.	0.	0.	173,940.
b Accounting fees (attach schedule)	38,875.	0.	0.	38,875.
c Other professional fees (attach schedule) *	610,232.	3,118.	3,118.	607,114.
17 Interest	1,527.	0.	1,527.	0.
18 Taxes (attach schedule) (see page 14 of the instructions) *	44,862.	0.	16,229.	
19 Depreciation (attach schedule) and depletion	283,176.	0.	1,800.	281,376.
20 Occupancy	141,708.	0.	355.	141,353.
21 Travel, conferences, and meetings	125,916.	0.	0.	125,916.
22 Printing and publications	3,638,449.	0.	32,320.	3,605,985.
23 Other expenses (attach schedule)	7,444,525.	3,118.	240,609.	7,175,139.
24 Total operating and administrative expenses.	444,406.			444,406.
Add lines 13 through 23	7,888,931.	3,118.	240,609.	7,619,545.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12	-3,533,338.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		192,579.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 7 JSA ** ATCH 8

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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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		3,312,939.	149,552.	149,552.
	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		0.	85,163.	85,163.
	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 ►	160,852.			
	Less accumulated depreciation ►	64,780.			
		78,622.	96,072.		ATCH 10 96,072.
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	ATCH 11	5,182,918.	4,964,109.	4,964,109.
	14 Land, buildings, and equipment basis ►	96,187.			
	Less accumulated depreciation ►	16,229.			
		0.	79,958.		ATCH 12 79,958.
	15 Other assets (describe ►	ATCH 13)	25,646.	30,292.	30,292.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		8,600,125.	5,405,146.	5,405,146.
	17 Accounts payable and accrued expenses		234,371.	619,711.	
	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 (descnbe ►)				
	23 Total liabilities (add lines 17 through 22)		234,371.	619,711.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		8,365,754.	4,785,435.	
	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)		8,365,754.	4,785,435.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		8,600,125.	5,405,146.	

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	8,365,754.
2 Enter amount from Part I, line 27a	2	-3,533,338.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	4,832,416.
5 Decreases not included in line 2 (itemize) ► ATTACHMENT 14	5	46,981.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,785,435.

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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 SEE PART IV SCHEDULE					
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			(l) 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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	67,774.	
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))
2009	5,174,807.	10,662,079.	0.485347
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
2 Total of line 1, column (d)			2 1.208204
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 0.241641
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 9,126,699.
5 Multiply line 4 by line 3			5 2,205,385.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,926.
7 Add lines 5 and 6			7 2,207,311.
8 Enter qualifying distributions from Part XII, line 4			8 7,619,545.
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), 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	1,926.
b	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
c	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		
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	1,926.
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	1,926.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,627.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	7,627.
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	5,701.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	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>		
1c	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?	X	
	<i>If "Yes," attach a detailed description of the activities</i>		
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	
4a	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?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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	
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? 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 2010 or the taxable year beginning in 2010 (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 21

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 11 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 12 X
Website address ► WWW.FOUNDANIMALS.ORG 13 X

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes X No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►

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"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ► <input type="checkbox"/>		
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 22 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 ► <input type="checkbox"/>		
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"/> X No
b If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	4b	X

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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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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 15		364,747.	45,402.	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 16		503,400.	99,524.	0.

Total number of other employees paid over \$50,000 ► 1

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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 17		470,780.

Total number of others receiving over \$50,000 for professional services ►		4

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.	3,185,946.
2 PROGRAM PROVIDES FUNDING, STRATEGIC AND OPERATIONAL SUPPORT FOR LOS ANGELES AREA PROVIDERS OF LOW COST PET SPAY/NEUTER.	1,033,339.
3 ADOPTION PROGRAMS INCLUDE SHELTER EVENTS AND OTHER ADOPTION PROMOTIONS ALONG WITH TRAINING PROGRAMS FOR VOLUNTEERS AND SHELTER STAFF.	1,109,858.
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.	1,166,133.

Part IX-B Summary of Program-Related Investments (see page 24 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	5,200,494.
b Average of monthly cash balances	1b	4,065,190.
c Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	9,265,684.
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	9,265,684.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	138,985.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,126,699.
6 Minimum investment return. Enter 5% of line 5	6	456,335.

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 2010 from Part VI, line 5	2a	
b Income tax for 2010 (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	7,619,545.
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	7,619,545.
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	1,926.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,617,619.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 20 07 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$				0.
a Applied to 2009, 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 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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	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
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
b	85% of line 2a	83,809.	39,334.	372,919.	496,062.
c	Qualifying distributions from Part XII, line 4 for each year listed	71,238.	33,434.	316,981.	421,653.
d	Amounts included in line 2c not used directly for active conduct of exempt activities	7,619,545.	5,175,645.	3,142,943.	17,253,147.
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	444,406.	539,997.	763,678.	467,725.
3	Complete 3a, b, or c for the alternative test relied upon	7,175,139.	4,635,648.	2,379,265.	847,289.
a	"Assets" alternative test - enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0.
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	304,223.	355,403.	295,973.	248,987.
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)				0.
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0.
(3)	Largest amount of support from an exempt organization				0.
(4)	Gross investment income				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 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)				
<i>a Paid during the year</i>				
ATTACHMENT 19				
Total			► 3a	444,406.
<i>b Approved for future payment</i>				
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 ADOPT & SHOP						56,752.
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments				14	1,523.	
3 Interest on savings and temporary cash investments				14	126,400.	
4 Dividends and interest from securities						
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				18	67,774.	
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 OTHER PROGRAM REVENUES						1,853.
c SPAY4LA, LLC						-154,366.
d PROPERTY TAX REFUND				01	271.	
e						
12 Subtotal Add columns (b), (d), and (e)					195,968.	-95,761.
13 Total Add line 12, columns (b), (d), and (e)					13	100,207.

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

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

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 5272

Yes No

b If "Yes," complete the following schedule

b If Yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
FOUND ANIMALS	§501(C) (4)	SAME SUBSTANTIAL CONTRIBUTOR &
LEGISLATIVE FUND INC		OFFICERS

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.

Sign Here  Ameev Miller
Signature of officer or trustee

1x10-15-12

X V.P., Exec Director

Dat

Title

Signature of officer or trustee		Date	Filing	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	PTIN
	<i>Robin Paule</i>	<i>Robin Paule</i>	10/12/2012	Check <input type="checkbox"/> if self-employed P00358939
	Firm's name ► HOLTHOUSE CARLIN & VAN TRIGT LLP		Firm's EIN ► 95-4345526	
Firm's address ► 4550 E. THOUSAND OAKS BLVD, STE 100 WESTLAKE VILLAGE, CA		91362	Phone no	805-374-8555

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

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	\$ 4,250,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description			P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,240,133.		48,312 SHS TORTOISE ENERGY CAPITAL CORPO PROPERTY TYPE: SECURITIES 1,172,359.			P	VARIOUS 67,774.	VARIOUS
TOTAL GAIN (LOSS)						<u>67,774.</u>	

JSA

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ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
JP MORGAN ACCOUNT # 0008	190.	190.	190.
JP MORGAN ACCOUNT # 3116	1,333.	1,333.	1,333.
TOTAL	<u>1,523.</u>	<u>1,523.</u>	<u>1,523.</u>

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 GMO	121,724. 4,676.	121,724. 4,676.	121,724. 4,676.
TOTAL	<u><u>126,400.</u></u>	<u><u>126,400.</u></u>	<u><u>126,400.</u></u>

FOUND ANIMALS FOUNDATION, INC.

20-3944602

ATTACHMENT 3

FORM 990-PF, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADOPT & SHOP	78,816.
TOTAL	<u>78,816.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OTHER PROGRAM REVENUES	1,853.
SPAY4LA, LLC	-154,366.
PROPERTY TAX REFUND	271.
 TOTALS	 <u>-152,242.</u>

ATTACHMENT 5FORM 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	173,940.	0.	0.	173,940.
TOTALS	<u><u>173,940.</u></u>	<u><u>0.</u></u>	<u><u>0.</u></u>	<u><u>173,940.</u></u>

FORM 990PF, PART I - ACCOUNTING FEESATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	38,875.	0.	0.	38,875.
TOTALS	<u><u>38,875.</u></u>	<u><u>0.</u></u>	<u><u>0.</u></u>	<u><u>38,875.</u></u>

FORM 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	236,348.	0.	0.	236,348.
INFORMATION TECHNOLOGY	100,332.	0.	0.	100,332.
PROF SVCS - BACKGROUND CHECKS	6,341.	0.	0.	6,341.
OTHER PROFESSIONAL FEES	102,677.	0.	0.	102,677.
INVESTMENT FEES	3,118.	3,118.	3,118.	0.
RECRUITING	161,416.	0.	0.	161,416.
TOTALS	<u>610,232.</u>	<u>3,118.</u>	<u>3,118.</u>	<u>607,114.</u>

FORM 990PF, PART I - TAXESATTACHMENT 8

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SALES AND USE TAXES	1,527.	0.	1,527.	0.
TOTALS	<u><u>1,527.</u></u>	<u><u>0.</u></u>	<u><u>1,527.</u></u>	<u><u>0.</u></u>

FORM 990PF, PART I - OTHER EXPENSES

ATTACHMENT 9

REVENUE

AND

EXPENSES
PER BOOKS

291,549.

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MICROCHIPS	0.	0.	0.	291,549.
DUES AND SUBSCRIPTIONS	13,312.	0.	0.	13,312.
MEALS AND ENTERTAINMENT	40,095.	0.	67.	40,028.
INSURANCE	20,927.	0.	0.	20,927.
TELEPHONE	36,542.	0.	0.	36,542.
INTERNET	26,826.	0.	0.	26,826.
MARKETING	380,931.	0.	0.	380,931.
OFFICE SUPPLIES	17,301.	0.	0.	17,301.
POSTAGE, AND DELIVERY	38,188.	0.	0.	38,188.
TECHNOLOGY	22,561.	0.	1,375.	21,186.
OUTSIDE SERVICES	5,007.	0.	0.	5,007.
OTHER EXPENSES	5,438.	0.	0.	5,438.
FILING FEES	1,160.	0.	128.	982.
TRAINING AND DEVELOPMENT	10,760.	0.	0.	10,760.
OFFICE FURNITURE	5,266.	0.	0.	5,266.
SOFTWARE	75,236.	0.	0.	75,236.
UTILITIES	31,145.	0.	162.	30,983.
PARKING	23,348.	0.	0.	23,348.
ADOPTION PROGRAM	69,560.	0.	0.	69,560.
MICHELSON PRIZE PROGRAM	2,155,764.	0.	0.	2,155,764.
OTHER PROGRAM EXPENSES	267,830.	0.	29,216.	238,614.
COMMUNICATIONS	98,237.	0.	0.	98,237.
SHOPPING BAGS	1,372.	0.	1,372.	0.
NON-DEDUCTIBLE EXPENSE - SPAY4LA, LLC	94.	0.	0.	0.
TOTALS	<u>3,638,449.</u>	<u>0.</u>	<u>32,320.</u>	<u>3,605,985.</u>

INVESTMENTS - LAND, BUILDINGS, EQUIPMENTATTACHMENT 10

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING BALANCE	BEGNING BALANCE	ADDITIONS	DISPOSALS	DISPOSALS	ENDING BALANCE
		BALANCE	ADDITIONS	DISPOSALS						
COMPUTER	SL	2,765		2,765.	1,567	553				2,120.
COMPUTER	SL	2,978			1,539	596				2,135
PRINTER	SL	722		722.	348	144				492.
SERVER	SL	13,825			6,452.	2,765				9,217
COMPUTER	SL	1,889			787	378				1,165
COMPUTER	SL	4,369		4,369	1,821.	874				2,695
COMPUTER	SL	2,627		2,627.	1,050	525				1,575
COMPUTER	SL	2,943		2,943	1,178	589.				1,767
SOFTWARE	SL	6,700			4,466	2,233				6,699
LEASE IMPROVEMENTS	SL	9,924			381.	254				635
ALARM	SL	488		488	17.	13				30
OFFICE FURNITURE	SL	4,880			1,046	697				1,743
OFFICE FURNITURE	SL	2,334			2,334.	500				833
PRINTER	SL	679			679	260.				396
COMPUTER MONITOR	SL	302			302	110	60			170
LCD PROJECTOR	SL	936			936	343.	187.			530
COMPUTER	SL	1,718			1,718	630	344			974
					V 10-8 3	6781				
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ATTACHMENT 10

INVESTMENTS - LAND, BUILDINGS, EQUIPMENTATTACHMENT 10 (CONT'D)

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING	BEGNING BALANCE	ADDITIONS	DISPOSALS	DISPOSALS	ENDING BALANCE
		BALANCE	ADDITIONS	DISPOSALS						
LAPTOP	SL	5,368			5,368	1,969	1,074			3,043
COMPUTER	SL	3,251			3,251	1,192.	650			1,842.
SOFTWARE	SL	1,947.			1,947.	1,190	649			1,839
COMPUTER	SL	1,862			1,862	558.	372			930.
COMPUTER	SL	5,479.			5,479.	1,553	1,096			2,649
LAPTOP	SL	1,685			1,685	477	337			814
FIREWALL ROUTER	SL	1,886			1,886	534	377.			911
LAPTOP	SL	1,811			1,811	513	362			875
LAPTOP	SL	571			571	152	114			266
LAPTOP	SL	582			582	155	116			271
OFFICE FURNITURE	SL	756			756	27	108			135
COMPUTER	SL	3,209.			3,209	535	642			1,177
LAPTOP	SL	3,400			3,400.	567	680			1,247
COMPUTER	SL	731			731	97.	146.			243
LAPTOP	SL	1,214			1,214	101	243			344
COMPUTER	SL	5,452			5,452	363	1,090			1,453
COMPUTER	SL	263			263	13	53.			66
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INVESTMENTS - LAND, BUILDINGS, EQUIPMENTATTACHMENT 1A (CONT'D)

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING			BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
		BALANCE	ADDITIONS	DISPOSALS	BALANCE						
COMPUTER	SL	806.			806.			27	161		188.
COMPUTER	SL	5,395.			5,395.			0	1,079		1,079.
COMPUTER	SL	9,019			9,019			0	1,804.		1,804.
LEASE IMPROVEMENT	SL				3,118			33			33
COMPUTER	SL		2,097		2,097			350			350.
COMPUTER	SL			7,946	7,946			1,192.			1,192.
COMPUTER	SL			2,475	2,475			330			330.
COMPUTER	SL			696	696			93			93.
COMPUTER	SL			3,972.	3,972.			530			530.
COMPUTER	SL			550.	550.			64			64
COMPUTER	SL			1,649	1,649			165			165.
COMPUTER	SL			1,860.	1,860.			186			186.
COMPUTER	SL			353	353			29			29
COMPUTER	SL			7,276	7,276			606			606
COMPUTER	SL			1,497	1,497			125			125.
COMPUTER	SL			559	559			37			37
COMPUTER	SL			373	373			19			19

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING			BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
		BALANCE	ADDITIONS	DISPOSALS	BALANCE						
COMPUTER	SL	806.			806.			27	161		188.
COMPUTER	SL	5,395.			5,395.			0	1,079		1,079.
COMPUTER	SL	9,019			9,019			0	1,804.		1,804.
LEASE IMPROVEMENT	SL			3,118	3,118			33			33
COMPUTER	SL		2,097		2,097			350			350.
COMPUTER	SL			7,946	7,946			1,192.			1,192.
COMPUTER	SL			2,475	2,475			330			330.
COMPUTER	SL			696	696			93			93.
COMPUTER	SL			3,972.	3,972.			530			530.
COMPUTER	SL			550.	550.			64			64
COMPUTER	SL			1,649	1,649			165			165.
COMPUTER	SL			1,860.	1,860.			186			186.
COMPUTER	SL			353	353			29			29
COMPUTER	SL			7,276	7,276			606			606
COMPUTER	SL			1,497	1,497			125			125.
COMPUTER	SL			559	559			37			37
COMPUTER	SL			373	373			19			19

ATTACHMENT 10

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INVESTMENTS - LAND, BUILDINGS, EQUIPMENTATTACHMENT 10 (CONT'D)

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			DISPOSALS	BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	BALANCE
		BALANCE	ADDITIONS	ENDING						
COMPUTER	SL	373.		373.			19.			19.
COMPUTER	SL	400.		400.			13.			13.
COMPUTER	SL	3,799.		3,799.			63			63.
COMPUTER	SL	2,285		2,285			38			38
COMPUTER	SL	1,000.		1,000.						
COMPUTER	SL	3,807		3,807						
TOTALS			<u>114,766.</u>				<u>160,851.</u>			<u>58,244.</u>
								<u>32,518.</u>		

ACCUMULATED DEPRECIATION DETAIL

58,244.

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES MSCI EAFE VALUE INDEX	399,690.	399,690.
ISHARES MSCI EMERGING MARKET	600,150.	600,150.
ISHARES RUSSELL 2000 VALUE	521,200.	521,200.
ISHARES S&P 500/BARRA GROWTH	674,900.	674,900.
RMR ASIA PACIFIC REAL ESTATE	258,605.	258,605.
SPDR S&P OIL & GAS EXPLORATION	772,380.	772,380.
SPDR S&P OIL & GAS EQUIPMENT	651,960.	651,960.
TORTOISE ENERGY CAPITAL CORP.	0.	0.
QUALITY FUND III	1,085,224.	1,085,224.
 TOTALS	 <u>4,964,109.</u>	 <u>4,964,109.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING	ENDING	ACCUMULATED DEPRECIATION DETAIL		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	DISPOSALS
VEHICLE	SL	26,925			3,590	3,590
LEASE IMPROVEMENTS	SL	27,291			350.	350.
EQUIPMENT	SL	3,910.			391.	391
FIXTURES	SL	38,062.			2,719	2,719
TOTALS				<u>96,188</u>	<u>7,050</u>	

ATTACHMENT 12

ATTACHMENT 12

V 10-8 3

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ATTACHMENT 12

6781

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	23,051.	23,051.
DUE FROM SPAY4LA	6,488.	6,488.
PROGRAM RECEIVABLES	0.	0.
PREPAID CARD	78.	78.
UNDEPOSITED FUNDS	675.	675.
TOTALS	<u>30,292.</u>	<u>30,292.</u>

ATTACHMENT 13

FOUND ANIMALS FOUNDATION, INC.

20-3944602

ATTACHMENT 14

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS PRIOR PERIOD ADJUSTMENT	46,663. 318.
TOTAL	<u>46,981.</u>

ATTACHMENT 14

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6781

FOUND ANIMALS FOUNDATION, INC.

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

20-3944602

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	EXPENSE ACCT TO EMPLOYEE AND OTHER ALLOWANCES	
			CONTRIBUTIONS TO BENEFIT PLANS	
GARY KARLIN MICHELSON, M.D. 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	PRESIDENT 0.00	0.	0.	0.
AIMEE GILBREATH P.O. BOX 66370 LOS ANGELES, CA 90066	VICE PRESIDENT 40.00	200,335.	23,514. *	0.
RABECCA CROSS P.O. BOX 66370 LOS ANGELES, CA 90066	SECRETARY 40.00	164,412.	21,888. *	0.
DAVID COHEN 11755 WILSHIRE BLVD., SUITE 1400 LOS ANGELES, CA 90025	CFO 1.00	0.	0.	0.
GRAND TOTALS		<u>364,747.</u>	<u>45,402.</u>	<u>0.</u>

* SEE ATTACHMENT 20

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MOLLY STRETTEN P.O. BOX 66370 LOS ANGELES, CA 90066	DIRECTOR - ADOPTION 40.00	74,923.	17,099.*	0.
JENNIFER BRENT P.O. BOX 66370 LOS ANGELES, CA 90066	RELATIONS MANAGER 40.00	69,059.	16,790.*	0.
JONATHAN CHAVEZ P.O. BOX 66370 LOS ANGELES, CA 90066	PROGRAM MANAGER 40.00	60,732.	15,900.*	0.
DENNIS PHILLIPS P.O. BOX 66370 LOS ANGELES, CA 90066	COO 32.00	160,420.	30,037.*	0.
SHIRLEY JOHNSON P.O. BOX 66370 LOS ANGELES, CA 90066	DIRECTOR - RESEARCH 40.00	138,266.	19,698.*	0.
	TOTAL COMPENSATION	<u><u>503,400.</u></u>	<u><u>99,524.</u></u>	<u><u>0.</u></u>

* SEE ATTACHMENT 20

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OFFICETEAM 10960 WILSHIRE BLVD, STE 900 LOS ANGELES, CA 90024	HUMAN RESOURCES	118,788.
FUTURESTEP 1900 AVENUE OF THE STARS, STE 2600 LOS ANGELES, CA 90067	RECRUITMENT	92,282.
SANDBOX TECHNOLOGY INC 4111 WEST ALAMEDA AVE., STE 605 BURBANK, CA 91505	COMPUTER/TECHNOLOGY	102,342.
FRIZCON WEB SOLUTIONS 908, STREET 90 I-8/4 ISLAMABAD PAKISTAN	IT	79,475.
ZEESMAN COMMUNICATIONS INC 6420 WILSHIRE BLVD., STE 1240 LOS ANGELES, CA 90048	MARKETING	77,893.
TOTAL COMPENSATION		<u>470,780.</u>

ATTACHMENT 17

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 9000E, 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	ATTACHMENT 19				
				148,494	5,000	10,000.	31,183	50
FIXNATION INC P O BOX 26 WOODLAND HILLS, CA 91365	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER						
VOICE FOR THE ANIMALS 2633 LINCOLN BLVD #202 SANTA MONICA, CA 90405	NONE 501 (C) (3)	SUPPORT PET SUPPORT HOTLINE						
THE HUMANE SOCIETY OF THE UNITED STATES 4229 YORK AVE LOS ANGELES, CA 90065	NONE 501 (C) (3)	STOP THE SEAL HUNT						
THE STAND FOUNDATION, INC P O BOX 5921 SHERMAN OAKS, CA 91413	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER						
ANIMALS ANONYMOUS 124 BROOKS AVE VENICE, CA 90291	NONE 501 (C) (3)	SMALL ANIMAL CAGE SPONSORSHIP						
SNP LA 957 N GAFFEY STREET SAN PEDRO, CA 90731	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER						

FORM 100PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LANGE FOUNDATION 2106 S SEPULVEDA BLVD LOS ANGELES, CA 90025	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER	10,000.
KARMA RESCUE 1158 26TH STREET, #155 SANTA MONICA, CA 90403	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER	1,500
KITTY BUNGALOW CHARM SCHOOL 1795 WEST 24TH STREET LOS ANGELES, CA 90018	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER	5,000
BAD RAP 4360 TURNER AVE OAKLAND, CA 94605	NONE 501 (C) (3)	SUPPORT SPAY AND NEUTER	1,500
EVEN CHANCE RESCUE 1804 GARNET AVENUE, #305 SAN DIEGO, CA 92109	NONE 501 (C) (3)	STOP DOG FIGHTING	1,500
ALLIANCE FOR CONTRACEPTION IN CATS & DOGS 14245 NW BELLE COURT PORTLAND, OR 97229	NONE 501 (C) (3)	SUPPORT RESEARCH	24,466

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

2,500

SUPPORT RESEARCH

NONE

501(C) (3)

P O BOX 1630

160 US HIGHWAY 6 STE 200

SILVERTHORNE, CO 80498

EAST VALLEY ANIMAL SHELTER
14409 VANOWEN ST

VAN NUYS, CA 91405

NONE

501(C) (3)

SUPPORT ANIMAL SHELTER

1,469

50.

SUPPORT ANIMAL SHELTER

NONE

501(C) (3)

LONG BEACH FELINES
P O BOX 15704

LONG BEACH, CA 90815

TOTAL CONTRIBUTIONS PAID

444,406

FOUND ANIMALS FOUNDATION, INC.
YEAR ENDED: NOVEMBER 30, 2011
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.

FOUND ANIMALS FOUNDATION, INC.
YEAR ENDED: NOVEMBER 30, 2011
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

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2010

Name of estate or trust

FOUND ANIMALS FOUNDATION, INC.

Employer identification number

20-3944602

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	67,774.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	67,774.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			67,774.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			67,774.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheets** necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if.	
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero	

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0-	22		
23 Subtract line 22 from line 17 If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2010

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

20-3944602

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

67,774.

JSA
0F1222 1 000

Schedule D-1 (Form 1041) 2010

Form 4562

Depreciation and Amortization (Including Information on Listed Property)

OMB No 1545-0172

2010

Attachment
Sequence No 67

Identifying number

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

FOUND ANIMALS FOUNDATION, INC.

Business or activity to which this form relates

GENERAL DEPRECIATION**Part I Election To Expense Certain Property Under Section 179****Note: If you have any listed property, complete Part V before you complete Part I.**

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ►	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15	Property subject to section 168(f)(1) election	15
16	Other depreciation (including ACRS)	16
		29,186.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A		
17	MACRS deductions for assets placed in service in tax years beginning before 2010	17
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►	<input type="checkbox"/>

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property			25 yrs		S/L	
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property						
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
			40 yrs	MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs		S/L
c 40-year			40 yrs	MM	S/L

Part IV Summary (See instructions.)

21 Listed property Enter amount from line 28	21	3,590.
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	32,776.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
---	-------------------------------	---	----------------------------	--	------------------------	--------------------------	-------------------------------	---------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

SEE LISTED PROPERTY DETAIL								
		%						
		%						
		%						

27 Property used 50% or less in a qualified business use		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28 3,590.
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
43 Amortization of costs that began before your 2010 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

Description of Property

GENERAL DEPRECIATION

GENERAL DEPRECIATION

DEPRECIATION

Assets Retired
JSA 0X9024 1 000

Description of Property

GENERAL DEPRECIATION

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
SOFTWARE	02/04/2009	1,947	100,000			1,947	1,190	1,839	SL		3,000			649	
COMPUTER	06/04/2009	1,862	100,000			1,862	558	930	SL		5,000			372	
COMPUTER	06/17/2009	5,479	100,000			5,479	1,553	2,649	SL		5,000			1,096	
LAPTOP	06/25/2009	1,685	100,000			1,685	477	814	SL		5,000			337	
FIREFWALL ROUTER	07/07/2009	1,886	100,000			1,886	534	911	SL		5,000			377	
LAPTOP	07/07/2009	1,811	100,000			1,811	513	875	SL		5,000			362	
LAPTOP	07/30/2009	571	100,000			571	152.	266	SL		5,000			114	
LAPTOP	07/31/2009	582	100,000			582	155	271	SL		5,000			116	
OFFICE FURNITURE	09/09/2010	756	100,000			756	27	135	SL		7,000			108	
COMPUTER	01/28/2010	3,209	100,000			3,209	335	1,177	SL		5,000			642	
LAPTOP	01/28/2010	3,400	100,000			3,400	567	1,1247	SL		5,000			680	
COMPUTER	03/19/2010	731	100,000			731	97	243	SL		5,000			146	
LAPTOP	07/15/2010	1,214	100,000			1,214	101	344	SL		5,000			243	
COMPUTER	07/23/2010	5,452	100,000			5,452	363	1,453	SL		5,000			1,090	
COMPUTER	09/09/2010	263	100,000			263	13	66	SL		5,000			53	
COMPUTER	09/23/2010	806	100,000			806	27	188	SL		5,000			161	
COMPUTER	11/13/2010	5,395	100,000			5,395	0	1,079	SL		5,000			1,079	
COMPUTER	11/30/2010	9,019	100,000			9,019	0	1,804	SL		5,000			1,804	
LEASE IMPROVEMENT	07/01/2011	3,118	100,000			3,118		33	SL		89,000			33	
Less Retired Assets															
Subtotals															
TOTALS															
AMORTIZATION															
Asset description	Date placed in service														
Less Retired Assets															
Subtotals															
TOTALS															
Current-year amortization															
Assets Retired															
JSA															
0X9024 11000															

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Description of Property

GENERAL DEPRECIATION

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	ACRS Conv	MA CRS class	Current-year 179 expense	Current-year depreciation
LEASE IMPROVEMENTS	06/06/2011	27,291	100 000			27,291		350	SL	89 000			350
EQUIPMENT	05/19/2011	3,910	100 000			3,910		391	SL	5 000			391
FIXTURES	06/06/2011	38,062	100 000			38,062		2,719	SL	7 000			2,719

Listed Property**Subtotals****TOTALS****AMORTIZATION****TOTALS****Assets Retired****Subtotals****TOTALS****Assets Retired****Subtotals****TOTALS**

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	FOUND ANIMALS FOUNDATION, INC.	<input checked="" type="checkbox"/> 20-3944602
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
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) 04

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	01	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, 20 12, 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, 20 10, and ending 11/30, 20 11

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 \$ 7,627.
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 \$ 7,627.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

Caution. If you are going to make an electronic 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 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. FOUND ANIMALS FOUNDATION, INC.	Employer identification number (EIN) or 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	Social security number (SSN) <input type="checkbox"/>
	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)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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**, 20 **12**.
- 5 For calendar year **2001**, or other tax year beginning **12/01**, 20 **10**, and ending **11/30**, 20 **11**.
- 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 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 \$ NONE
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 \$ NONE
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 \$ NONE

Signature and Verification must be completed for Part II only.

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

Signature ► **Maryanne Paule**

Title ►

CPA

Date ► **6/14/12**

Form 8868 (Rev. 1-2012)