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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

2012 D
OMB NO. 1545-0047
X 2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning

and ending

B Check if applicable	C Name of organization FARM SANCTUARY, INC.		D Employer identification number 51-0292919
<input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Doing Business As PO BOX 150		E Telephone number (607) 583-2225
	Number and street (or P O box if mail is not delivered to street address) WATKINS GLEN, NY 14891	Room/suite	F Gross receipts \$ 11,719,009.
	City, town, or post office, state, and ZIP code		G Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	F Name and address of principal officer: MEGAN WATKINS SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ► WWW.FARMSANCTUARY.ORG	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: 1986 M State of legal domicile: NY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. TO PROTECT FARM ANIMALS FROM CRUELTY, INSPIRE BEHAVIOR CHANGE IN THE WAY SOCIETY VIEWS AND TREATS		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a) 5		
	4 Number of independent voting members of the governing body (Part VI, line 1b) 5		
Expenses	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 121		
	6 Total number of volunteers (estimate if necessary) 1400		
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12 0.		
	b Net unrelated business taxable income from Form 990-T, line 34 0.		
	8 Contributions and grants (Part VIII, line 1h) 2,777,220.	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g) 3,548.		92,074.
	10 Investment income (Part VIII, column (A), lines 3, 8, and 7d) 163,951.		192,088.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 10c, and 11e) 30,224.		<42,466. >
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 2) 2,974,943.		9,819,284.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0.		12,000.
	14 Benefits paid to or for members (Part IX, column (A), line 4) 0.		0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 918,263.		4,038,543.
	16a Professional fundraising fees (Part IX, column (A), line 11e) 37,830.		208,728.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 1,205,037.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 1,038,400.		4,244,822.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 1,994,493.		8,504,093.
	19 Revenue less expenses Subtract line 18 from line 12 980,450.		1,315,191.
	20 Total assets (Part X, line 16) 10,725,292.	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26) 308,173.		12,593,519.
	22 Net assets or fund balances. Subtract line 21 from line 20 10,417,119.		463,936.
			12,129,583.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	► Signature of officer <i>Leslie Barcus</i>	Date <i>8/14/13</i>			
	► Type or print name and title <i>Leslie Barcus, Executive Director</i>				
Paid Preparer	Print/Type preparer's name PATRICK JORDAN	Preparer's signature <i>Pat J</i>	Date <i>08/14/13</i>	Check <input type="checkbox"/> if self-employed	PTIN P00854521
Use Only	Firm's name ► CDLM & COMPANY CPA'S, LLP		Firm's EIN ► 16-1171627		
	Firm's address ► 401 E. STATE ST., SUITE 500 ITHACA, NY 14850		Phone no. 607-272-4444		

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

232001 12-10-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

9/16/24

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F A F R M 1

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

TO PROTECT FARM ANIMALS FROM CRUELTY, INSPIRE BEHAVIOR CHANGE IN THE WAY SOCIETY VIEWS AND TREATS FARM ANIMALS, AND PROMOTE COMPASSIONATE VEGAN LIVING.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

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

4a (Code _____) (Expenses \$ 3,403,889. including grants of \$ _____) (Revenue \$ _____)

RESCUE, SHELTER, AND ADOPTION: PROVIDING RESCUE, REHABILITATION, AND CARE FOR ABUSED AND NEGLECTED FARM ANIMALS, AS WELL AS OFFERING SERVICES INVOLVING ADOPTIONS, ANIMAL PLACEMENT ASSISTANCE, AND ANIMAL CARE INFORMATION

4b (Code _____) (Expenses \$ 2,334,169. including grants of \$ 12,000.) (Revenue \$ 123,513.)

EDUCATION AND OUTREACH: PROVIDING PROGRAMS AND DISSEMINATING LITERATURE AND INFORMATION TO EDUCATE THE PUBLIC ABOUT FARM ANIMAL ISSUES. PROGRAMS INCLUDE FARM TOURS, EDUCATION CENTERS, CONFERENCES, SPEAKING EVENTS, FREE LITERATURE DISTRIBUTION, VOLUNTEER AND INTERNSHIP PROGRAMS FOR HANDS-ON EXPERIENCE, AND COMMUNITY OUTREACH EVENTS.

4c (Code _____) (Expenses \$ 761,703. including grants of \$ _____) (Revenue \$ _____)

RESEARCH INVESTIGATION AND ACTION: ASSISTING POLICE, ATTORNEYS, AND HUMANE ENFORCEMENT OFFICERS IN FARM ANIMAL CRUELTY CASES, ENCOURAGING COMMUNITIES TO INCREASE LEGAL PROTECTION FOR FARM ANIMALS, AND ENCOURAGING CONSUMERS AND BUSINESSES TO CONSIDER FARM ANIMAL ISSUES IN THEIR DECISION-MAKING PROCESSES.

4d Other program services (Describe in Schedule O.)

(Expenses \$ 137,452. including grants of \$ _____) (Revenue \$ _____)4e Total program service expenses ► 6,637,213.

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12-10-12

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2012.04010 FARM SANCTUARY, INC.

X9519_1

Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, Schedule of Contributors?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.
 - a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
 - b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
 - c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
 - d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
 - e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
 - f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
 - b Was the organization included in consolidated, independent audited financial statements for the tax year?
If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
 - b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
 - 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV
 - 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV
 - 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I
 - 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
 - 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
 - 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
 - b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4	X	
5		X
6		X
7		X
8		X
9		X
10	X	
11a	X	
11b		X
11c		X
11d		X
11e	X	
11f		X
12a	X	
12b		X
13		X
14a		X
14b		X
15		X
16		X
17	X	
18		X
19		X
20a		X
20b		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27 X	
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30 X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31 X	
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32 X	
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33 X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36 X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37 X	
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	71		
1b	0		
1c			
2a	121		
2b	X		
3a		X	
3b			
4a	X		
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a		X	
5b		X	
5c			
6a		X	
6b			
7a	X		
7b	X		
7c		X	
7e		X	
7f		X	
7g			
7h			
8			
9a			
9b			
10a			
10b			
11a			
11b			
12a			
12b			
13a			
13b			
13c			
14a		X	
14b			
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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See Instructions

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

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

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

	Yes	No
10a	X	
b	if "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	
11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	
12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	
13	X	
14	X	
15		
a	The organization's CEO, Executive Director, or top management official	X
b	Other officers or key employees of the organization	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a		
b	Did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	X
16b		

Section C. Disclosure

- List the states with which a copy of this Form 990 is required to be filed ► **AL, AK, AZ, AR, CA, CT, FL, GA, IL, KS, KY, ME**
- Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request Other (explain in Schedule O)
- Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **THE ORGANIZATION - (607) 583-2225**
- PO BOX 150, WATKINS GLEN, NY 14891**

Part VIII | Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts					
1 a Federated campaigns	1a				
b Membership dues	1b				
c Fundraising events	1c	528,201.			
d Related organizations	1d				
e Government grants (contributions)	1e				
f All other contributions, gifts, grants, and similar amounts not included above	1f	9,049,387.			
g Noncash contributions included in lines 1a-1f \$		47,613.			
h Total. Add lines 1a-1f		► 9,577,588.			
Program Service Revenue		Business Code			
2 a BED AND BREAKFAST		900099	43,773.	43,773.	
b FARM TOURS		900099	22,714.	22,714.	
c EDUCATIONAL PROGRAMS		900099	17,738.	17,738.	
d MISCELLANEOUS		900099	7,849.	7,849.	
e					
f All other program service revenue					
g Total. Add lines 2a-2f		► 92,074.			
Other Revenue					
3 Investment income (including dividends, interest, and other similar amounts)		►	131,766.		131,766.
4 Income from investment of tax-exempt bond proceeds		►			
5 Royalties		►			
6 a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)		►			
7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	1,510,779.	16,961.			
c Gain or (loss)	1,450,757.	16,661.			
d Net gain or (loss)	60,022.	300.			
		►	60,322.		60,322.
8 a Gross income from fundraising events (not including \$ 528,201. of contributions reported on line 1c) See Part IV, line 18	a	102,052.			
b Less direct expenses	b	182,434.			
c Net income or (loss) from fundraising events		►	<80,382.►		<80,382.►
9 a Gross income from gaming activities. See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities		►			
10 a Gross sales of inventory, less returns and allowances	a	281,312.			
b Less cost of goods sold	b	249,873.			
c Net income or (loss) from sales of inventory		►	31,439.	31,439.	
Miscellaneous Revenue	Business Code				
11 a DONOR LIST RENTALS	533110	6,477.			6,477.
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		► 6,477.			
12 Total revenue. See instructions.		► 9,819,284.	123,513.	0.	118,183.

232009
12-10-12

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	12,000.	12,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	286,278.	257,093.	9,813.	19,372.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,922,454.	2,438,887.	202,466.	281,101.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	37,756.	30,999.	2,888.	3,869.
9 Other employee benefits	511,152.	427,988.	34,665.	48,499.
10 Payroll taxes	280,903.	235,850.	18,676.	26,377.
11 Fees for services (non-employees):				
a Management				
b Legal	17,639.	910.	16,729.	
c Accounting	36,878.		36,878.	
d Lobbying	5,459.	5,459.		
e Professional fundraising services. See Part IV, line 17	208,728.			208,728.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	933,015.	849,860.	35,995.	47,160.
14 Information technology				
15 Royalties				
16 Occupancy	256,903.	242,653.	10,433.	3,817.
17 Travel	340,551.	255,991.	41,443.	43,117.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	315,824.	300,033.	9,475.	6,316.
23 Insurance	97,030.	87,733.	8,367.	930.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a ANIMAL CARE AND REHABIL	1,050,721.	1,050,721.		
b MISCELLANEOUS	447,238.	162,032.	233,047.	52,159.
c PROMOTIONAL MAILING EXP	422,322.			422,322.
d EVENTS AND CAMPAIGNS	321,242.	279,004.	968.	41,270.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	8,504,093.	6,637,213.	661,843.	1,205,037.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Check here ► if following SOP 98-2 (ASC 858-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year	
Assets	1 Cash - non-interest-bearing	395,423.	1 861,092.	
	2 Savings and temporary cash investments	2,895,987.	2 2,900,824.	
	3 Pledges and grants receivable, net	513,235.	3 628,976.	
	4 Accounts receivable, net	224,222.	4 47,375.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	74,539.	8 59,928.	
	9 Prepaid expenses and deferred charges	44,441.	9 182,472.	
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a 6,951,423.		
	b Less accumulated depreciation	10b 2,349,366.	4,050,401.	10c 4,602,057.
	11 Investments - publicly traded securities		2,527,044.	11 3,310,795.
	12 Investments - other securities See Part IV, line 11			12
	13 Investments - program-related See Part IV, line 11			13
	14 Intangible assets			14
	15 Other assets See Part IV, line 11			15
16 Total assets. Add lines 1 through 15 (must equal line 34)		10,725,292.	16 12,593,519.	
Liabilities	17 Accounts payable and accrued expenses	305,023.	17 459,587.	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	3,150.	25 4,349.	
	26 Total liabilities. Add lines 17 through 25	308,173.	26 463,936.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	9,880,887.	27 11,676,145.	
	28 Temporarily restricted net assets	536,232.	28 453,438.	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	10,417,119.	33 12,129,583.	
	34 Total liabilities and net assets/fund balances	10,725,292.	34 12,593,519.	

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1 Total revenue (must equal Part VIII, column (A), line 12)	1	9,819,284.
2 Total expenses (must equal Part IX, column (A), line 25)	2	8,504,093.
3 Revenue less expenses. Subtract line 2 from line 1	3	1,315,191.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,417,119.
5 Net unrealized gains (losses) on investments	5	221,657.
6 Donated services and use of facilities	6	
7 Investment expenses	7	
8 Prior period adjustments	8	175,616.
9 Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10 Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	12,129,583.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

2b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both.
 Separate basis Consolidated basis Both consolidated and separate basis

2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
 3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Name of the organization

Employer identification number

FARM SANCTUARY, INC.

51-0292919

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

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)

6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)

8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)

9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)

10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

e Type I Type II Type III - Functionally integrated Type III - Non-functionally integrated

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

J. HAD

For more information on the Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

232021
12-04-12

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5848525.	6001414.	8592146.	2777220.	9577588.	32796893.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5848525.	6001414.	8592146.	2777220.	9577588.	32796893.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						841,056.
6 Public support. Subtract line 5 from line 4						31955837.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5848525.	6001414.	8592146.	2777220.	9577588.	32796893.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	156,353.	127,941.	161,004.	55,501.	138,243.	639,042.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						33435935.
12 Gross receipts from related activities, etc. (see instructions)				12		2,321,394.

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	95.57	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	97.13	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2012

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12-04-12

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FARM SANCTUARY

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 5)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768
(election under section 501(h)).

A Check ► if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ► if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	70,746.	
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	68,217.	
c	Total lobbying expenditures (add lines 1a and 1b)	138,963.	
d	Other exempt purpose expenditures	8,365,130.	
e	Total exempt purpose expenditures (add lines 1c and 1d)	8,504,093.	
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns	575,205.	
	If the amount on line 1e, column (a) or (b) is: The lobbying nontaxable amount is:		
	Not over \$500,000	20% of the amount on line 1e	
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
	Over \$17,000,000	\$1,000,000	
g	Grassroots nontaxable amount (enter 25% of line 1f)	143,801.	
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.	
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	423,452.	493,743.	249,725.	575,205.	1,742,125.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,613,188.
c Total lobbying expenditures	285,550.	265,406.	25,061.	138,963.	714,980.
d Grassroots nontaxable amount	105,863.	123,436.	62,431.	143,801.	435,531.
e Grassroots ceiling amount (150% of line 2d, column (e))					653,297.
f Grassroots lobbying expenditures	56,067.	54,093.	12,985.	70,746.	193,891.

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Schedule C (Form 990 or 990-EZ) 2012 FARM SANCTUARY, INC.

51-0292919 Page 3

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4, Part I-C, line 5; Part II A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information

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01-07-13

Schedule C (Form 990 or 990-EZ) 2012

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SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

FARM SANCTUARY, INC.Employer identification number
51-0292919**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the

organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	2d
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibitiond Loan or exchange programsb Scholarly researche Other _____c Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

 Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,911,691.	1,934,106.	1,559,149.	1,542,461.	1,546,329.
b Contributions	294,519.	29,679.	547,795.	596,849.	487,459.
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	377,313.	52,094.	172,838.	580,161.	491,327.
g End of year balance	1,828,897.	1,911,691.	1,934,106.	1,559,149.	1,542,461.

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

a Board designated or quasi-endowment ► 75.21 %

b Permanent endowment ► .00 %

c Temporarily restricted endowment ► 24.79 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		285,283.		285,283.
b Buildings		5,355,249.	1,517,843.	3,837,406.
c Leasehold improvements				
d Equipment		1,171,914.	711,997.	459,917.
e Other		138,977.	119,526.	19,451.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 4,602,057.

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12) ►

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEPOSITS	4,349.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25) ► 4,349.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII X

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1 Total revenue, gains, and other support per audited financial statements	1	10,223,375.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	221,657.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIII.)	2d	182,434.
e Add lines 2a through 2d	2e	404,091.
3 Subtract line 2e from line 1	3	9,819,284.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	9,819,284.

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

1 Total expenses and losses per audited financial statements	1	8,686,527.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIII.)	2d	182,434.
e Add lines 2a through 2d	2e	182,434.
3 Subtract line 2e from line 1	3	8,504,093.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIII.)	4b	
c Add lines 4a and 4b	4c	0.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	8,504,093.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: THE ENDOWMENT FUNDS ARE INTENDED FOR VARIOUS PLANNED

ACTIVITIES.

PART X, LINE 2: FARM SANCTUARY'S FORMS 990, RETURN OF ORGANIZATION

EXEMPT FROM INCOME TAX, FOR THE PERIODS ENDING SEPTEMBER 30, 2010, 2011

AND DECEMBER 31, 2011 AND 2012 ARE SUBJECT TO EXAMINATION BY THE IRS,

GENERALLY FOR THREE YEARS AFTER THEY WERE FILED.

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Schedule D (Form 990) 2012

FARM SANCTUARY, INC.

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Part XIII | Supplemental Information (continued)

PART XI, LINE 2D - OTHER ADJUSTMENTS:

DIRECT FUNDRAISING EXPENSES OFFSETS REVENUES

182,434.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT FUNDRAISING EXPENSES OFFSETS REVENUES

182,434.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 LOS ANGELES FUNDRAISER (event type)	(b) Event #2 NY WALKATHON (event type)	(c) Other events 30 (total number)	(d) Total events (add col. (a) through col. (c))
1 Gross receipts	137,702.	81,111.	427,037.	645,850.
2 Less. Contributions	97,672.	72,396.	358,133.	528,201.
3 Gross income (line 1 minus line 2)	40,030.	8,715.	68,904.	117,649.
4 Cash prizes		50.	800.	850.
5 Noncash prizes		6,780.	38,135.	44,915.
6 Rent/facility costs		5,381.	12,260.	17,641.
7 Food and beverages	7,894.	46.	401.	8,341.
8 Entertainment	2,625.		934.	3,559.
9 Other direct expenses	18,502.	6,766.	81,860.	107,128.
10 Direct expense summary. Add lines 4 through 9 in column (d)				► (182,434)
11 Net income summary. Combine line 3, column (d), and line 10				► <64,785. >

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

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
1 Gross revenue				
2 Cash prizes				
3 Noncash prizes				
4 Rent/facility costs				
5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				► ()
8 Net gaming income summary. Combine line 1, column d, and line 7				►

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

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Schedule G (Form 990 or 990-EZ) 2012 FARM SANCTUARY, INC.

51-0292919 Page 3

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party.

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: PUBLIC INTEREST COMMUNICATIONS

(I) ADDRESS OF FUNDRAISER:

700 LEESBURG PIKE - SUITE 301N, FALLS CHURCH, VA 22043

(I) NAME OF FUNDRAISER: SD&A TELESERVICES

(I) ADDRESS OF FUNDRAISER:

5757 WEST CENTURY BOULEVARD - SUITE 300, LOS ANGELES, CA 90045

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Schedule G (Form 990 or 990-EZ) 2012 **FARM SANCTUARY, INC.**

51-0292919 Page 4

Part IV Supplemental Information (continued)

(I) NAME OF FUNDRAISER: AVALON COUNSELLING GROUP, INC

(I) ADDRESS OF FUNDRAISER:

1150 17TH STREET NW - SUITE 200, WASHINGTON, DC 20036

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05-01-12

Schedule G (Form 990 or 990-EZ) 2012

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2012.04010 FARM SANCTUARY, INC.

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Part IV **Supplemental Information.** Complete this part to provide the information required in Part I line 2, Part III column (b) and any other additional information

SCHEDULE E T PART I LINE 2: N/A

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees► Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

FARM SANCTUARY, INC.

Employer identification number

51-0292919**Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

1b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Schedule J (Form 990) 2012

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2012.04010 FARM SANCTUARY, INC.

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FARM SANCTUARY, INC.

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For all Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row 1 and from related organizations, described in the instructions on row 11.

Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i) (iii) for each listed individual must equal the total amount of Form 990 Part VII, Section A, line 1a, applicable column (D), and (E) amounts for that individual.

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4A: ALLAN KORNBERG RECEIVED \$50,000 (GROSS) IN SEVERENCE IN SEPTEMBER 2012.

PART I, LINE 6: FARM SANCTUARY HAD A BONUS PLAN IN PLACE IN 2012 FOR WHICH THERE WERE MANY FACTORS THAT NEEDED TO BE MET IN ORDER TO RECEIVE A PERCENTAGE OF SALARY AS A BONUS. MOST OF THE FACTORS WERE OPERATIONAL, BUT ONE METRIC RELATED TO NET EARNINGS OF FARM SANCTUARY. GENE BAUR WAS THE ONLY ONE OF THE PEOPLE LISTED IN PART VII, SECTION A, LINE 1A WHO WAS ELIGIBLE FOR THIS BONUS, ALONG WITH OTHER STAFF MEMBERS. THE TOTAL BONUS WAS 2.5% OF SALARY, BUT THE PORTION ATTRIBUTABLE TO THE NET EARNINGS METRIC WAS TIED TO THE PORTION OF THE BONUS WORTH 0.66% OF SALARY. THE BONUSES WERE EARNED IN 2012, PAID OUT IN 2013, BUT ACCRUED BACK TO 2012.

SCHEDULE M
(Form 990)Department of the Treasury
Internal Revenue Service**Noncash Contributions**

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

FARM SANCTUARY, INC.Employer identification number
51-0292919**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	9	47,613.	EXCHANGE TRADED VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement**29**

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a	X	
31	X	
32a	X	

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

Schedule M (Form 990) (2012)

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2012.04010 FARM SANCTUARY, INC.

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Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

FARM SANCTUARY, INC.

Employer identification number
51-0292919FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:FARM ANIMALS, AND PROMOTE COMPASSIONATE VEGAN LIVING.FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

LEGISLATIVE ACTION: MONITORING FEDERAL AND STATE LEGISLATION, INFORMING
THE PUBLIC ON LEGISLATION INVOLVING FARM ANIMALS, AND WORKING WITH
LEGISLATORS ON FEDERAL AND STATE BILLS.

EXPENSES \$ 137,452. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: COPIES OF FORM 990 ARE REVIEWED BY
THE TREASURER PRIOR TO FILING FOR FORMAL REVIEW. COPIES OF FORM 990 ARE
ALSO PROVIDED TO ALL BOARD MEMBERS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE EXECUTIVE DIRECTOR, AS WELL AS
EACH DEPARTMENT HEAD AND EACH DIRECTOR ON THE BOARD OF DIRECTORS, SHALL
ANNUALLY SIGN A STATEMENT AFFIRMING THAT SUCH COVERED PERSON: (I) HAS
RECEIVED A COPY OF THE CONFLICT OF INTEREST POLICY, (II) HAS READ AND
UNDERSTOOD SUCH POLICY AND (III) HAS AGREED TO COMPLY WITH THE RULES AND
PROCEDURES OF THE POLICY. EACH EMPLOYEE, AT THE START OF EMPLOYMENT, SHALL
SIGN A STATEMENT AFFIRMING THAT SUCH COVERED PERSON: (I) HAS RECEIVED A
COPY OF THE CONFLICT OF INTEREST POLICY, (II) HAS READ AND UNDERSTOOD SUCH
POLICY AND (III) HAS AGREED TO COMPLY WITH THE RULES AND PROCEDURES OF THE
POLICY.

FORM 990, PART VI, SECTION B, LINE 15A: THE EXECUTIVE DIRECTOR TOTALCOMPENSATION PACKAGE INCLUDING SALARY, INCENTIVE COMPENSATION, AND ALL

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

232211
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

FARM SANCTUARY, INC.

Employer identification number
51-0292919

BENEFITS, INCLUDING ANY FRINGE BENEFITS, SHALL BE SET UPON THE EXECUTIVE DIRECTOR INITIAL HIRE AND DETERMINED ANNUALLY THEREAFTER. IN SETTING THE EXECUTIVE DIRECTOR COMPENSATION, THE BOARD WILL REQUIRE THAT THE EXECUTIVE COMMITTEE OF THE BOARD TAKE THE FOLLOWING STEPS:

1. THE COMMITTEE WILL OBTAIN RESEARCH AND INFORMATION TO MAKE A RECOMMENDATION TO THE FULL BOARD FOR THE TOTAL COMPENSATION PACKAGE TO BE MADE TO THE EXECUTIVE DIRECTOR. THE COMMITTEE SHOULD CONSIDER THE FOLLOWING INFORMATION IN PREPARING ITS RECOMMENDATION TO THE FULL BOARD:

A. ANY RELEVANT COMPENSATION STUDIES CONDUCTED BY INDEPENDENT SOURCES, PARTICULARLY STUDIES REGARDING NON-PROFIT ORGANIZATION EXECUTIVE COMPENSATION PROGRAMS. IF NO STUDIES ARE AVAILABLE, THE COMMITTEE MAY, IN ITS SOLE DISCRETION, COMMISSION SUCH A STUDY SHOULD THE COMMITTEE DETERMINE THAT SUCH A STUDY WOULD BE USEFUL TO THE COMMITTEE.

B. INFORMATION CONCERNING EXECUTIVE COMPENSATION OF OTHER NON-PROFIT ORGANIZATIONS THAT MAY BE OBTAINED FROM THE IRS FORM 990 FILINGS OF ORGANIZATIONS (OR OTHER SOURCES) OF EITHER (I) SIMILAR ASSET AND/OR ANNUAL REVENUE SIZE TO THE CORPORATION, OR (II) SIMILAR MISSION, PROGRAMS OR SERVICES THAT ARE PROVIDED BY THE CORPORATION. THE COMMITTEE SHOULD CONSIDER AT LEAST 10 SUCH OTHER ORGANIZATIONS.

C. THE COMMITTEE SHOULD EVALUATE ANY INDIVIDUAL FACTORS THAT IMPACT COMPENSATION RECOMMENDATIONS, INCLUDING FOR INSTANCE, THE GEOGRAPHIC LOCATION WHERE THE EXECUTIVE DIRECTOR WILL WORK OR WORKS AND THE EXECUTIVE DIRECTOR TOTAL COMPENSATION PACKAGE HISTORY AND/OR CONCURRENT OFFERS.

D. FOR ANNUAL REVIEWS OF THE EXECUTIVE DIRECTOR TOTAL COMPENSATION PACKAGE,

232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

FARM SANCTUARY, INC.

Employer identification number
51-0292919

THE COMMITTEE SHOULD EVALUATE THE EXECUTIVE DIRECTOR ANNUAL PERFORMANCE VIS-A-VIS GOALS SET BY THE BOARD FOR BOTH THE ORGANIZATION AS A WHOLE AND THE INDIVIDUAL GOALS SET FOR THE EXECUTIVE DIRECTOR.

E. OTHER FACTORS THAT THE COMMITTEE MAY DEEM TO BE RELEVANT TO ITS RECOMMENDATION, AS LONG AS SUCH FACTORS ARE REASONABLE AND EXPLAINED IN DETAIL TO THE BOARD.

2. UPON REVIEW OF THE ABOVE-NOTED FACTORS, THE COMMITTEE SHALL VOTE ON A PROPOSED TOTAL COMPENSATION PACKAGE AND, ONCE A MAJORITY OF THE COMMITTEE HAS AGREED ON SUCH A PACKAGE, THE CHAIR OF THE COMMITTEE SHALL PREPARE A WRITTEN REPORT TO THE FULL BOARD, WHICH SHALL BE PRESENTED AT THE NEXT BOARD MEETING FOR APPROVAL. IN ADDITION TO EXPLAINING THE BASIS FOR ITS RECOMMENDATION, THE COMMITTEE REPORT SHALL PROVIDE THE FOLLOWING INFORMATION:

A. COPIES OF ANY RELEVANT COMPENSATION STUDIES RELIED UPON OR REVIEWED BY THE COMMITTEE. THE REPORT SHOULD IDENTIFY WHY EACH SUCH STUDY WAS REVIEWED AND/OR RELIED UPON.

B. COPIES OF THE 990S (OR OTHER RELEVANT DOCUMENTATION) OF THE EXECUTIVE COMPENSATION PACKAGES OFFERED BY COMPARABLE ORGANIZATIONS RELIED UPON OR REVIEWED BY THE COMMITTEE. THE COMMITTEE REPORT SHOULD ALSO IDENTIFY THE NAMES OF THE ORGANIZATIONS WHOSE EXECUTIVE COMPENSATION PACKAGES WERE REVIEWED AND THE REASONS WHY EACH SUCH ORGANIZATION WAS SELECTED AS A COMPARABLE.

C. COPIES OF THE PERFORMANCE EVALUATION CONDUCTED BY THE COMMITTEE OF THE

232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

FARM SANCTUARY, INC.

Employer identification number

51-0292919

EXECUTIVE DIRECTOR PERFORMANCE. THE REPORT SHOULD EXPLAIN THE IMPACT THE EVALUATION HAD ON THE COMPENSATION RECOMMENDATION (POSITIVE OR NEGATIVE), INCLUDING THE PARTICULAR GOAL(S) MET OR NOT MET THAT IMPACTED THE RECOMMENDATION.

D. FOR ANY INDIVIDUAL FACTORS EVALUATED (AND OTHER FACTORS AS IDENTIFIED IN SECTION 1.E. ABOVE), THE REPORT MUST INCLUDE A DETAILED DISCUSSION OF WHY AND HOW THE FACTOR WAS EVALUATED, AND PROVIDE ANY DOCUMENTATION RELIED UPON IN CONNECTION WITH THE CONSIDERATION OF SUCH FACTOR.

3. THE BOARD WILL THEN VOTE ON THE PROPOSED RECOMMENDATION ON THE BOARD MEETING FOLLOWING THE COMPLETION OF THE COMMITTEE RECOMMENDATION. ONCE A MAJORITY OF THE BOARD MEMBERS THEN PRESENT AT SUCH MEETING HAS MADE A DECISION CONCERNING THE EXECUTIVE DIRECTOR TOTAL COMPENSATION PACKAGE, THE BOARD MUST DOCUMENT HOW IT REACHED ITS DECISIONS, INCLUDING THE DATA ON WHICH IT RELIED, IN THE MINUTES OF THE MEETING DURING WHICH THE COMPENSATION PACKAGE WAS APPROVED.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NY, NC, ND, OH, OK, OR, PA, RI, SC, UT, VA, DC, WA, WV, WI, CO, NM, TN, HI

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PAGE 12, PART XII, LINE 2C

AUDIT OVERSIGHT AND AUDITOR SELECTION PROCESS

232212
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

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2012.04010 FARM SANCTUARY, INC.

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Schedule O (Form 990 or 990-EZ) (2012)

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Name of the organization

FARM SANCTUARY, INC.

Employer identification number
51-0292919

THE PROCESS FOR AUDIT OVERSIGHT AND AUDITOR SELECTION HAS NOT CHANGED FROM THE PRIOR YEAR.

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Schedule O (Form 990 or 990-EZ) (2012)

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2012.04010 FARM SANCTUARY, INC.

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(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
FARM SANCTUARY LLC - 45-3199293 PO BOX 150	WATKINS GLEN, NY 14891	TO HOLD REAL ESTATE DELAWARE	0	608 062, FARM SANCTUARY, INC.	

Part II Organizations Treated as a Partnership During the Tax Year

zations treated as a partnership during the tax year.

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

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

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to related organization(s)
- c Gift, grant, or capital contribution from related organization(s)
- d Loans or loan guarantees to or for related organization(s)
- e Loans or loan guarantees by related organization(s)

- f Dividends from related organization(s)
- g Sale of assets to related organization(s)
- h Purchase of assets from related organization(s)
- i Exchange of assets with related organization(s)
- j Lease of facilities, equipment, or other assets to related organization(s)
- k Lease of facilities, equipment, or other assets from related organization(s)
- l Performance of services or membership or fundraising solicitations for related organization(s)
- m Performance of services or membership or fundraising solicitations by related organization(s)
- n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o Sharing of paid employees with related organization(s)

- p Reimbursement paid to related organization(s) for expenses
- q Reimbursement paid by related organization(s) for expenses
- r Other transfer of cash or property to related organization(s)
- s Other transfer of cash or property from related organization(s)

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the Organization answered "Yes" to Form 990, Part V, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

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Schedule R (Form 990) 2012

FARM SANCTUARY, INC.

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Part VII **Supplemental Information**

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