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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation FOUND ANIMALS FOUNDATION INC		A Employer identification number 20-3944602	
% DOMINIC JUNEAU		B Telephone number (see instructions) (310) 806-9700	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 66370 Suite		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
City or town, state, and ZIP code LOS ANGELES, CA 90066		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,860,777	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	(a) Revenue and expenses per books	
		(b) Net investment income	
		(c) Adjusted net income	
		(d) Disbursements for charitable purposes (cash basis only)	
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))			
1 Contributions, gifts, grants, etc , received (attach schedule)		15,659,458	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		230	230
4 Dividends and interest from securities.		5,169	5,169
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		-317,379	
b Gross sales price for all assets on line 6a 4,377,936			
7 Capital gain net income (from Part IV, line 2)		1,610,761	
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances		595,481	
b Less Cost of goods sold		391,306	
c Gross profit or (loss) (attach schedule)		<input checked="" type="checkbox"/> 204,175	204,175
11 Other income (attach schedule)		<input checked="" type="checkbox"/> 8,914	
12 Total. Add lines 1 through 11		15,560,567	1,616,160
			209,574
13 Compensation of officers, directors, trustees, etc		200,000	0
14 Other employee salaries and wages		3,757,987	0
15 Pension plans, employee benefits			137,957
16a Legal fees (attach schedule)		<input checked="" type="checkbox"/> 122,165	0
b Accounting fees (attach schedule)		<input checked="" type="checkbox"/> 44,190	0
c Other professional fees (attach schedule)		<input checked="" type="checkbox"/> 421,480	14,799
17 Interest			406,681
18 Taxes (attach schedule) (see instructions)		<input checked="" type="checkbox"/> 39,100	0
19 Depreciation (attach schedule) and depletion		<input checked="" type="checkbox"/> 101,190	0
20 Occupancy		382,803	64,370
21 Travel, conferences, and meetings		185,071	2,122
22 Printing and publications		36,045	7,344
23 Other expenses (attach schedule)		<input checked="" type="checkbox"/> 3,839,274	148,697
24 Total operating and administrative expenses.		9,129,305	415,388
Add lines 13 through 23			7,425,140
25 Contributions, gifts, grants paid.		664,340	
26 Total expenses and disbursements. Add lines 24 and 25		9,793,645	415,388
27 Subtract line 26 from line 12			8,089,480
a Excess of revenue over expenses and disbursements		5,766,922	
b Net investment income (if negative, enter -0-)		1,616,160	
c Adjusted net income (if negative, enter -0-)			

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	377,720	3,159,556	3,159,556
3	Accounts receivable ► 57,893			
	Less allowance for doubtful accounts ►	23,058	57,893	57,893
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use	108,806	338,106	338,106
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	70,886	70,605	70,605
14	Land, buildings, and equipment basis ► 4,412,180			
	Less accumulated depreciation (attach schedule) ► 251,806	160,603	4,160,374	4,160,374
15	Other assets (describe ►)	55,204	74,243	74,243
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	796,277	7,860,777	7,860,777
Liabilities				
17	Accounts payable and accrued expenses	156,433	1,343,261	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	156,433	1,343,261	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	639,844	6,517,516	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	639,844	6,517,516	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	796,277	7,860,777	

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	639,844
2	Enter amount from Part I, line 27a	2	5,766,922
3	Other increases not included in line 2 (itemize) ►	3	111,030
4	Add lines 1, 2, and 3	4	6,517,796
5	Decreases not included in line 2 (itemize) ►	5	280
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,517,516

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	36,000 SHS ETFS PHYSICAL PALLADIUM	D		2013-04-10
b	26,550 SHS ETFS PHYSICAL PALLADIUM	D		2013-09-09
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,536,674		1,589,120	947,554	
b 1,841,262		1,178,055	663,207	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			947,554	
b			663,207	
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,610,761
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	8,515,332	4,691,750	1 814959
2010	7,617,619	9,126,699	0 834652
2009	5,174,807	10,662,079	0 485347
2008	3,142,550	8,879,200	0 353923
2007	1,311,258	7,469,609	0 175546
2 Total of line 1, column (d).			2 3 664427
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 732885
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 2,414,593
5 Multiply line 4 by line 3.			5 1,769,619
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 16,162
7 Add lines 5 and 6.			7 1,785,781
8 Enter qualifying distributions from Part XII, line 4.			8 11,956,546

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	16,162
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	16,162
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	16,162
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,157
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	36,157
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,995
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 19,995 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	● By language in the governing instrument, or		
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		
	<input type="checkbox"/> See Additional Data Table		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	Yes	No
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input type="checkbox"/>	Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► WWW FOUNDANIMALS.ORG

14	The books are in care of ► DOMINIC JUNEAU	Telephone no ► (310) 806-9746
	Located at ► PO BOX 66370 LOS ANGELES CA	ZIP +4 ► 90066

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► 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? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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 2012? . . .		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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) . . .		
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? . . . ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012). . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . .		No
4b			No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARY KARLIN MICHELSON MD 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	PRESIDENT 0	0	0	0
AIMEE GILBREATH PO BOX 66370 LOS ANGELES, CA 90066	VICE PRESIDENT 40 0	200,000	31,388	
DAVID COHEN 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	CFO/ SECRETARY 1 0	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
DENNIS PHILLIPS PO BOX 66370 LOS ANGELES, CA 90066	COO 32 0	162,240	34,008	0
SHIRLEY JOHNSTON PO BOX 66370 LOS ANGELES, CA 90066	DIRECTOR - MICHELSON 40 0	140,600	24,785	0
ERIN NELSON PO BOX 66370 LOS ANGELES, CA 90066	DIRECTOR- E-COMMERCE 40 0	125,000	20,097	0
FRED CHASE PO BOX 66370 LOS ANGELES, CA 90066	GENERAL COUNSEL 40 0	140,000	25,340	0
CHRISTOPHER OSCHE PO BOX 66370 LOS ANGELES, CA 90066	SR DIRECTOR - MARKET 40 0	120,000	18,127	0
Total number of other employees paid over \$50,000.			►	19

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
TASLIMI CONSTRUCTION COMPANY INC	CONSTRUCTION	380,51
1805 COLORADO AVENUE SANTA MONICA, CA 90404		
COREBRAND LLC	CREATIVE	177,99
2665 MAIN STREET SUITE 260 SANTA MONICA, CA 90405		
HLW INTERNATIONAL LLP	ARCHITECTS	131,45
1556 20TH STREET SUITE B SANTA MONICA, CA 90404		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE MICHELSON PRIZE AND GRANTS IN NON-SURGICAL STERILIZATION ENCOURAGES AND SUPPORTS THE DEVELOPMENT OF A NON-SURGICAL STERILANT FOR DOGS AND CATS	3,650,121
2 PROGRAM PROVIDES FUNDING, STRATEGIC AND OPERATIONAL SUPPORT FOR LOS ANGELES AREA PROVIDERS OF LOW COST PET SPAY/NEUTER	881,54
3 ADOPTION PROGRAMS INCLUDE SHELTER EVENTS AND OTHER ADOPTION PROMOTIONS ALONG WITH TRAINING PROGRAMS FOR VOLUNTEERS AND SHELTER STAFF	3,194,89
4 PROGRAM PROVIDES MICROCHIPS TO DOGS AND CATS AT THE POINT OF ADOPTION OR SPAY/NEUTER TO ENSURE PROPER IDENTIFICATION AND INCREASE CHANCES OF RETURN TO OWNER IF THE PET IS EVER LOST	2,310,28

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		
2		
All other program-related investments See page 24 of the instructions		
3		
Total	Add lines 1 through 3	

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 302,754
b	Average of monthly cash balances.	1b 2,148,609
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 2,451,363
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 2,451,363
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 36,770
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,414,593
6	Minimum investment return. Enter 5% of line 5.	6 120,730

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.	1	
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (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 8,089,480	
b	Program-related investments—total from Part IX-B.	1b 0	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2 3,867,066	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a 0	
b	Cash distribution test (attach the required schedule).	3b 0	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 11,956,546	
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 16,162	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 11,940,384	

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____				
a Applied to 2011, 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 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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 2012, enter the date of the ruling.				2007-01-10
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				
b	85% of line 2a.				
c	Qualifying distributions from Part XII, line 4 for each year listed.				
d	Amounts included in line 2c not used directly for active conduct of exempt activities.				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.				
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)				0
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).				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

Part XV Supplementary Information (Complete this part only if the 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))

See Additional Data Table

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

NA

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**

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 <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	664,340
b <i>Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1a	THE FOUNDATION OPERATES ADOPT & SHOP (A&S), RETAIL STORES/PET ADOPTION CENTERS LOCATED IN LAKEWOOD, CULVER CITY AND MISSION VIEJO, CALIFORNIA A&S FEATURES VACCINATED, DEWORMED, MICRO-CHIPPED, AND SPAYED OR NEUTERED CATS AND DOGS ALONG WITH BASIC PET SUPPLIES
11B	THE FOUND ANIMALS FORUM IS AN ANNUAL EVENT THAT BRINGS TOGETHER LEADERS IN ANIMAL WELFARE AND THEIR PERSPECTIVES TO THE LOS ANGELES ANIMAL WELFARE COMMUNITY DURING THIS EVENT, ATTENDEES OBSERVE PRESENTATIONS FROM LOCAL AND NATIONAL EXPERTS IN THEIR RESPECTIVE FIELDS AND PARTICIPATE IN PANEL DISCUSSIONS ON SELECTED TOPICS

Form 990PF Part VII-A Line 8a

Enter the states to which the foundation reports or with which it is registered

AL, AK, CA, CO, CT, DE, DC, AK, FL, GA, HI, ID, IN, IA, KS, KY, LA, ME, MD, MA, MN, MO, MT, NE, NV, NJ, NM, NY, NC, ND, OH, OR, PA, RI, SD, TN, TX, UT, VT, WA, WV, WI, WY

Form 990PF Part XV Line 1a - 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).

GARY KARLIN MICHELSON MD

KARLIN ASSET MANAGEMENT INC

11755 WILSHIRE BLVD SUITE 1400

LOS ANGELES CA 90025

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
a Paid during the year				
FIXNATION INC PO BOX 26 WOODLAND HILLS, CA 91365	NONE	PUBLIC CHARITY	SUPPORT SPAY AND NEUTER	120,000
VOICE FOR THE ANIMALS 2633 LINCOLN BLVD 202 SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	SUPPORT PET SUPPORT HOTLINE	5,000
THE HUMANE SOCIETY OF THE UNITED STATES 4229 YORK AVE LOS ANGELES, CA 90065	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
THE STAND FOUNDATION INC PO BOX 5921 SHERMAN OAKS, CA 91413	NONE	PUBLIC CHARITY	SUPPORT SPAY AND NEUTER	9,064
SNP LA 957 N GAFFEY STREET SAN PEDRO, CA 90731	NONE	PUBLIC CHARITY	SUPPORT SPAY AND NEUTER	104,500
KITTY BUNGALOW CHARM SCHOOL 1795 WEST 24TH STREET LOS ANGELES, CA 90018	NONE	PUBLIC CHARITY	SUPPORT SPAY AND NEUTER	7,500
ALLIANCE FOR CONTRACEPTION IN CATS & DOGS 11145 NWOLD CORNELIUS PASS RD PORTLAND, OR 97231	NONE	PUBLIC CHARITY	SPONSOR 5TH INTERNATIONAL SYMPOSIUM	7,500
SPAY4LA INC 4079 REDWOOD AVENUE SUITE B LOS ANGELES, CA 90066	NONE	PUBLIC CHARITY	SUPPORT SPAY AND NEUTER	67,851
ANGEL CITY PIT BULLS PO BOX 19944 LOS ANGELES, CA 90019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500
ANIMAL FRIENDS RESCUE PROJECT PO BOX 51083 PACIFIC GROVE, CA 93950	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,500
FIXNATION INC PO BOX 26 WOODLAND HILLS, CA 91365	NONE	PUBLIC CHARITY	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$15,456 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL PRICE (5) DATE OF THE GIFT VARIOUS	24,000
CITY OF SACRAMENTO 915 I Street Sacramento, CA 95814	NONE	GOVERNMENT ORG	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$3,220 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL PRICE (5) DATE OF THE GIFT 09/03/2013	5,000
SEAACA 9777 SEAACA STREET DOWNEY, CA 90241	NONE	GOVERNMENT ORG	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$18,676 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT VARIOUS	29,000
SANTA FE HUMANE SOCIETY 100 CAJA DEL RIO ROAD SANTA FE, NM 87507	NONE	GOVERNMENT ORG	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$7,728 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL PRICE (5) DATE OF THE GIFT VARIOUS	12,000
FIRST COAST NO MORE HOMELESS PETS 6817 NORWOOD AVENUE JACKSONVILLE, FL 32208	NONE	PUBLIC CHARITY	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$2,415 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL PRICE (5) DATE OF THE GIFT 08/29/2013	3,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ANGELDOGS FOUNDATION 26873 SIERRA HIGHWAY SUITE 147 SANTA CLARITA, CA 91321	NONE	PUBLIC CHARITY	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$14,812 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL PRICE (5) DATE OF THE GIFT VARIOUS	23,000
SNP LA 957 N GAFFEY STREET SAN PEDRO, CA 90731	NONE	PUBLIC CHARITY	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$53,774 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL PRICE (5) DATE OF THE GIFT VARIOUS	83,500
SPAY4LA INC 4079 REDWOOD AVENUE SUITE B LOS ANGELES, CA 90066	NONE	PUBLIC CHARITY	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$16,975 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT VARIOUS	27,500
AUSTIN PETS ALIVE 1156 W CESAR CHAVEZ ST AUSTIN, TX 78703	NONE	PUBLIC CHARITY	SUPPORT TRAINING PROGRAM	15,000
BASIC NEEDS FOUNDATION INC PO BOX 413 HARBOR CITY, CA 90710	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500
DOWNTOWN DOG RESCUE PO BOX 90035 PASADENA, CA 91109	NONE	PUBLIC CHARITY	GENERAL SUPPORT	28,675
FRIENDS OF SEAL BEACH ANIMAL CARE CENTER 1700 ADOLFO LOPEZ DRIVE SEAL BEACH, CA 90740	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
RAINBOW SERVICES 453 WEST 7TH STREET SAN PEDRO, CA 90731	NONE	PUBLIC CHARITY	GENERAL SUPPORT	6,000
SANTA FE ANIMAL SHELTER 100 CAJA DEL RIO ROAD SANTA FE, NM 87507	NONE	GOVERNMENT ORG	GENERAL SUPPORT	20,800
STRAY CAT ALLIANCE PO BOX 661277 LOS ANGELES, CA 90066	NONE	PUBLIC CHARITY	GENERAL SUPPORT	11,500
AUGUSTA ANIMAL SERVICES 4164 MACK LANE AUGUSTA, GA 30906	NONE	GOVERMENT ORG	(1) DESCRIPTION MICROCHIPS (2) BOOK VALUE \$322 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 09/09/2013	500
TALLAHASSEE ANIMAL SERVICES 1125 EASTERWOOD DRIVE TALLAHASSEE, FL 32311	NONE	GOVERMENT ORG	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 11/15/2013	500
CASHIERS HIGHLANDS HUMANE SOCIETY 200 GABLE DRIVE SAPPHIRE, NC 28774	NONE	PUBLIC CHARITY	(1) DESCRIPTION SCANNER (2) BOOK VALUE \$350 (3) METHOD USED TO DETERMINE BOOK VALUE PURCHASE PRICE (4) METHOD USED TO DETERMINE FAIR MARKET VALUE RETAIL VALUE (5) DATE OF THE GIFT 11/15/2013	500
SANTA FE HUMANE SOCIETY 100 CAJA DEL RIO ROAD SANTA FE, NM 87507	NONE	GOVERNMENT ORG	GENERAL SUPPORT	9,200
Total			► 3a	664,340

2012

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

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

Name of the organization
FOUND ANIMALS FOUNDATION INC**Employer identification number**

20-3944602

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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)

Name of organization

FOUND ANIMALS FOUNDATION INC

Employer identification number

20-3944602

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHELSON MEDICAL RESEARCH FOUNDATION 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	\$ 11,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	KARLIN HOLDINGS LP 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	\$ 2,709,360	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	KARLIN HOLDINGS LP 11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025	\$ 1,950,098	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
FOUND ANIMALS FOUNDATION INC

Employer identification number
20-3944602

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	36,000 SHARES OF ETFS PHYSICAL PALLADIUM STOCK	\$ 2,709,360	2013-03-28
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	26,550 SHARES OF ETFS PHYSICAL PALLADIUM STOCK	\$ 1,950,098	2013-08-23
(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
		\$ _____	_____

Name of organization FOUND ANIMALS FOUNDATION INC		Employer identification number 20-3944602	
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 columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions) ► \$ 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
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: FOUND ANIMALS FOUNDATION INC

EIN: 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	44,190	0	0	44,190

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: FOUND ANIMALS FOUNDATION INC

EIN: 20-3944602

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2008-02-15	2,765	2,673	SL	5	92			
COMPUTER	2008-05-07	2,978	2,731	SL	5	247			
PRINTER	2008-06-30	722	636	SL	5	86			
SERVER	2008-07-28	13,825	11,982	SL	5	1,843			
COMPUTER	2008-11-13	1,889	1,543	SL	5	346			
COMPUTER	2008-11-13	4,369	3,569	SL	5	800			
COMPUTER	2008-11-30	2,627	2,100	SL	5	525			
COMPUTER	2008-11-30	2,943	2,356	SL	5	587			
SOFTWARE	2008-11-30	6,700	6,699	SL	3				
LEASE IMPROVEMENTS	2009-05-26	9,924	889	SL	39	254			
ALARM	2009-07-16	488	43	SL	39	13			
OFFICE FURNITURE	2009-05-19	4,880	2,440	SL	7	697			
OFFICE FURNITURE	2009-05-21	2,334	1,166	SL	7	333			
PRINTER	2009-01-07	679	532	SL	5	136			
COMPUTER MONITOR	2009-01-27	302	230	SL	5	60			
LCD PROJECTOR	2009-01-27	936	717	SL	5	187			
COMPUTER	2009-01-27	1,718	1,318	SL	5	344			
LAPTOP	2009-02-04	5,368	4,117	SL	5	1,074			
COMPUTER	2009-02-04	3,251	2,492	SL	5	650			
SOFTWARE	2009-02-04	1,947	1,947	SL	3				
COMPUTER	2009-06-04	1,862	1,302	SL	5	372			
COMPUTER	2009-06-17	5,479	3,745	SL	5	1,096			
LAPTOP	2009-06-25	1,685	1,151	SL	5	337			
FIREWALL ROUTER	2009-07-07	1,886	1,288	SL	5	377			
LAPTOP	2009-07-07	1,811	1,237	SL	5	362			
LAPTOP	2009-07-30	571	380	SL	5	114			
LAPTOP	2009-07-31	582	387	SL	5	116			
OFFICE FURNITURE	2010-09-09	756	243	SL	7	108			
COMPUTER	2010-01-28	3,209	1,819	SL	5	642			
LAPTOP	2010-01-28	3,400	1,927	SL	5	680			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2010-03-19	731	389	SL	5	146			
LAPTOP	2010-07-15	1,214	587	SL	5	243			
COMPUTER	2010-07-23	5,452	2,543	SL	5	1,090			
COMPUTER	2010-09-09	263	119	SL	5	53			
COMPUTER	2010-09-23	806	349	SL	5	161			
COMPUTER	2010-11-13	5,395	2,158	SL	5	1,079			
COMPUTER	2010-11-30	9,019	3,608	SL	5	1,804			
LEASE IMPROVEMENT	2011-07-01	3,118	113	SL	39	80			
COMPUTER	2011-01-28	2,097	769	SL	5	419			
COMPUTER	2011-03-11	7,946	2,781	SL	5	1,589			
COMPUTER	2011-03-18	2,475	825	SL	5	495			
COMPUTER	2011-03-18	696	232	SL	5	139			
COMPUTER	2011-04-01	3,972	1,324	SL	5	794			
COMPUTER	2011-05-05	550	174	SL	5	110			
COMPUTER	2011-05-19	1,649	495	SL	5	330			
COMPUTER	2011-06-06	1,860	558	SL	5	372			
COMPUTER	2011-06-21	353	100	SL	5	71			
COMPUTER	2011-06-21	7,276	2,061	SL	5	1,455			
COMPUTER	2011-07-15	1,497	424	SL	5	299			
COMPUTER	2011-07-22	559	149	SL	5	112			
COMPUTER	2011-08-25	373	94	SL	5	75			
COMPUTER	2011-08-25	373	94	SL	5	75			
COMPUTER	2011-09-22	400	93	SL	5	80			
COMPUTER	2011-10-27	3,799	823	SL	5	760			
COMPUTER	2011-11-08	2,285	495	SL	5	457			
COMPUTER	2011-11-30	1,000	200	SL	5	200			
COMPUTER	2011-11-30	3,807	761	SL	5	761			
VEHICLE	2011-04-14	26,925	8,975	SL	5	5,385			
LEASE IMPROVEMENTS	2011-06-06	27,291	1,050	SL	39	700			
EQUIPMENT	2011-05-19	3,910	1,173	SL	5	782			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FIXTURES	2011-06-06	38,062	8,156	SL	7	5,437			
LEASE IMPROVEMENTS	2012-01-26	419	9	SL	39	11			
LEASE IMPROVEMENTS	2012-06-27	3,150	34	SL	39	81			
COMPUTER	2011-12-22	1,097	201	SL	5	219			
COMPUTER	2012-04-18	3,139	366	SL	5	628			
COMPUTER	2012-05-18	2,352	235	SL	5	470			
COMPUTER	2012-06-19	2,650	221	SL	5	530			
COMPUTER	2012-06-29	5,430	453	SL	5	1,086			
COMPUTER	2012-07-11	2,399	200	SL	5	480			
COMPUTER	2012-07-26	7,619	508	SL	5	1,524			
COMPUTER	2012-08-01	4,918	328	SL	5	984			
COMPUTER	2012-08-31	3,595	180	SL	5	719			
COMPUTER	2012-09-26	5,250	175	SL	5	1,050			
COMPUTER	2012-07-27	1,210	81	SL	5	242			
FIXTURES	2012-02-22	665	71	SL	7	95			
FIXTURES	2012-05-11	801	67	SL	7	114			
KENNELS	2012-04-03	4,286	408	SL	7	612			
KENNELS	2012-05-11	205	17	SL	7	29			
WEBSITE	2012-03-09	5,000	1,250	SL	3	1,667			
COMPUTER EQUIPMENT	2012-12-04	1,202		SL	5	240			
COMPUTER EQUIPMENT	2013-03-01	1,451		SL	5	218			
COMPUTER EQUIPMENT	2013-04-05	1,039		SL	5	139			
COMPUTER EQUIPMENT	2013-04-26	1,870		SL	5	218			
COMPUTER EQUIPMENT	2013-05-24	3,862		SL	5	386			
COMPUTER EQUIPMENT	2013-06-20	1,496		SL	5	125			
COMPUTER EQUIPMENT	2013-08-20	4,367		SL	5	218			
COMPUTER EQUIPMENT	2013-08-23	87		SL	5	4			
COMPUTER EQUIPMENT	2013-09-23	203		SL	5	7			
COMPUTER EQUIPMENT	2013-10-15	2,242		SL	5	75			
COMPUTER EQUIPMENT	2013-10-29	6,138		SL	5	102			

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2013-11-14	1,671		SL	5	28			
SOFTWARE	2013-02-22	13,481		SL	3	3,370			
SOFTWARE	2013-03-08	35,906		SL	3	8,977			
SOFTWARE		59,394		SL					
SOFTWARE		21,408		SL					
SOFTWARE	2013-05-17	1,425		SL	3	238			
SOFTWARE	2013-05-24	13,481		SL	3	2,247			
SOFTWARE		18,098		SL					
SOFTWARE		9,150		SL					
SOFTWARE	2013-11-14	494		SL	3	14			
LEASE IMPROVEMENTS	2012-12-14	1,832		SL	39	47			
LEASE IMPROVEMENTS	2013-04-04	2,088		SL	39	36			
LEASE IMPROVEMENTS	2013-04-26	14,597		SL	39	218			
LEASE IMPROVEMENTS	2013-05-17	4,225		SL	39	54			
FIXTURES	2013-05-08	5,863		SL	7	489			
FIXTURES	2013-05-17	118		SL	7	8			
KENNELS	2013-04-22	6,712		SL	7	559			
LAND		1,856,300		L					
BUILDING		829,323		SL					
LEASE IMPROVEMENTS		1,181,443		SL					

TY 2012 Investments - Other Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RMR REAL ESTATE INCOME FUND	FMV	2	2
RMR REAL ESTATE INCOME FUND	FMV	70,603	70,603

TY 2012 Land, Etc. Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	2,765	2,765		
COMPUTER	2,978	2,978		
PRINTER	722	722		
SERVER	13,825	13,825		
COMPUTER	1,889	1,889		
COMPUTER	4,369	4,369		
COMPUTER	2,627	2,625	2	
COMPUTER	2,943	2,943		
SOFTWARE	6,700	6,699	1	
LEASE IMPROVEMENTS	9,924	1,143	8,781	
ALARM	488	56	432	
OFFICE FURNITURE	4,880	3,137	1,743	
OFFICE FURNITURE	2,334	1,499	835	
PRINTER	679	668	11	
COMPUTER MONITOR	302	290	12	
LCD PROJECTOR	936	904	32	
COMPUTER	1,718	1,662	56	
LAPTOP	5,368	5,191	177	
COMPUTER	3,251	3,142	109	
SOFTWARE	1,947	1,947		
COMPUTER	1,862	1,674	188	
COMPUTER	5,479	4,841	638	
LAPTOP	1,685	1,488	197	
FIREWALL ROUTER	1,886	1,665	221	
LAPTOP	1,811	1,599	212	
LAPTOP	571	494	77	
LAPTOP	582	503	79	
OFFICE FURNITURE	756	351	405	
COMPUTER	3,209	2,461	748	
LAPTOP	3,400	2,607	793	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	731	535	196	
LAPTOP	1,214	830	384	
COMPUTER	5,452	3,633	1,819	
COMPUTER	263	172	91	
COMPUTER	806	510	296	
COMPUTER	5,395	3,237	2,158	
COMPUTER	9,019	5,412	3,607	
LEASE IMPROVEMENT	3,118	193	2,925	
COMPUTER	2,097	1,188	909	
COMPUTER	7,946	4,370	3,576	
COMPUTER	2,475	1,320	1,155	
COMPUTER	696	371	325	
COMPUTER	3,972	2,118	1,854	
COMPUTER	550	284	266	
COMPUTER	1,649	825	824	
COMPUTER	1,860	930	930	
COMPUTER	353	171	182	
COMPUTER	7,276	3,516	3,760	
COMPUTER	1,497	723	774	
COMPUTER	559	261	298	
COMPUTER	373	169	204	
COMPUTER	373	169	204	
COMPUTER	400	173	227	
COMPUTER	3,799	1,583	2,216	
COMPUTER	2,285	952	1,333	
COMPUTER	1,000	400	600	
COMPUTER	3,807	1,522	2,285	
VEHICLE	26,925	14,360	12,565	
LEASE IMPROVEMENTS	27,291	1,750	25,541	
EQUIPMENT	3,910	1,955	1,955	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FIXTURES	38,062	13,593	24,469	
LEASE IMPROVEMENTS	419	20	399	
LEASE IMPROVEMENTS	3,150	115	3,035	
COMPUTER	1,097	420	677	
COMPUTER	3,139	994	2,145	
COMPUTER	2,352	705	1,647	
COMPUTER	2,650	751	1,899	
COMPUTER	5,430	1,539	3,891	
COMPUTER	2,399	680	1,719	
COMPUTER	7,619	2,032	5,587	
COMPUTER	4,918	1,312	3,606	
COMPUTER	3,595	899	2,696	
COMPUTER	5,250	1,225	4,025	
COMPUTER	1,210	323	887	
FIXTURES	665	166	499	
FIXTURES	801	181	620	
KENNELS	4,286	1,020	3,266	
KENNELS	205	46	159	
WEBSITE	5,000	2,917	2,083	
COMPUTER EQUIPMENT	1,202	240	962	
COMPUTER EQUIPMENT	1,451	218	1,233	
COMPUTER EQUIPMENT	1,039	139	900	
COMPUTER EQUIPMENT	1,870	218	1,652	
COMPUTER EQUIPMENT	3,862	386	3,476	
COMPUTER EQUIPMENT	1,496	125	1,371	
COMPUTER EQUIPMENT	4,367	218	4,149	
COMPUTER EQUIPMENT	87	4	83	
COMPUTER EQUIPMENT	203	7	196	
COMPUTER EQUIPMENT	2,242	75	2,167	
COMPUTER EQUIPMENT	6,138	102	6,036	

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	1,671	28	1,643	
SOFTWARE	13,481	3,370	10,111	
SOFTWARE	35,906	8,977	26,929	
SOFTWARE	59,394		59,394	
SOFTWARE	21,408		21,408	
SOFTWARE	1,425	238	1,187	
SOFTWARE	13,481	2,247	11,234	
SOFTWARE	18,098		18,098	
SOFTWARE	9,150		9,150	
SOFTWARE	494	14	480	
LEASE IMPROVEMENTS	1,832	47	1,785	
LEASE IMPROVEMENTS	2,088	36	2,052	
LEASE IMPROVEMENTS	14,597	218	14,379	
LEASE IMPROVEMENTS	4,225	54	4,171	
FIXTURES	5,863	489	5,374	
FIXTURES	118	8	110	
KENNELS	6,712	559	6,153	
LAND	1,856,300		1,856,300	
BUILDING	829,323		829,323	
LEASE IMPROVEMENTS	1,181,443		1,181,443	

TY 2012 Legal Fees Schedule

Name: FOUND ANIMALS FOUNDATION INC

EIN: 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	122,165	0	1,944	120,221

TY 2012 Other Assets Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS	30,082	24,051	24,051
PREPAID CARD	77	77	77
UNDEPOSITED FUNDS	0	20,747	20,747
CAPITALIZED PATENTS COSTS	25,045	29,368	29,368

TY 2012 Other Decreases Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Amount
UNREALIZED LOSS	280

TY 2012 Other Expenses Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	30,041	0	150	29,891
MEALS AND ENTERTAINMENT	46,438	0	269	46,169
INSURANCE	45,688	0	0	45,688
TELEPHONE	37,676	0	4,726	32,950
INTERNET	58,542	0	0	58,542
MARKETING	277,192	0	3,852	273,340
OFFICE SUPPLIES	33,375	0	11,124	22,251
POSTAGE AND DELIVERY	35,318	0	633	34,685
TECHNOLOGY	39,470	0	14,366	25,104
OUTSIDE SERVICES	47,083	0	0	47,083
OTHER EXPENSES	18,986	0	16,696	2,290
TAXES & LICENSES	14,914	0	8,490	6,424
TRAINING AND DEVELOPMENT	9,280	0	0	9,280
OFFICE FURNITURE	2,229	0	0	2,229
SOFTWARE	36,311	0	0	36,311
UTILITIES	55,367	0	32,070	23,297
PARKING	30,451	0	0	30,451
ADOPTION PROGRAM	101,039	0	0	101,039
MICHELSON PRIZE PROGRAM	2,524,050	0	0	2,524,050
OTHER PROGRAM EXPENSES	344,428	0	42,281	302,147
STORAGE	3,334	0	3,087	247
CREDIT CARD FEES	55	0	0	55
CLEANING & MAINTENANCE	42,309	0	9,852	32,457
OFFICE EXPENSE	5,698	0	1,101	4,597
ACCUAL TO CASH ADJUSTMENT				-1,343,261
REVERSAL OF PY ACCUAL TO				
CASH ADJUSTMENT				156,433

TY 2012 Other Income Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	6,473		
FOUND ANIMALS FORUM	2,441		

TY 2012 Other Increases Schedule

Name: FOUND ANIMALS FOUNDATION INC

EIN: 20-3944602

Description	Amount
UNREALIZED GAIN ON NONCASH CONTRIBUTIONS	75,172
BOOK TO TAX DIFFERENCE ON CONTRIBUTION	0
OF STOCK	35,858

TY 2012 Other Professional Fees Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	262,709	0	0	262,709
INFORMATION TECHNOLOGY	37,831	0	858	36,973
PROF SVCS - BACKGROUND CHECKS	3,784	0	0	3,784
OTHER PROFESSIONAL FEES	51,758	0	13,941	37,817
RECRUITING	65,398	0	0	65,398

TY 2012 Sales Of Inventory Schedule

Name: FOUND ANIMALS FOUNDATION INC

EIN: 20-3944602

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
ADOPT & SHOP	595,481		595,481

TY 2012 Substantial Contributors Schedule

Name: FOUND ANIMALS FOUNDATION INC

EIN: 20-3944602

Name	Address
KARLIN HOLDINGS LP	11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025
KARLIN HOLDINGS LP	11755 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90025

TY 2012 Taxes Schedule

Name: FOUND ANIMALS FOUNDATION INC**EIN:** 20-3944602

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SALES AND USE TAXES	604	0	604	0
PROPERTY TAXES	2,339	0	2,153	186
EXCISE TAXES	36,157	0	0	0