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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending ,THE ROLLING DOG FARM
PO BOX 150
LANCASTER, NH 03584**A** Employer identification number
81-0537598**B** Telephone number (see the instructions)**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 ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**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, column (c), line 16) **J** Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
Part I, column (d) must be on cash basisFair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 2,276,642.**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 instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)	697,042.			
	2	Chk <input type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	137.	137.	137.	
	4	Dividends and interest from securities	107.	107.	107.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-19.			
	b	Gross sales price for all assets on line 6a	35,285.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	697,267.	244.	244.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc.	65,230.			65,230.
	14	Other employee salaries and wages	29,971.			29,971.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST 1	4,442.			4,442.
	b	Accounting fees (attach sch) SEE ST 2	7,751.			7,751.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs.) SEE STM 3	13,612.			16,108.
	19	Depreciation (attach sch) and depletion	150,588.			
	20	Occupancy				
	21	Travel, conferences, and meetings	1,718.			1,718.
	22	Printing and publications	8,192.			4,596.
23	Other expenses (attach schedule) SEE STATEMENT 4	184,896.			184,552.	
24	Total operating and administrative expenses. Add lines 13 through 23	466,400.			314,368.	
25	Contributions, gifts, grants paid					
26	Total expenses and disbursements. Add lines 24 and 25	466,400.	0.	0.	314,368.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	230,867.				
b	Net investment income (if negative, enter -0-)		244.			
c	Adjusted net income (if negative, enter -0-)			244.		

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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	230,335.	2,218.	2,218.
	2	Savings and temporary cash investments	5,179.	433,830.	433,830.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable	148,769.		
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	605.		
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use	3,103.	2,353.	2,353.
	9	Prepaid expenses and deferred charges	8,436.	7,623.	7,623.
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 5	9,928.	12,580.	12,580.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)				
14	Land, buildings, and equipment basis	2,277,936.			
	Less: accumulated depreciation (attach schedule) SEE STMT 6	518,054.			
15	Other assets (describe)				
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,136,751.	2,367,255.	2,276,642.	
LIABILITIES	17	Accounts payable and accrued expenses	8,649.	8,714.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	8,649.	8,714.	
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	2,128,102.	2,358,541.	
	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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,128,102.	2,358,541.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,136,751.	2,367,255.	

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	2,128,102.
2	Enter amount from Part I, line 27a	2	230,867.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,358,969.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	428.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,358,541.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	16 SH APPLE INC	D	12/02/10	9/19/11
b	12 SH CHEVRON CORPORATION	D	12/14/10	9/19/11
c	22 SH FREEPORT-MCMORAN	D	12/21/10	9/19/11
d	16 SH PROCTOR & GAMBLE CO	D	12/28/10	9/19/11
e	450 SH PUBLICIS GROUPE	D	2/22/11	2/25/11

(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 6,330.		5,161.	1,169.
b 1,148.		1,095.	53.
c 1,759.		2,642.	-883.
d 999.		1,029.	-30.
e 25,049.		25,377.	-328.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,169.
b			53.
c			-883.
d			-30.
e			-328.

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-19.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-19.

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 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 (column (b) divided by column (c))
2010	417,227.	389,440.	1.071351
2009	476,158.	697,763.	0.682406
2008	772,969.	414,685.	1.863991
2007	660,296.	632,688.	1.043636
2006	259,990.		

2 Total of line 1, column (d)	2	4.661384
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	0.932277
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	300,936.
5 Multiply line 4 by line 3	5	280,556.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2.
7 Add lines 5 and 6	7	280,558.
8 Enter qualifying distributions from Part XII, line 4	8	314,368.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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 letter if necessary – see instrs)		1	2.
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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2.
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	2.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011		6a	
b Exempt foreign organizations – tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	0.
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	2.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NH MT WA CO		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.ROLLINGDOGFARM.ORG	13	X	
14	The books are in care of STEVEN P. SMITH Telephone no Located at PO BOX 150 LANCASTER NH ZIP + 4 03584			
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		N/A	N/A
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country 	16		X

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 type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here 	1b	N/A
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20__ , 20__ , 20__ , 20__		
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 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b	N/A
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 2011?	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))?

☐ 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 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 instructions)?

5b

N/A

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?N/A ☐ Yes ☐ 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?☐ Yes ☒ 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?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 instructions).

SEE STATEMENT 8 (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
STEVEN P. SMITH PO BOX 150 LANCASTER, NH 03584	EXECUTIVE DI 60.00	32,615.	0.	0.
ALAYNE M. MARKER PO BOX 150 LANCASTER, NH 03584	OPERATIONS D 60.00	32,615.	0.	0.
LAURA WHALE 2680 COLT DRIVE EAST HELENA, MT 59635	DIRECTOR 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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
NONE				

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

0

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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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 SEE STATEMENT 9	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	10,830.
b	Average of monthly cash balances	1b	294,689.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	305,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	305,519.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,583.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	300,936.
6	Minimum investment return. Enter 5% of line 5	6	15,047.

Part XI Distributable Amount (see 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	N/A	1	
2a	Tax on investment income for 2011 from Part VI, line 5	2a		
b	Income tax for 2011 (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 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 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	314,368.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	314,368.
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 instructions)	5	2.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	314,366.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: \$ _____				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling 2/02/01

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 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	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a	244.	1,601.	6,350.	1,792.	9,987.
c Qualifying distributions from Part XII, line 4 for each year listed	207.	1,361.	5,398.	1,523.	8,489.
d Amounts included in line 2c not used directly for active conduct of exempt activities	314,368.	417,243.	476,222.	772,980.	1,980,813.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0.
	314,368.	417,243.	476,222.	772,980.	1,980,813.
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)	697,266.	778,727.	886,003.	961,634.	3,323,630.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	697,266.	778,727.	886,003.	961,634.	3,323,630.
(3) Largest amount of support from an exempt organization	15,000.	15,000.	20,000.	20,000.	70,000.
(4) Gross investment income	244.	1,601.	6,350.	1,051.	9,246.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see 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).)

NONE

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

NONE

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	137.	
4	Dividends and interest from securities			14	107.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-19.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				225.	
13	Total. Add line 12, columns (b), (d), and (e)				13	225.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization

THE ROLLING DOG FARM

Employer identification number

81-0537598

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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, total 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 total 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 Part I, 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE ROLLING DOG FARM

81-0537598

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILLIP RASKIN 219 E LAKE SHORE DR 2A CHICAGO, IL 60611	\$ 25,377.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LESLIE PETER FOUNDATION 115 BROADWAY NEW YORK, NY 10006	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	LONGFIELD FAMILY CHAR. FOUNDATION PO BOX 1020 ISLE OF PALMS, SC 29451	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MITCH AND RENEE WAGNER PO BOX 521 RANCHO SANTA FE, CA 92067	\$ 55,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	THE POWELL FOUNDATION 6843 N. KNOX AVENUE LINCOLNWOOD, IL 60712	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ROBERT NUGENT PO BOX 7022 RANCHO SANTA FE, CA 92067	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ROLLING DOG FARM

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SHIRLEY LONGFELLOW & JAMES CAZINHA 7621 SW THORNTON DRIVE WILSONVILLE, OR 97070	\$ 6,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	ODIE'S FUND PO BOX 14 EASTON, MD 21601	\$ 7,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	GEORGE HAMBRECHT 133 EAST 92ND STREET NEW YORK, NY 10128	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	PATRICIA WEST 109 SMITH FOREST LANE ALPHARETTA, GA 30004	\$ 5,672.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	THE ADELAAR FOUNDATION 15 FENIMORE ROAD SCARSDALE, NY 10583	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	MOZILLA, INC. 650 CASTRO STREET SUITE 300 MOUNTAIN VIEW, CA 94041	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE ROLLING DOG FARM

81-0537598

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	FSC SECURITIES CORPORATION 2300 WINDY RIDGE SUITE 1100 ATLANTA, GA 30339	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	HEARTHSIDE FOOD SOLUTIONS, LLC 2545 PRAIRIE ROAD EUGENE, OR 97402	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	RACHEL KNOX AND MICHAEL HASE 232 MOTT STREET PH 6 NEW YORK, NY 10012	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	MICHELLE AND PAUL PENDLETON 2401 SOUTH COLUMBINE STREET DENVER, CO 80210	\$ 5,000.	Person <input 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)

Employer identification number

81-0537598

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	450 SHARES PUBLICIS GROUPE		
		\$ 25,377.	2/22/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
10	15 SHARES MASTERCARD INC		
		\$ 5,672.	12/23/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE ROLLING DOG FARM

Employer identification number

81-0537598

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10)

organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.)

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

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

THE ROLLING DOG FARM

81-0537598

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 4,442.			\$ 4,442.
TOTAL	\$ 4,442.	\$ 0.	\$ 0.	\$ 4,442.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREP	\$ 6,564.			\$ 6,564.
BOOKKEEPING	456.			456.
PAYROLL	731.			731.
TOTAL	\$ 7,751.	\$ 0.	\$ 0.	\$ 7,751.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 16.			\$ 16.
PAYROLL TAXES	7,869.			10,365.
PROPERTY TAXES	5,727.			5,727.
TOTAL	\$ 13,612.	\$ 0.	\$ 0.	\$ 16,108.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANIMAL BUILDINGS MAINT & INSURANCE	\$ 19,145.			\$ 19,145.
ANIMAL BUILDINGS UTILITIES	14,733.			15,202.
ANIMAL CARE & FARRIER	7,790.			7,790.
ANIMAL FEED	38,605.			38,605.
ANIMAL SUPPLIES	10,748.			10,748.
ANIMAL TRANSPORT	2,817.			2,817.
AUTOMOBILE EXPENSE	5,587.			5,587.
BANK AND E-COMMERCE FEES	380.			380.
COMPUTING & SOFTWARE	205.			205.
CONTRACT LABOR	1,958.			1,958.
COUNSELING SERVICES	3,366.			3,366.

THE ROLLING DOG FARM

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DONOR & VOLUNTEER RECOGNITION	\$ 750.			\$ 750.
DUES & SUBSCRIPTIONS	264.			264.
EMPLOYEE HEALTH INSURANCE	18,958.			18,958.
FREIGHT	733.			733.
HUMANE EDUCATION	6,195.			6,195.
INSURANCE	15,713.			14,900.
LICENSES	200.			200.
MISCELLANEOUS SUPPLIES	57.			57.
OFFICE SUPPLIES	1,328.			1,328.
PASTURE & GROUNDS MAINTENANCE	3,623.			3,623.
POSTAGE AND DELIVERY	6,264.			6,264.
TELEPHONE	1,227.			1,227.
TRACTOR & EQUIPMENT EXPENSE	1,064.			1,064.
VETERINARY	19,763.			19,763.
WEB SITE	722.			722.
WORKERS COMPENSATION PREMIUMS	2,701.			2,701.
TOTAL	\$ 184,896.	\$ 0.	\$ 0.	\$ 184,552.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
15 SH MASTERCARD INC - YEAR END DONATION	MKT VAL	\$ 5,592.	\$ 5,592.
66 SH FREEPORT MCMORAN-YEAR END DONATION	MKT VAL	2,428.	2,428.
30 SH SPDR GOLD TRUST	MKT VAL	4,560.	4,560.
TOTAL		\$ 12,580.	\$ 12,580.

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 140,807.	\$ 91,029.	\$ 49,778.	\$ 49,778.
MACHINERY AND EQUIPMENT	131,981.	85,626.	46,355.	46,355.
BUILDINGS	192,864.	12,026.	180,838.	180,838.
IMPROVEMENTS	1,507,082.	315,422.	1,191,660.	1,101,048.
LAND	245,592.		245,592.	245,592.
MISCELLANEOUS	59,610.	13,951.	45,659.	45,659.
TOTAL	\$ 2,277,936.	\$ 518,054.	\$ 1,759,882.	\$ 1,669,270.

2011

FEDERAL STATEMENTS

PAGE 3

THE ROLLING DOG FARM

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STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNREALIZED LOSS ON INVESTMENTS

	\$	428.
TOTAL	\$	<u>428.</u>

THE ROLLING DOG FARM

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STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
COMPENSATION OF OFFICERS AND DIRECTOR

SMITH AND MARKER RECEIVED COMPENSATION FOR THEIR WORK AS FULL-TIME SANCTUARY MANAGERS AND ANIMAL CARE PROVIDERS, NOT FOR THEIR ROLE AS AN OFFICER OR DIRECTOR.

STATEMENT 9
FORM 990-PF, PART IX-A
SUMMARY OF DIRECT CHARITABLE ACTIVITIES FOR 2011

2011 WAS OUR FIRST FULL YEAR AT OUR NEW HAMPSHIRE LOCATION, AND GOING THROUGH ALL FOUR SEASONS GAVE US PLENTY OF CONFIRMATION THAT THE MOVE FROM THE REMOTE MONTANA RANCH WAS INDEED A VERY SMART DECISION. THE WEATHER HERE IS MUCH "KINDER AND GENTLER," WE SPEND FAR LESS TIME ON THE ROAD AND A LOT LESS MONEY ON GAS, THE FACILITIES MAKE IT MUCH EASIER TO CARE FOR THE ANIMALS, AND THE LAND IS SO MUCH MORE PRODUCTIVE.

DURING THE YEAR WE BROUGHT IN FIVE DISABLED DOGS, FOUR OF THEM BLIND. WE HAD LIMITED OUR INTAKE IN 2011 BECAUSE WE WERE CONCERNED ABOUT REVENUES, WHICH HAD BEGUN DROPPING SHARPLY IN THE FOURTH QUARTER OF 2010 AND CONTINUED TO LAG FOR MUCH OF 2011. SINCE OUR FIRST PRIORITY IS TO MAKE SURE WE CAN ALWAYS PROVIDE FOR THE ANIMALS WHO ARE ALREADY HERE, THE PRUDENT COURSE OF ACTION IN A DIFFICULT FUNDRAISING PERIOD IS TO REDUCE THE NUMBER OF NEW ARRIVALS.

WE WERE DELIGHTED TO ADOPT OUT FIVE DISABLED ANIMALS -- FOUR DOGS AND ONE CAT -- TO WONDERFUL FAMILIES IN CONNECTICUT, NEW HAMPSHIRE, OREGON AND WASHINGTON, D.C. TWO OF THE DOGS WHO FOUND A NEW HOME WERE OUR BLIND POODLE SISTERS, MOLLY AND PRISCILLA, WHO HAD ORIGINALLY COME TO US SEVERAL YEARS AGO FROM A TEXAS SHELTER.

WHILE THAT WAS THE HAPPY NEWS, WE ALSO HAD OUR SHARE OF HEARTBREAK FOR THE YEAR. WE LOST NINE ANIMALS ALTOGETHER, INCLUDING TWO OF OUR LONGTIME "ICONS" -- BAILEY, A MINIATURE DACHSHUND WITH A SPINAL DISABILITY, AND BLIND PATTI, A SWEET SHEPHERD MIX. BAILEY WAS PROBABLY 16 YEARS OR OLDER AND DIED IN HIS SLEEP, WHILE PATTI DIED FROM HEMANGIOSARCOMA. BECAUSE MANY OF THE ANIMALS COME TO US LATER IN THEIR LIVES -- AFTER THEY DEVELOP DISABILITIES -- DEALING WITH LOSSES IS A SAD AND ALL TOO FREQUENT PART OF WHAT WE DO.

AS IT TURNED OUT, THE NUMBER OF NEW ARRIVALS EQUALED THE NUMBER OF ADOPTIONS, AND THUS THE LOSSES BROUGHT OUR OVERALL AVERAGE NUMBER OF DISABLED ANIMALS AT THE FARM TO FORTY.

WE HAD MENTIONED IN LAST YEAR'S SUMMARY THAT ONE OF OUR GOALS IN MOVING TO THIS PROPERTY IN NEW HAMPSHIRE WAS TO BECOME MORE SELF-SUFFICIENT IN RAISING FOOD FOR THE ANIMALS. WE MADE SIGNIFICANT PROGRESS TOWARDS THAT GOAL IN 2011 BY LAUNCHING OUR HUMANELY RAISED PET FOOD INITIATIVE, IN WHICH WE ARE RAISING OUR OWN LIVESTOCK AS A SOURCE OF FOOD FOR OUR DISABLED DOGS. THIS ALLOWS US TO 1) BE ASSURED THAT THE FOOD WE ARE FEEDING THEM IS HUMANELY RAISED; 2) PROVIDE A HEALTHY, FRESH DIET VERSUS HIGHLY PROCESSED COMMERCIAL FOODS; AND 3) START DOWN THE PATH TO BECOMING FULLY SELF-SUFFICIENT IN THIS IMPORTANT AREA. IN ADDITION TO FEEDING OUR OWN BEEF AS A MAJOR PROTEIN SOURCE FOR THE DOGS, WE ALSO BEGAN GROWING CROPS FOR THE CARBOHYDRATE PORTION OF THEIR DIETS.

MEDIA COVERAGE DURING THE YEAR INCLUDING A FEATURE ON THE FARM IN NEW HAMPSHIRE CHRONICLES, A TV MAGAZINE PROGRAM PRODUCED BY WMUR-TV IN MANCHESTER. BLOOMBERG SENT A REPORTER UP FROM NEW YORK TO DO A FEATURE STORY ON OUR WORK WITH DISABLED ANIMALS, WHILE JACK HANNA'S INTO THE WILD TV SHOW CONTINUED TO AIR THEIR TERRIFIC PIECE ON US

THE ROLLING DOG FARM

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IN VARIOUS MEDIA MARKETS AROUND THE COUNTRY. WE ALSO WROTE A FEATURE ARTICLE ON HUMANELY RAISED PET FOOD FOR BARK, A NATIONAL MAGAZINE FOR DOG LOVERS, WHICH WAS PUBLISHED IN THEIR SUMMER 2011 EDITION.

ON THE REVENUE SIDE, THE DOWNTURN IN FUNDRAISING WE HAD SEEN THROUGH MUCH OF 2011 BEGAN TO TURN AROUND IN THE FOURTH QUARTER, AND IN FACT WE HAD OUR BEST YEAR-END GIVING SEASON SINCE 2007. NEVERTHELESS, WE ENDED THE YEAR DOWN 10% COMPARED TO 2010 BUT WERE ABLE TO OFFSET THIS BY CUTTING EXPENSES DURING THE YEAR BY 14%.

WITH GAS PRICES CLIMBING FURTHER, UNEMPLOYMENT REMAINING HIGH, AND HOME PRICES STILL FALLING, WE CONTINUE TO BE VERY CONCERNED HOW THESE (AS WELL AS OTHER NATIONWIDE ECONOMIC CHALLENGES) WILL AFFECT DONATIONS IN THE FUTURE. THUS WE REMAIN VERY CAREFUL AND CAUTIOUS IN OUR MANAGEMENT OF THE FINANCES. WE FOCUS ON PRESERVATION OF CAPITAL WHILE INVESTING IN THOSE AREAS THAT WILL MAKE US INCREASINGLY SELF-SUFFICIENT -- AND THUS BETTER PREPARED TO COPE WITH DIFFICULT ECONOMIC CONDITIONS THAT MAY PERSIST FOR YEARS TO COME. IN THE MEANTIME, WE ARE DOING EVERYTHING POSSIBLE TO REDUCE OPERATIONAL EXPENSES WHILE CONTINUING TO PROVIDE THE BEST POSSIBLE CARE FOR THESE WONDERFUL ANIMALS.

IN CLOSING ...

AVERY WAS A BLIND BEAGLE WHO CAME TO US IN THE SPRING OF 2011 FROM GEORGIA. HE WAS SUFFERING EXCRUCIATING PAIN FROM UNTREATED GLAUCOMA. AS IF THAT WASN'T ENOUGH, HIS COWERING BEHAVIOR MADE IT CLEAR HE HAD ROUTINELY BEEN BEATEN BY HIS PREVIOUS OWNERS, WHILE MULTIPLE SCARS INDICATED HE'D BEEN ATTACKED BY OTHER DOGS AS WELL. WE TOOK AVERY TO A VETERINARY OPHTHALMOLOGIST FOR EYE SURGERY, AND HE WAS FINALLY PAIN-FREE FOR THE FIRST TIME IN YEARS. WE ALSO HAD HIM TREATED FOR A MAJOR HEARTWORM INFECTION AS WELL AS OTHER MEDICAL CONDITIONS, AND WE WENT TO WORK ON HIS EMOTIONAL ISSUES AS WELL. TRAGICALLY, HE DIED OF CONGESTIVE HEART FAILURE IN FEBRUARY 2012, JUST A WEEK BEFORE WE WROTE THIS SUMMARY. ALTHOUGH HE WAS ONLY WITH US FOR TEN MONTHS, THOSE WERE NO DOUBT THE BEST MONTHS OF HIS LIFE. OUR MISSION IS TO BE THERE FOR DOGS LIKE AVERY.

TOTAL DIRECT EXPENSES: \$406,087
TOTAL INDIRECT EXPENSES: \$60,313

TOTAL EXPENSES: \$466,400 SEE PAGE 1, LINE 24

WITH DIRECT EXPENSES OF \$406,087 AND INDIRECT EXPENSES OF \$60,313, OUR DIRECT-TO-INDIRECT RATIO WAS 87% TO 13%.