

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

AMERICAN SOCIETY FOR THE
PREVENTION OF CRUELTY TO
ANIMALS, et al.,

Plaintiffs,

v.

FELD ENTERTAINMENT, INC.,

Defendant.

Case No.: 03-2006 (EGS/JMF)

DEFENDANT'S OPPOSITION TO THE HUMANE SOCIETY
OF THE UNITED STATES'S MOTION TO STRIKE

EXHIBIT 4

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.

OMB No. 1545-0047
2008
Open to Public Inspection

A For the 2008 calendar year, or tax year beginning and ending

B Check if applicable

Address label or print or name change
 Initial return
 Term-institution return
 Amended return
 Applicant pending

C Name of organization: **THE FUND FOR ANIMALS, INC**

Doing Business As: _____

Number and street (or P.O. box if mail is not delivered to street address): **200 WEST 57TH STREET** Room/suite **705**

City or town, state or country, and ZIP + 4: **NEW YORK, NY 10019**

F Name and address of principal officer: **G THOMAS WAITE III**

SAME AS C ABOVE

D Employer identification number: **13-6218740**

E Telephone number: **212-246-2096**

G Gross receipts \$: **12,140,695.**

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No

If "No," attach a list. (see instructions)

H(c) Group exemption number: _____

1 Tax-exempt status: 501(c)(3) (insert no.) 4947(a)(1) or 527

J Website: **WWW.FUNDFORANIMALS.ORG**

K Type of organization: Corporation Trust Association Other

L Year of formation: **1967** M State of legal domicile: **NY**

Part I Summary

Briefly describe the organization's mission or most significant activities: **TO BE RESPONSIBLE FOR THE HSUS'S ANIMAL CARE FACILITIES AND LEGAL CAMPAIGNS IN COURTS.**

Activities & Governance		Prior Year	Current Year
1 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.			
2 Number of voting members of the governing body (Part VI, line 1a)		3	5
3 Number of independent voting members of the governing body (Part VI, line 1b)		4	5
4 Total number of employees (Part V, line 2a)		5	0
5 Total number of volunteers (estimate if necessary)		6	128
6 Total gross unrelated business revenue from Part VIII, line 12, column (c)		7a	0.
7a Net unrelated business taxable income from Form 990-T, line 34		7b	0.
8 Contributions and grants (Part VIII, line 1h)		8,074,894.	11,695,346.
9 Program service revenue (Part VIII, line 2g)		12,057.	20.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		120,413.	113,300.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11a)		460,369.	332,029.
12 Total revenue - add lines 8 through 11 (must equal Part IX, column (A), line 12)		8,667,733.	12,140,695.
13 Grants and similar amounts paid (Part IX, column (A), lines 13)		86,608.	271,775.
14 Benefits paid to or for members (Part IX, column (A), line 4)		1,747,975.	1,573,764.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		83,548.	112,367.
16a Professional fundraising fees (Part IX, column (A), line 11e)			
16b Total fundraising expenses (Part IX, column (A), lines 11a-11e)		3,511,603.	2,720,056.
17 Other expenses (Part IX, column (A), line 12a)		5,429,734.	4,677,962.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		3,237,999.	7,462,733.
19 Revenue less expenses. Subtract line 18 from line 12		Beginning of Year	End of Year
		7,623,497.	14,407,447.
20 Total assets (Part X, line 16)		799,735.	120,952.
21 Total liabilities (Part X, line 26)		6,823,762.	14,286,495.
22 Net assets or fund balances. Subtract line 21 from line 20			

Part III 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: **G THOMAS WAITE III** Date: **9/9/09**

Type or print name and title

Preparer's Use Only

Preparer's signature: *[Signature]* Date: **09/09/09** Check if self-employed Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed): **RSM MCGIADREY, INC.** EIN: _____

Address: **8000 POWERS CRESCENT DR. STE 500 VIENNA, VA 22182-6205** Phone no: **703-336-6400**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

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Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

THE ALLEVIATION OF FEAR, PREVENTION OF PAIN AND THE RELIEF OF SUFFERING OF ANIMALS EVERYWHERE AND TO FOSTER HUMANE CONDUCT TOWARD ANIMALS AND ENCOURAGE AND SUPPORT THE COOPERATION AMONG ALL PERSONS INTERESTED IN HUMANE ACTIVITIES.

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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ 1,786,771. Including grants of \$ 271,775.) (Revenue \$ 20.)
HUMANE EDUCATION: EDUCATE THE PUBLIC ON ISSUES AND EVENTS AFFECTING ANIMAL RIGHTS AND WELFARE.

4b (Code:) (Expenses \$ 972,488. Including grants of \$) (Revenue \$)
CLEVELAND AMORY BLACK BEAUTY RANCH: THE 1,320 ACRE REFUGE IS HOME TO NEARLY 1,300 ANIMALS ON 1,300 ACRES OF PERMANENT SANCTUARY. ANIMALS LIVING ON THE SANCTUARY INCLUDE MANY EXOTIC AND NATIVE ANIMALS INCLUDING CHIMPANZEES, HORSES, CAMELS, BISON, AND ANTELOPE. ANIMALS DO NOT GET HARASSED OR HARMED, BUT ARE PROVIDED WITH A HELPING HAND AND A LOVING HOME.

4c (Code:) (Expenses \$ 482,693. Including grants of \$) (Revenue \$)
CAPE WILDLIFE CENTER: PROMOTES AND PROTECTS THE HEALTH AND WELL-BEING OF WILD ANIMALS AND THEIR HABITATS AS INTEGRAL PARTS OF THE NEW ENGLAND AREA. THE CENTER OPERATES A YEAR-ROUND WILDLIFE REHABILITATION FACILITY AND VETERINARY CLINIC. IN 2008, 1,852 INJURED OR ORPHANED ANIMALS WERE TREATED AND RETURNED TO THE WILD.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 478,275. Including grants of \$) (Revenue \$)
4e Total program service expenses \$ 3,720,227. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Section 501(c)(4), 501(c)(6), and 501(c)(29) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	11	X
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12	X
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	14b	X
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? <i>If "Yes," complete Schedule F, Part II</i>	15	X
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? <i>If "Yes," complete Schedule F, Part III</i>	16	X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	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? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	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? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	X
36 Section 501(c)(3) organizations: Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	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? <i>If "Yes," complete Schedule R, Part VI</i>	37	X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

	1a	1b	1c	Yes	No
1a Enter the number reported in Box 3 of Form 1099, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	0				
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		0			
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0	2b		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (See instructions)			2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?			3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c		
6a Did the organization solicit any contributions that were not tax deductible?			6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7 Organizations that may receive deductible contributions under section 170(c). a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?			7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		
8 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(e)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		X
9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds. a Did the organization make any taxable distributions under section 4966?			9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b		X
10 Section 501(c)(7) organizations. Enter: N/A a Initiation fees and capital contributions included on Part VIII, line 12	10a				
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11 Section 501(c)(12) organizations. Enter: N/A a Gross income from members or shareholders	11a				
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a Section 4947(e)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	12b			

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	1a	1b	5	2	3	4	5	6	7a	7b	8a	8b	8c	9a	9b	10	11	Yes	No
1a			5								X								
2			5	X															
3					X														
4					X														
5					X														
6					X														
7a									X										
7b										X									
8a											X								
8b														X					
8c																			
9a														X					
9b																			
10																X			
11																			X

Section B. Policies

12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X	No
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:			
a	The organization's CEO, Executive Director, or top management official?	15a		X
b	Other officers or key employees of the organization?	15b		X
16a	Describe the process in Schedule O. (see instructions)			
b	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **AK, AL, AR, AZ, CA, CO, CT, FL, GA, HI, IL, KS**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **C. THOMAS WAITE, III -- 202-452-1100**

700 PROFESSIONAL DRIVE, GAITHERSBURG, MD 20879

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and current key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
MARIAN PROBST CHAIR/DIRECTOR	1.00	X					0.	0.	0.
PATRICK McDONNELL DIRECTOR	1.00	X					0.	0.	0.
WILLIAM F. MANCUSO DIRECTOR	1.00	X					0.	0.	0.
JUDY NEY DIRECTOR	1.00	X					0.	0.	0.
DAVID WEIBERS DIRECTOR	1.00	X					0.	0.	0.
MIKE MARKARIAN PRESIDENT	1.00		X				181,629.	18,378.	
WAYNE PACELLE VICE PRESIDENT	1.00		X				228,981.	22,252.	
G. THOMAS WAITE III TREASURER	1.00		X				184,744.	23,356.	
MARY K. BERGE ASSISTANT TREASURER	1.00		X				128,106.	23,882.	
SHERYL DEMPSEY SECRETARY	1.00		X				49,072.	8,146.	
KAY LISCOMB VP, ADMIN & ANIMAL CARE C	40.00				X		115,568.	22,136.	

Part VIII Statement of Revenue

		(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			
d	Related organizations	1d			
e	Government grants (contributions)	1e			
f	All other contributions, gifts, grants, and similar amounts not included above	1f			
g	Noncash contributions included in lines 1a-1f \$	11,695,346.			
h	Total. Add lines 1a-1f	64,124.			
Program Service Revenue					
2 a	LITERATURE	Business Code			
b			20.		
c					
d					
e					
f	All other program service revenue				
g	Total. Add lines 2a-2f	20.			
3	Investment income (including dividends, interest, and other similar amounts)	109,200.			109,200.
4	Income from investment of tax-exempt bond proceeds				
5	Royalties	58,265.			58,265.
6 a	Gross Receipts				
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			
b	Less: cost or other basis and sales expenses	(ii) Other			
c	Gain or (loss)	4,100.			4,100.
d	Net gain or (loss)				
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18				
b	Less: direct expenses				
c	Net income or (loss) from fundraising events				
9 a	Gross income from gaming activities. See Part IV, line 19				
b	Less: direct expenses				
c	Net income or (loss) from gaming activities				
10 a	Gross sales of inventory, less returns and allowances				
b	Less: cost of goods sold				
c	Net income or (loss) from sales of inventory				
Miscellaneous Revenue					
11 a	MISCELLANEOUS INCOME	Business Code			
b			273,764.		273,764.
c					
d	All other revenue		273,764.		
e	Total. Add lines 11a-11d		273,764.		
12	Total Revenue. Add lines 1h, 2a, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		12,140,695.	20.	0.

Part IX Statement of Functional Expenses

All other organizations must complete all columns. Section 501(c)(3) and 501(c)(4) organizations must complete all columns. (A), (B), (C), and (D).

	(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 U.S. See Part IV, line 21	271,775.	271,775.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
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	1,254,776.	1,018,113.	70,884.	165,779.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	223,096.	181,018.	12,603.	29,475.
10 Payroll taxes	95,892.	77,806.	5,417.	12,669.
11 Fees for services (non-employees):				
a Management	266,573.	216,295.	15,059.	35,219.
b Legal				
c Accounting				
d Lobbying	112,367.			112,367.
e Professional fundraising services See Part IV, line 17	213,704.	170,568.	12,920.	30,216.
f Investment management fees				
g Other	569,473.	448,428.	36,255.	84,790.
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	560,406.	454,708.	31,658.	74,040.
17 Travel	130,448.	105,844.	7,369.	17,235.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	31,519.	19,202.	3,689.	8,628.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	104,484.	84,778.	5,902.	13,804.
23 Insurance	491.	398.	28.	65.
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MAILING COSTS	763,126.	607,996.	80,119.	75,011.
b EDUCATION MATERIAL	61,375.	48,322.	3,910.	9,143.
c REAL ESTATE & OTHER TAX	18,457.	14,976.	1,043.	2,438.
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	4,677,962.	3,720,227.	286,856.	670,879.
26 Joint Costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	1,278,562.	612,569.	38,357.	627,636.

Form 990 (2008)

THE FUND FOR ANIMALS, INC

13-6218740 Page 11

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
1	Cash - non-interest-bearing		1
2	Savings and temporary cash investments	5,329,751.	2 178,280.
3	Pledges and grants receivable, net	37,330.	3 5,615,424.
4	Accounts receivable, net	397,419.	4 439,414.
5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6
7	Notes and loans receivable, net		7
8	Inventories for sale or use	3,146.	8
9	Prepaid expenses and deferred charges		9
10a	Land, buildings, and equipment: cost basis	3,171,887.	
	Less: accumulated depreciation. Complete Part VI of Schedule D	1,345,372.	10b 1,826,515.
10b			10c
11	Investments - publicly traded securities		11
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	260.	15 6,347,814.
16	Total assets. Add lines 1 through 15 (must equal line 34)	7,623,497.	16 14,407,447.
17	Accounts payable and accrued expenses	141,340.	17 120,952.
18	Grants payable		18
19	Deferred revenue		19
20	Tax-exempt bond liabilities		20
21	Escrow account liability. Complete Part IV of Schedule D		21
22	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		24
25	Other liabilities. Complete Part X of Schedule D	658,395.	25 0.
26	Total liabilities. Add lines 17 through 25	799,735.	26 120,952.
27	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27	Unrestricted net assets	6,823,762.	27 14,286,495.
28	Temporarily restricted net assets		28
29	Permanently restricted net assets		29
30	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
31	Capital stock or trust principal, or current funds		31
32	Paid-in or capital surplus, or land, building, or equipment fund		32
33	Retained earnings, endowment, accumulated income, or other funds	6,823,762.	33 14,286,495.
34	Total net assets or fund balances	7,623,497.	34 14,407,447.
34	Total liabilities and net assets/fund balances		

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant? Yes No

2b Were the organization's financial statements audited by an independent accountant? Yes No

2c If "Yes" to lines 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? Yes No

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? Yes No

3b If "Yes," did the organization undergo the required audit or audits? Yes No

832011 12-18-08

Form 990 (2008)

Schedule A (Form 990 or 990-EZ) 2008 **THE FUND FOR ANIMALS, INC** 13-6218740 Page 2
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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,540,396.	6,360,608.	6,388,608.	8,074,894.	11,695,346.	39,059,852.
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 - 3	6,540,396.	6,360,608.	6,388,608.	8,074,894.	11,695,346.	39,059,852.
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)						5,499,822.
6 Public Support. Subtract line 5 from line 4						33,560,030.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	6,540,396.	6,360,608.	6,388,608.	8,074,894.	11,695,346.	39,059,852.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	655,238.	207,641.	120,413.	212,076.	167,465.	1,362,833.
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.)		58,151.	472,305.	368,706.	273,764.	1,172,926.
11 Total support. Add lines 7 through 10						41,595,611.
12 Gross receipts from related activities, etc. (see instructions)						252,611.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	80.68%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	92.14%
16a 33 1/3% support test - 2008. 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 - 2007. 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 - 2008. 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 - 2007. 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) 2008

Schedule A (Form 990 or 990-EZ) 2008

Page 3

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 - 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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33 1/3% support tests - 2008. 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 - 2007. 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"/>		

Schedule A (Form 990 or 990-EZ) 2008

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ To be completed by organizations described below.

▶ Attach to Form 990 or Form 990-EZ.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(n)): Complete Part II-A. Do not complete Part II-B.
 - Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(n)): Complete Part II-B. Do not complete Part II-A.
- If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then
- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.

See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B To be completed by all organizations exempt under section 501(c)(3).

See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____ 0.
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____ 0.
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV.

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).

See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____ Yes No
- 4 Did the filing organization file Form 1120-POL for this year? Yes No
- 5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(f)). See the instructions for Schedule C for details

- A** Check if the filing organization belongs to an affiliated group.
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
1 a Total lobbying expenditures to influence public opinion (grassroots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		
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)
h Subtract line 1g from line 1a. Enter -0- if line g is more than line a
i Subtract line 1f from line 1c. Enter -0- if line f is more than line c
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? Yes 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 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2008

Schedule C (Form 990 or 990-EZ) 2008 **THE FUND FOR ANIMALS, INC**

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Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(f)). See the instructions for Schedule C for details.

	(a)		(b) Amount
	Yes	No	
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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1j)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?	X		250,000.
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		X	
i Other activities? If "Yes," describe in Part IV		X	
j Total lines 1c through 1i			250,000.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			X
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 To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

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

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

	1		
	2a	2b	2c
1 Dues, assessments and similar amounts from members			
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).			
a Current year			
b Carryover from last year			
c Total			
3 Aggregate amount reported in section 5033(e)(1)(A) notices of nondeductible section 162(e) dues			
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?			
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)			

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, and Part II-B, line 11. Also, complete this part for any additional information.

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements
▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047
2008
Open to Public Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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.

- Purpose(s) of conservation easements held by the organization (check all that apply):
 - Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 - Protection of natural habitat Preservation of certified historic structure
 - Preservation of open space
- Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
2a	
2b	
2c	
2d	

- Total number of conservation easements
- Total acreage restricted by conservation easements
- Number of conservation easements on a certified historic structure included in (a)
- Number of conservation easements included in (c) acquired after 8/17/06
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶
- Number of states where property subject to conservation easement is located ▶ Yes No
- Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No
- Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ Yes No
- Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ Yes No
- Does each conservation easement reported on line 2(c) above satisfy the requirements of section 170(n)(4)(B)(i) and section 170(n)(4)(B)(ii)? Yes No
- In Part XIV, 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.

- If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items.
- If the organization elected, as permitted under SFAS 116, 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 \$ _____
- 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 relating to these items:
 - a Revenues included in Form 990, Part VIII, line 1 \$ _____
 - b Assets included in Form 990, Part X \$ _____

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule D (Form 990) 2008

Schedule D (Form 990) 2008 THE FUND FOR ANIMALS, INC

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

- 3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 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 Trust, Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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 XIV.

Part V Endowment Funds. Complete if 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					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Term endowment %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
	3b	

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

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

Description of investment	(a) Cost or other basis (investment)		(c) Depreciation		(d) Book value
	(i)	(ii)	(i)	(ii)	
1a Land	1,490,541.				1,490,541.
b Buildings	1,365,110.		1,221,876.		143,234.
c Leasehold improvements		176,778.		67,161.	109,617.
d Equipment		139,458.		56,335.	83,123.
e Other					1,826,515.

Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).) Schedule D (Form 990) 2008

Schedule D (Form 990) 2008

THE FUND FOR ANIMALS, INC

13-6218740 Page 4

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)		1
2	Total expenses (Form 990, Part IX, column (A), line 25)		2
3	Excess or (deficit) for the year. Subtract line 2 from line 1		3
4	Net unrealized gains (losses) on investments		4
5	Donated services and use of facilities		5
6	Investment expenses		6
7	Prior period adjustments		7
8	Other (Describe in Part XIV)		8
9	Total adjustments (net). Add lines 4-8		9
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9		10

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

1	Total revenue, gains, and other support per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	
	b Donated services and use of facilities	2b	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIV)	2d	
	e Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1		3
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 XIV)	4b	
	c Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)		5

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

1	Total expenses and losses per audited financial statements		1
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 Losses reported on Form 990, Part IX, line 25	2c	
	d Other (Describe in Part XIV)	2d	
	e Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1		3
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 XIV)	4b	
	c Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)		5

Part XIV 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, Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 8a.

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have salary or contract of contribution?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
NATIONAL OUTDOOR SPORTS	FUNDRAISING CONSULTANT TELEPHONE		X	1712183.	78,946.	1633237.
THE SHARE GROUP, INC.	FUNDRAISING PROGRA		X	154,248.	33,421.	120,827.
Total			▶	1866431.	112,367.	1754064.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
AK, AL, AR, AZ, CA, CO, CT, FL, GA, HI, IL, KS, KY, LA, MA, MD, ME, MI, MS, MN, MO, NC, ND, NJ, NH, NM, NY, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WI, WV

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule G (Form 990 or 990-EZ) 2008

Schedule G (Form 990 or 990-EZ) 2008 THE FUND FOR ANIMALS, INC 13-6218740 Page 2

Part III Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

	Revenue			(d) Total Events (Add col. (a) through col. (c))
	(a) Event # 1 (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	
1	Gross receipts			
2	Less: Charitable contributions			
3	Gross revenue (line 1 minus line 2)			
4	Cash prizes			
5	Non-cash prizes			
6	Rent/facility costs			
7	Other direct expenses			
8	Direct expense summary. Add lines 4 through 7 in column (d)			
9	Net income summary. Combine lines 3 and 8 in column (d) \$15,000 on Form 990-EZ, line 6a.			

	Direct Expenses			(d) Total gaming (Add col. (a) through col. (c))
	(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	
1	Gross revenue			
2	Cash prizes			
3	Non-cash 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 _____ %	
7	Direct expense summary. Add lines 2 through 5 in column (d)			
8	Net gaming income summary. Combine lines 1 and 7 in column (d)			

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?
 b If "No," Explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?
 b If "Yes," Explain: _____

11 Does the organization operate gaming activities with nonmembers?
 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
9a		
10a		
11		
12		

Schedule G (Form 990 or 990-EZ) 2008 THE FUND FOR ANIMALS, INC

13-6218740 Page 3

13		13a		13b		13c	
Indicate the percentage of gaming activity operated in:		%		%		%	
a The organization's facility							
b An outside facility							

14 Provide 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?

15a	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:

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?

17a	Yes	No

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

Schedule G (Form 990 or 990-EZ) 2008

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.**

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization **THE FUND FOR ANIMALS, INC** Employer identification number **13-6218740**

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CALIFORNIANS FOR HUMANE FARMS 5301 SUITE 202 SACRAMENTO, CA 95841	26-0719148	501(C)(4)	250,000.	0.			ANIMAL WELFARE.
RABBIT SANCTUARY INC 833 FAIRVIEW ROAD SIMPSONVILLE, SC 29680	20-5315478	501(C)(3)	21,775.	0.			ANIMAL WELFARE.

2 Enter total number of section 501(c)(3) and government organizations **1.**

3 Enter total number of other organizations **1.**

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

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

THE FUND FOR ANIMALS ISSUES GRANTS TO ORGANIZATIONS THAT MEET OUR MISSION CRITERIA. GRANTS ARE USUALLY GIVEN TO ORGANIZATIONS THAT HAVE BEEN THOROUGHLY RESEARCHED BY US OR TO ONES WITH WHICH WE HAVE AN EXISTING RELATIONSHIP. GRANT OVERSIGHT IS ACCOMPLISHED THROUGH A VARIETY OF METHODS SUCH AS GRANT REPORTS, MEETINGS WITH GRANTEES, AND SITE VISITS.

**SCHEDULE J
(Form 990)**

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Department of the Treasury,
Internal Revenue Service

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

OMB No 1545-0047

2008

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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.

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

b If line 1a is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- 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 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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?

5a		X
5b		X

b Any related organization?

5a		X
5b		X

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?

6a		X
6b		X

b Any related organization?

6a		X
6b		X

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

7		X
---	--	---

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

8		X
---	--	---

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
MIKE MARKARIAN	(i)	0.	0.	0.	0.	0.	0.
	(ii)	181,629.	0.	0.	14,312.	5,373.	201,314.
WAYNE PACHELLE	(i)	0.	0.	0.	0.	0.	0.
	(ii)	228,981.	0.	0.	18,044.	5,515.	252,540.
G. THOMAS WAITE III	(i)	0.	0.	0.	0.	0.	0.
	(ii)	184,744.	0.	0.	14,558.	10,105.	209,407.
MARY K. BERGE	(i)	0.	0.	0.	0.	0.	0.
	(ii)	128,106.	0.	0.	10,095.	15,093.	153,294.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

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

PART I, LINE 4A: KAY LISCOMB WHO IS REQUIRED TO BE LISTED ON PART VII, CORE
FORM RECEIVED \$11,522 IN SEVERANCE WHICH WAS INCLUDED IN HER MEDICARE
WAGES.

**SCHEDULE M
(Form 990)**

NonCash Contributions

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047
2008
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Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

Part I Types of Property	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 19	(d) Method of determining revenues	29	
					Yes	No
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						
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	X	12	31,080.FMV			
20 Drugs and medical supplies	X	8	4,766.FMV			
21 Taxidermy						
22 Historical artifacts						
23 Scientific specimens						
24 Archeological artifacts						
25 Other (FACILITY COST)	X	11	23,212.FMV			
26 Other (ANIMAL SUPPLI)	X	27	4,575.FMV			
27 Other (OFFICE SUPPLI)	X	2	491.FMV			
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 Acknowledgment						

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?

30a		X
-----	--	---

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?

31		X
----	--	---

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

32a		X
-----	--	---

b If "Yes," describe in Part II.
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2008

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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Department of the Treasury
Internal Revenue Service

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CALIFORNIA WILDLIFE REHABILITATION CENTER: IN SOUTHERN CALIFORNIA, INJURED AND ORPHANED WILD ANIMALS ARE RESTORED TO HEALTH AND BACK TO THEIR NATIVE WILD HOMES, THANKS TO THE FUND'S 24-HOUR REHABILITATION FACILITY. THE CENTER SPECIALIZES IN LARGE PREDATORS AND BIRDS OF PREY--ANIMALS SUCH AS MOUNTAIN LIONS, COYOTES, AND BOBCATS ARE REGULARLY ADMITTED, AND THE LARGEST FREE-FLIGHT RAPTOR AVIARY ON THE WEST COAST IS USED TO PREPARE INJURED BIRDS TO GO BACK TO THE WILD. EXPENSES \$ 478275. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: OFFICERS MARKARIAN, PACELLE, WAITE, KINDLER, AND BERGE WERE EMPLOYED BY ANOTHER TAX-EXEMPT ORGANIZATION ON WHOSE BOARD FUND FOR ANIMALS' DIRECTORS PROBST, MCDONNELL, NEY, MANCUSO, AND WIEBERS SERVED. THEREFORE, THESE INDIVIDUALS HAVE "BUSINESS RELATIONSHIPS" WITH EACH OTHER.

FORM 990, PART VI, SECTION A, LINE 8B: THE FUND FOR ANIMALS' BOARD HAS NO COMMITTEES.

FORM 990, PART VI, SECTION A, LINE 10: THE FUND FOR ANIMALS ("FFA") USES THE FOLLOWING PROCESS TO REVIEW ITS 990: AFTER INTERNAL ACCOUNTING STAFF DRAFTS THE 990, THE DRAFT IS SUBMITTED TO FFA'S INDEPENDENT TAX PREPARERS FOR THEIR REVIEW AND REVISION, AS MAY BE APPROPRIATE. THE REVISED DRAFT IS THEN GIVEN TO FFA'S TREASURER FOR FURTHER REVIEW. ONCE ALL STAFF AND PROFESSIONAL REVIEWS/REVISIONS ARE DONE, THE TREASURER SENDS THE PROPOSED

FINAL OF THE FORM 990 TO THE FFA BOARD FOR ITS CONSIDERATION. ONCE THE

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule O (Form 990) 2008
832211
12-18-08

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

Department of the Treasury
Internal Revenue Service

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Inspectors

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

BOARD HAS HAD AN OPPORTUNITY TO REVIEW AND COMMENT, THE FINALIZED VERSION IS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE FUND FOR ANIMALS RELIES UPON AND FOLLOWS THE CONFLICT OF INTEREST POLICY OF ITS PARENT ORGANIZATION, THE HUMANE SOCIETY OF THE UNITED STATES. THE MONITORING AND COMPLIANCE PROCESS IS FACILITATED BY THE OVERLAP IN STAFF AND BOARDS BETWEEN THE TWO ORGANIZATIONS. THE IMPLEMENTATION OF THE POLICY EMPHASIZES AVOIDING CONFLICTS TO BEGIN WITH. THE GENERAL COUNSEL'S OFFICE FIELDS AND USUALLY RESOLVES CONFLICT OF INTEREST AND QUESTIONS RAISED BY STAFF OR BOARD MEMBERS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990: AK,AL,AR,AZ,CA,CO,CT,FL,GA,HI,IL,KS,KY,LA,MA,MD,ME,MI,MS,MN,MO,NC,ND,NJ,NH,NM,NY,OH,OK,OR,PA,RI,SC,TN,UT,VA,WA,WI,WV

FORM 990, PART VI, SECTION C, LINE 19: THE FUND FOR ANIMALS (FFA) MAKES COPIES OF ITS ARTICLES OF INCORPORATION AND BYLAWS AVAILABLE TO DONORS FREE OF CHARGE UPON REQUEST. FORMAL AUDITED FINANCIAL STATEMENTS ARE FILED WITH STATE CHARITABLE SOLICITATION REGISTRATIONS AND ARE MADE AVAILABLE TO MAJOR DONORS AND, WHERE REQUIRED BY STATE LAW, TO THE GENERAL PUBLIC BY MAIL UPON REQUEST. COPIES OF FFA'S FORM 1023 APPLICATION FOR RECOGNITION OF TAX-EXEMPT STATUS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST BOTH BY MAIL AND IN PERSON AT FFA'S HEADQUARTERS OFFICE IN NEW YORK CITY AND AT ITS FACILITY IN GAITHERSBURG, MARYLAND. THE FFA MAKES COPIES OF THE THREE MOST RECENTLY-FILED FORMS 990 AVAILABLE TO THE PUBLIC UPON REQUEST BOTH BY MAIL

SCHEDULE O
(Form 990)

Supplemental Information to Form 990
▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

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2008
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Department of the Treasury
Internal Revenue Service

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740

AND IN PERSON AT FFA'S HEADQUARTERS OFFICE IN NEW YORK CITY AND AT ITS FACILITY IN GAITHERSBURG, MARYLAND. THE CONFLICT OF INTEREST POLICY HAS NOT BEEN MADE AVAILABLE TO THE GENERAL PUBLIC.

FORM 990, PART IV, LINE 12

ALTHOUGH THE ORGANIZATION DOES NOT RECEIVE STAND ALONE GAAP FINANCIAL STATEMENTS IT DOES RECEIVE ON AN ANNUAL BASIS FROM INDEPENDENT AUDITORS CONSOLIDATED ENTITY GAAP FINANCIAL STATEMENTS FOR IT AND ITS AFFILIATES.

Multiple horizontal lines for supplemental information.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.**
▶ **See separate instructions.**

OMB No 1545-0047
2008
Open to Public
Inspection

Name of the organization **THE FUND FOR ANIMALS, INC** Employer identification number **13-6218740**

Part I Identification of Disregarded Entities

(A) Name, address, and EIN 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

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
HUMANE SOCIETY OF THE UNITED STATES - 53-0225390, 2100 L ST, NW, WASHINGTON, DC 20037	ANIMAL WELFARE	DELAWARE	501(C)(3)	7	N/A

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

Schedule R (Form 990) 2008

Part V Transactions With Related Organizations

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

- 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 (iv) rent from a controlled entity
 - b** Gift, grant, or capital contribution to other organization(s)
 - c** Gift, grant, or capital contribution from other organization(s)
 - d** Loans or loan guarantees to or for other organization(s)
 - e** Loans or loan guarantees by other organization(s)

 - f** Sale of assets to other organization(s)
 - g** Purchase of assets from other organization(s)
 - h** Exchange of assets
 - i** Lease of facilities, equipment, or other assets to other organization(s)

 - j** Lease of facilities, equipment, or other assets from other organization(s)
 - k** Performance of services or membership or fundraising solicitations for other organization(s)
 - l** Performance of services or membership or fundraising solicitations by other organization(s)
 - m** Sharing of facilities, equipment, mailing lists, or other assets
 - n** Sharing of paid employees

 - o** Reimbursement paid to other organization for expenses
 - p** Reimbursement paid by other organization for expenses

 - q** Other transfer of cash or property to other organization(s)
 - r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		X
1b		X
1c		X
1d		X
1e		X
1f		X
1g		X
1h		X
1i		X
1j		X
1k		X
1l		X
1m		X
1n		X
1o		X
1p		X
1q		X
1r		X

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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

Form **8868**
(Rev. April 2009)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization THE FUND FOR ANIMALS, INC	Employer identification number 13-6218740
<small>File by the due date for filing your return. See instructions</small>	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET, NO. 705	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10019	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

● The books are in the care of ▶ **200 WEST 57TH STREET - NEW YORK, NY 10019**

Telephone No. ▶ **212-246-2096**

FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ calendar year **2008** or
- ▶ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form 8868 (Rev 4-2009)

Form 9868 (Rev. 4-2009)

Page 2

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box **Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 9868.**
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on Page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print	Name of Exempt Organization		Employer identification number
THE FUND FOR ANIMALS, INC			13-6218740
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	200 WEST 57TH STREET, NO. 705		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	NEW YORK, NY 10019		

Check type of return to be filed (File a separate application for each return):

- Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 9870
- Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6089

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 9868.

- The books are in the care of **THE FUND FOR ANIMALS, INC** Telephone No **212-246-2096** FAX No. **NEW YORK, NY 10019**

- If the organization does not have an office or place of business in the United States, check this box If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2009**.
- 5 For calendar year **2008**, or other tax year beginning and ending
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION AND FILE AN ACCURATE AND COMPLETE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6089, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6089, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 9868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ N/A

Signature and Verification

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

Signature **AC** Title **Accountant** Date **7/9/09**

Form 9868 (Rev. 4-2009)