

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

_____	)	
ANIMAL WELFARE INSTITUTE, <u>et al.</u> ,	)	
	)	
<b>Plaintiffs,</b>	)	
	)	
<b>v.</b>	)	<b>Case No: 03-2006 (EGS/JMF)</b>
	)	
FELD ENTERTAINMENT, INC.,	)	
	)	
<b>Defendant.</b>	)	
_____	)	

**DEFENDANT FELD ENTERTAINMENT, INC.'S PETITION FOR  
ATTORNEYS' AND EXPERT WITNESS FEES**

**FEE PETITION**

**EXHIBIT 11**

**(Pet., Ex. 11)**

## **AWI 2011 FORM 990 EXCERPTS**

Form **990**

**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)

OMB No. 1545-0047

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A** For the 2011 calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>ANIMAL WELFARE INSTITUTE</b> Doing Business As		<b>D</b> Employer identification number 13-5655952
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>900 PENNSYLVANIA AVE S.E.</b>		<b>E</b> Telephone number 202 337 2332
	City or town, state or country, and ZIP + 4 <b>WASHINGTON, DC 20003</b>		<b>G</b> Gross receipts \$ <b>7,167,006.</b>
	<b>F</b> Name and address of principal officer: <b>CATHY LISS</b> <b>SAME AS C ABOVE</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: <b>WWW.AWIONLINE.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			
<b>L</b> Year of formation: <b>1951</b> <b>M</b> State of legal domicile: <b>DC</b>			

**Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>TO ALLEVIATE THE SUFFERING OF ANIMALS CAUSED BY PEOPLE.</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	7
	4	Number of independent voting members of the governing body (Part VI, line 1b)	7
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	40
	6	Total number of volunteers (estimate if necessary)	3
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 4,915,780. Current Year: 3,388,254.
	9	Program service revenue (Part VIII, line 2g)	0. 0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	421,677. 186,785.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	60,669. 52,103.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,398,126. 3,627,142.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	323,842. 243,374.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,858,553. 1,971,107.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
		b Total fundraising expenses (Part IX, column (D), line 25)	47,763.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,159,666. 2,579,618.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,342,061. 4,794,099.
19	Revenue less expenses. Subtract line 18 from line 12	1,056,065. -1,166,957.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year: 14,894,472. End of Year: 13,619,470.
	21	Total liabilities (Part X, line 26)	51,834. 81,074.
	22	Net assets or fund balances. Subtract line 21 from line 20	14,842,638. 13,538,396.

**Part II Signature Block**

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

Sign Here	Signature of officer	<b>TAXPAYERS COPY</b>		Date	
	<b>CATHY LISS, PRESIDENT</b>				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	<b>RICHARD TERRANO</b>	<i>[Signature]</i>	10/24/12	<input type="checkbox"/>	<b>P00101716</b>
	Firm's name	Firm's EIN			
	<b>ROSENBERG, NEUWIRTH &amp; KUCHNER, CPA, PC</b>	<b>13-3574605</b>			
	Firm's address	Phone no.			
	<b>2 PENN PLAZA FLOOR 4 NEW YORK, NY 10121</b>	<b>212-330-6000</b>			

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

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing .....	488,187.	1	194,483.
	2	Savings and temporary cash investments .....	2,099,731.	2	1,163,584.
	3	Pledges and grants receivable, net .....		3	
	4	Accounts receivable, net .....	6,440.	4	42,057.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		6	
	7	Notes and loans receivable, net .....		7	
	8	Inventories for sale or use .....		8	
	9	Prepaid expenses and deferred charges .....		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	6,301,309.		
	b	Less: accumulated depreciation .....	460,584.	10c	5,840,725.
	11	Investments - publicly traded securities .....	6,389,480.	11	6,378,621.
	12	Investments - other securities. See Part IV, line 11 .....		12	
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....		15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	14,894,472.	16	13,619,470.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses .....	41,344.	17	73,074.
	18	Grants payable .....		18	
	19	Deferred revenue .....		19	
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23	Secured mortgages and notes payable to unrelated third parties .....		23	
	24	Unsecured notes and loans payable to unrelated third parties .....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	10,490.	25	8,000.
	26	<b>Total liabilities.</b> Add lines 17 through 25	51,834.	26	81,074.
<b>Net Assets or Fund Balances</b>	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 .....	14,267,369.	27	13,039,831.
	28	Temporarily restricted net assets .....	475,269.	28	398,565.
	29	Permanently restricted net assets .....	100,000.	29	100,000.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds .....		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund .....		31	
	32	Retained earnings, endowment, accumulated income, or other funds .....		32	
33	<b>Total net assets or fund balances</b> .....	14,842,638.	33	13,538,396.	
34	<b>Total liabilities and net assets/fund balances</b> .....	14,894,472.	34	13,619,470.	

Form 990 (2011)

ANIMAL WELFARE INSTITUTE

13-5655952 Page 12

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,627,142.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,794,099.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,166,957.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,842,638.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-137,285.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	13,538,396.

**Part XII Financial Statements and Reporting**

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

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

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

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?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2011)

## **FFA 2011 FORM 990 EXCERPTS**

\*\* PUBLIC DISCLOSURE COPY \*\*

Form **990**

## 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)

OMB No. 1545-0047

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A** For the 2011 calendar year, or tax year beginning and ending

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>THE FUND FOR ANIMALS, INC.</b>		<b>D</b> Employer identification number <b>Privacy Reda</b>
	Doing Business As		<b>E</b> Telephone number <b>212-246-2096</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts <b>8,490,267.</b>
	<b>200 WEST 57TH STREET</b>	<b>705</b>	<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
City or town, state or country, and ZIP + 4 <b>NEW YORK, NY 10019</b>		<b>F</b> Name and address of principal officer: <b>MICHAEL MARKARIAN</b> <b>SAME AS C ABOVE</b>	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>WWW.FUNDFORANIMALS.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1967</b>	<b>M</b> State of legal domicile: <b>NY</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>TO OPERATE ANIMAL CARE FACILITIES AND ADVOCATE FOR ANIMAL PROTECTION.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>5</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>5</b>
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b>	<b>0</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>292</b>
	<b>7 a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> <b>5,790,868.</b>	<b>Current Year</b> <b>8,210,239.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>0.</b>	<b>7,144.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>172,520.</b>	<b>35,286.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11a)	<b>364,110.</b>	<b>237,598.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>6,327,498.</b>	<b>8,490,267.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>162,469.</b>	<b>29,000.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>2,191,989.</b>	<b>2,453,083.</b>
	<b>16 a</b> Professional fundraising fees (Part IX, column (A), line 11a)	<b>96,663.</b>	<b>105,846.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>472,445.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>2,962,330.</b>	<b>4,276,848.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>5,413,451.</b>	<b>6,864,777.</b>
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>914,047.</b>	<b>1,625,490.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> <b>7,695,312.</b>	<b>End of Year</b> <b>9,338,235.</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>118,714.</b>	<b>136,147.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>7,576,598.</b>	<b>9,202,088.</b>

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer 	Date <b>10/22/11</b>
	<b>G THOMAS WAITE III, TREASURER</b> Type or print name and title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JAMES SWEENEY</b>	Preparer's signature 	Date <b>10/15/11</b>	Check if self-emplo	<b>PTIN</b> <b>Privacy Redaction</b>
	Firm's name <b>MCGLADREY LLP</b>	Firm's EIN ▶	Phone no. <b>703-336-6400</b>		
	Firm's address <b>8000 TOWERS CRESCENT DR. STE 500 VIENNA, VA 22182-6205</b>				

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

Privacy Redaction

Form 990 (2011)

**THE FUND FOR ANIMALS,**

Page **11**

**Part X Balance Sheet**

		(A) Beginning of year	(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing .....	180,834.	310,639.
	2 Savings and temporary cash investments .....	618,117.	2,277,755.
	3 Pledges and grants receivable, net .....	667,945.	369,678.
	4 Accounts receivable, net .....		
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		
	7 Notes and loans receivable, net .....		
	8 Inventories for sale or use .....		
	9 Prepaid expenses and deferred charges .....	11,705.	270.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	6,991,196.	
	b Less: accumulated depreciation .....	1,744,452.	
	11 Investments - publicly traded securities .....		
	12 Investments - other securities. See Part IV, line 11 .....		
	13 Investments - program-related. See Part IV, line 11 .....		
	14 Intangible assets .....		
	15 Other assets. See Part IV, line 11 .....	2,082,074.	1,133,149.
16 <b>Total assets. Add lines 1 through 15 (must equal line 34)</b> .....	7,695,312.	9,338,235.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	118,714.	136,147.
	18 Grants payable .....		
	19 Deferred revenue .....		
	20 Tax-exempt bond liabilities .....		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D .....		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		
	23 Secured mortgages and notes payable to unrelated third parties .....		
	24 Unsecured notes and loans payable to unrelated third parties .....		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		
	26 <b>Total liabilities. Add lines 17 through 25</b> .....	118,714.	136,147.
	<b>Net Assets or Fund Balances</b>	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 .....		7,038,726.	0.
28 Temporarily restricted net assets .....		537,872.	9,202,088.
29 Permanently restricted net assets .....			
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
30 Capital stock or trust principal, or current funds .....			
31 Paid-in or capital surplus, or land, building, or equipment fund .....			
32 Retained earnings, endowment, accumulated income, or other funds .....			
33 <b>Total net assets or fund balances</b> .....	7,576,598.	9,202,088.	
34 <b>Total liabilities and net assets/fund balances</b> .....	7,695,312.	9,338,235.	

Form 990 (2011)



Form 990 (2011)

THE FUND FOR ANIMALS,

Privacy Redaction

Page 12

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,490,267.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,864,777.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,625,490.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,576,598.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	9,202,088.

**Part XII Financial Statements and Reporting**

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2011)

**BORN FREE USA UNITED WITH API**  
**2011 FORM 990 EXCERPTS**

Form **990**

**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)

OMB No 1545-0047

**2011**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A** For the 2011 calendar year, or tax year beginning **2011**, and ending **2011**, and ending

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C**  
**BORN FREE USA UNITED WITH API**  
**P.O. BOX 22505**  
**SACRAMENTO, CA 95822**

**D** Employer Identification Number  
**94-6187633**

**E** Telephone number  
**(916) 447-3085**

**G** Gross receipts \$ **2,144,061.**

**F** Name and address of principal officer

**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)

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

**J** Website: **WWW.BORNFREEUSA.ORG**

**K** Form of organization:  Corporation  Trust  Association  Other

**L** Year of formation **1968** **M** State of legal domicile **CA**

**(c) Group exemption number**

**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <b>BORN FREE USA UNITED WITH ANIMAL PROTECTION INSTITUTE WORKS TO ALLEVIATE THE UNNECESSARY SUFFERING OF WILD ANIMALS IN CAPTIVITY, RESCUE INDIVIDUAL ANIMALS IN NEED, PROTECT WILDLIFE - INCLUDING HIGHLY ENDANGERED SPECIES - IN THEIR NATURAL HABITATS, AND ENCOURAGE COMPASSION.</b>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	5
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	4
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	19
	6	Total number of volunteers (estimate if necessary)	6	0
	7	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 1,530,371.	Current Year 1,469,050.
	9	Program service revenue (Part VIII, line 2g)		
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	82,733.	123,180.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	42,867.	94,252.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,655,971.	1,686,482.
Expenses	13	Gratuities and similar amounts paid (Part IX, column (A), lines 1-3)	13,384.	97,968.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	750,909.	763,649.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	63,561.	60,000.
	b	Total fundraising expenses (Part IX, column (D), line 25) <b>347,496.</b>		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	972,978.	1,155,137.
Net Assets or Fund Balances	18	Total expenses (add lines 13-17) (must equal Part IX, column (A), line 25)	1,800,832.	2,076,754.
	19	Revenue less expenses (subtract line 18 from line 12)	-144,861.	-390,272.
	20	Total assets (Part X, line 16)	Beginning of Current Year 3,051,015.	End of Year 2,707,165.
	21	Total liabilities (Part X, line 26)	121,134.	208,139.
22	Net assets or fund balances. Subtract line 21 from line 20.	2,929,881.	2,499,026.	

**Part II Signature Block**

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

**Sign Here**

Signature of officer: *Adam M. Roberts* Date: **9/3/12**

Type or print name and title: **ADAM M. ROBERTS, EXECUTIVE VICE PRESIDENT**

**Paid Preparer Use Only**

Print/type preparer's name: **MICHELLE O. NELSON, CPA** Preparer's signature: *Michelle O. Nelson* Date: **8-24-12** Check  if self-employed PTIN: **P00453363**

Firm's name: **MANN, URRUTIA, NELSON, CPAS & ASSOC., LLP** Firm's EIN: **20-0276349**

Firm's address: **2901 DOUGLAS BLVD, SUITE 290 ROSEVILLE, CA 95661-3824** Phone no: **(916) 774-4208**

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

SCANNED SEP 26 2012

9-17 12

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
S - I M O N E S	1 Cash – non-interest-bearing . . . . .	262,939.	1	448,256.
	2 Savings and temporary cash investments . . . . .	81,316.	2	120,469.
	3 Pledges and grants receivable, net . . . . .		3	
	4 Accounts receivable, net . . . . .	16,325.	4	7,235.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) . . . . .		6	
	7 Notes and loans receivable, net . . . . .		7	
	8 Inventories for sale or use . . . . .	9,106.	8	7,938.
	9 Prepaid expenses and deferred charges . . . . .	58,099.	9	55,252.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .	10a 1,887,704.		
	b Less: accumulated depreciation . . . . .	10b 1,100,114.	844,643.	10c 787,590.
	11 Investments – publicly traded securities . . . . .	1,744,804.	11	1,267,616.
	12 Investments – other securities. See Part IV, line 11 . . . . .	33,783.	12	12,809.
	13 Investments – program-related. See Part IV, line 11 . . . . .		13	
	14 Intangible assets . . . . .		14	
	15 Other assets. See Part IV, line 11 . . . . .		15	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .		3,051,015.	16	2,707,165.
L A B I L I T I E S	17 Accounts payable and accrued expenses . . . . .	121,134.	17	119,158.
	18 Grants payable . . . . .		18	
	19 Deferred revenue . . . . .		19	88,981.
	20 Tax-exempt bond liabilities . . . . .		20	
	21 Escrow or custodial 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 to unrelated third parties . . . . .		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .		25	
	26 <b>Total liabilities.</b> Add lines 17 through 25 . . . . .		121,134.	26
O R G A N I Z A T I O N S T H A T D O N O T F O L L O W S F A S 1 1 7	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29 and lines 33 and 34.</b>			
	27 Unrestricted net assets . . . . .	2,507,944.	27	1,919,542.
	28 Temporarily restricted net assets . . . . .	390,588.	28	548,135.
	29 Permanently restricted net assets . . . . .	31,349.	29	31,349.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds . . . . .		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .		31	
	32 Retained earnings, endowment, accumulated income, or other funds . . . . .		32	
33 <b>Total net assets or fund balances.</b> . . . . .		2,929,881.	33	2,499,026.
34 <b>Total liabilities and net assets/fund balances.</b> . . . . .		3,051,015.	34	2,707,165.

BAA

Form 990 (2011)

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,686,482.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,076,754.
3	Revenue less expenses. Subtract line 2 from line 1	3	-390,272.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,929,881.
5	Other changes in net assets or fund balances (explain in Schedule O). SEE SCHEDULE O	5	-40,583.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,499,026.

**Part XII Financial Statements and Reporting**

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? ... If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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?		X
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

BAA

Form 990 (2011)

## **HSUS 2011 FORM 990 EXCERPTS**

•• PUBLIC DISCLOSURE COPY ••

Form **990**

**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)

OMB No. 1545-0047

**2011**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

**A For the 2011 calendar year, or tax year beginning and ending**

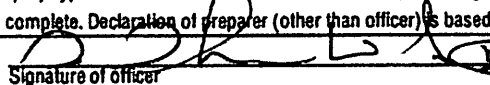
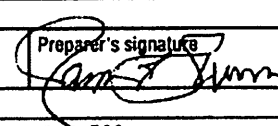
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> THE HUMANE SOCIETY OF THE UNITED STATES Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2100 L STREET, NW City or town, state or country, and ZIP + 4 WASHINGTON, DC 20037 <b>F Name and address of principal officer:</b> WAYNE PACELLE SAME AS C ABOVE	<b>D Employer identification number</b> 53-0225390 <b>E Telephone number</b> 202-452-1100 <b>G Gross receipts \$</b> 233,265,000. <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J Website:</b> ▶ WWW.HUMANESOCIETY.ORG		
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
<b>L Year of formation:</b> 1954		<b>M State of legal domicile:</b> DB

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: THE HUMANE SOCIETY OF THE UNITED STATES SEEKS TO PREVENT AND BRING AN END TO CRUELTY TO ANIMALS IN	
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	3 26
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	4 26
<b>5</b>	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5 657
<b>6</b>	Total number of volunteers (estimate if necessary)	6 661
<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	7a 289,942.
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	7b -170,987.
<b>8</b>	Contributions and grants (Part VIII, line 1h)	131,213,883. 122,743,378.
<b>9</b>	Program service revenue (Part VIII, line 2g)	3,008,576. 2,735,672.
<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,254,471. 3,268,918.
<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,226,890. 4,829,690.
<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	148,703,820. 133,577,658.
<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,246,831. 6,749,139.
<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	36,204,216. 37,788,110.
<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	4,616,481. 4,343,746.
<b>16b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶ 22,877,726.	
<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	80,293,873. 78,891,212.
<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	126,361,401. 127,772,207.
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	22,342,419. 5,805,451.
<b>20</b>	Total assets (Part X, line 16)	Beginning of Current Year 215,161,305. End of Year 217,017,288.
<b>21</b>	Total liabilities (Part X, line 26)	27,646,004. 33,801,458.
<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	187,515,301. 183,215,830.

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer  Date 11/9/12	
	G. THOMAS WAITE III, TREASURER AND CFO Type or print name and title	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name JAMES SWEENEY Firm's name ▶ MCGLADREY LLP Firm's address ▶ 8000 TOWERS CRESCENT DR. STE 500 VIENNA, VA 22182-6205	Preparer's signature  Date 11/8/12 Check if self-employed <input type="checkbox"/> Firm's EIN ▶ 42-0714325 Phone no. 703-336-6400

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

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	7,409.	<b>1</b>	6,600.
	<b>2</b> Savings and temporary cash investments .....	21,607,092.	<b>2</b>	23,403,868.
	<b>3</b> Pledges and grants receivable, net .....	9,939,838.	<b>3</b>	9,929,680.
	<b>4</b> Accounts receivable, net .....	4,918,241.	<b>4</b>	4,955,450.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	552,009.	<b>9</b>	718,800.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 22,087,889.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 9,684,081.	13,147,925.	<b>10c</b> 12,403,808.
	<b>11</b> Investments - publicly traded securities .....	150,935,351.	<b>11</b>	158,175,691.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	14,053,440.	<b>15</b>	7,423,391.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	215,161,305.	<b>16</b>	217,017,288.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	8,664,945.	<b>17</b>	9,359,666.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	18,981,059.	<b>25</b>	24,441,792.
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....	27,646,004.	<b>26</b>	33,801,458.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	138,009,419.	<b>27</b>	134,776,460.
	<b>28</b> Temporarily restricted net assets .....	18,336,013.	<b>28</b>	16,336,810.
	<b>29</b> Permanently restricted net assets .....	31,169,869.	<b>29</b>	32,102,560.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> <b>Total net assets or fund balances</b> .....	187,515,301.	<b>33</b>	183,215,830.	
<b>34</b> <b>Total liabilities and net assets/fund balances</b> .....	215,161,305.	<b>34</b>	217,017,288.	



**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	133,577,658.
2	Total expenses (must equal Part IX, column (A), line 25)	2	127,772,207.
3	Revenue less expenses. Subtract line 2 from line 1	3	5,805,451.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	187,515,301.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-10,104,922.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	183,215,830.

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		x
2b	Were the organization's financial statements audited by an independent accountant?	x	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	x	
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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?		x
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form 990 (2011)