

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

Defendants.

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Case No. 07- 1532 (EGS)

PLAINTIFF'S OPPOSITION TO SUPPLEMENTAL MOTION OF DEFENDANT
HUMANE SOCIETY OF THE UNITED STATES TO DISMISS PLAINTIFF'S
AMENDED COMPLAINT

Plaintiff Feld Entertainment, Inc. (“FEI”)¹ opposes the Supplemental Motion of Defendant to Dismiss Plaintiff’s Amended Complaint (12-03-10) (Docket Entry (“DE”) 55) (“HSUS. Mot.”) filed by defendant Humane Society of the United States (“HSUS”). FEI incorporates herein all arguments made in Plaintiff’s Opposition to Motion of Defendants to Dismiss Plaintiff’s First Amended Complaint, filed contemporaneously.

INTRODUCTION

HSUS does not, as it must under Fed. R. Civ. P. 12(b)(6), assume the truth of the facts alleged in the FAC and then show why FEI’s claims are not “plausible” as a matter of law.² Instead, HSUS simply disputes the claims in the FAC by attaching exhibits that undermine its own arguments. Thus, even though the FAC specifically alleges that FFA and HSUS “merged effective January, 1, 2005,” FAC ¶ 36, HSUS denies that the transaction was a “merger.” HSUS Mot. at 2. Similarly, even though the FAC sets out *six separate instances* in which HSUS itself paid money to bribe Rider, FAC ¶ 160, HSUS claims it “never made a single payment, either directly or indirectly, to Rider.” HSUS Mot. at 4. The facts show otherwise, but a debate on the parties’ respective views of the facts is not proper on 12(b)(6). *See Plunkett v. Poyner*, 2010 U.S. Dist. LEXIS 79885 at *5-6 (S.D. Fla. 2010) (denying dismissal of RICO complaint; “arguments regarding the relative merits of Plaintiff’s version of the facts compared with Defendants’ version are not germane to a consideration of a motion to dismiss, even if the underlying documents themselves are not in dispute”).

Moreover, HSUS improperly goes outside the FAC by submitting exhibits that are not referred to in, or attached to, the FAC. HSUS Mot., Exs. A-E. Matters outside the FAC can only

¹ An explanatory table of acronyms and abbreviations used herein is attached hereto as Appendix A.

² *Ashcroft v. Iqbal*, 129 S. Ct. 1937, 1949-50 (2009); *Bell Atlantic Corp. v. Twombly*, 550 U.S. 544, 555 (2007); *Aktieselskabet Af 21. November 2001 v. Fame Jeans*, 525 F.3d 8, 15 (D.C. Cir. 2008).

be considered if the Court converts the motion to one for summary judgment and provides the parties notice thereof and the procedures prescribed by Fed. R. Civ. P. 56.³ HSUS's invocation of "judicial notice" is unavailing. Judicial notice is only proper as to a fact that "is not subject to reasonable dispute in that it is either: (1) generally known within the territorial jurisdiction of the trial court; or (2) capable of accurate and ready determination by resort to resources whose accuracy cannot reasonably be questioned." Fed. R. Evid. 201(b). None of HSUS's exhibits qualifies for judicial notice, and HSUS's reference to them is improper. As one court observed reversing a dismissal based on judicial notice:

The district court's principal mistake was in thinking that it was entitled to rely on the deed of sale attached to the defendants' Rule 12(b)(6) motion, in the course of adjudicating that motion. ... [T]here is no doubt that [the deed] was a 'matter outside the pleadings,' within the meaning of Rule 12(d). ... Although there exists a narrow exception to the Rule 12(d) instructions that permits a district court to take judicial notice of matters of public record without converting a Rule 12(b)(6) motion into a motion for summary judgment, the district court erred in thinking that the deed was a proper subject for judicial notice.

Doss v. Clearwater Title Co., 551 F.3d 634, 639-40 (7th Cir. 2008).⁴

HSUS's motion is one for summary judgment masquerading as a motion to dismiss. It only creates more material fact issues, none of which can properly be decided before FEI has had discovery on the issues raised. For example, whether FFA and HSUS merged is a fact issue that cannot be resolved on the basis of HSUS's self-serving characterizations. Most, if not all, of the facts bearing on this issue are exclusively within HSUS's control. Having opposed discovery,

³ See *Kim v. United States*, 2011 U.S. App. Lexis 2397 at *16-17 (D.C. Cir. 2011); *Tele-Communc's of Key West, Inc. v. United States*, 757 F.2d 1330, 1334-35 (D.C. Cir. 1985); *Gordon v. Nat'l Youth Work Alliance*, 675 F.2d 356, 360 (D.C. Cir. 1982).

⁴ HSUS's authorities (HSUS Mot. at 1 n.2) are not to the contrary. *Baird v. Snowbarger*, 2010 U.S. Dist. LEXIS 109091 at *14-15 (D.D.C. 2010), took judicial notice of an exhibit stating uncontested dates relevant to the timeliness of plaintiff's claims. In *Western Assocs. Ltd. P'ship v. Market Square Assocs.*, 235 F.3d 629, 634 (D.C. Cir. 2001), the court reviewed the original complaint in evaluating plaintiff's amended complaint. Neither case endorses HSUS's effort to use "judicial notice" to get a resolution of disputed facts under 12(b)(6).

DE 59, HSUS is in no position to burden the Court with fact issues not appropriately addressed until discovery has been allowed.

ARGUMENT

I. HSUS IS RESPONSIBLE FOR FFA'S RACKETEERING AND TORTS

HSUS does not deny that the successor corporation after a merger inherits the liabilities of the predecessor corporation. Nor could it, since the law on this issue is clear. *See* N.Y. NOT-FOR-PROFIT CORP. LAW § 905(b)(3) (Consol. 2010) (“[t]he surviving or consolidated corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations”); D.C. CODE § 29-301.44 (5) (2010) (“[s]uch surviving or new corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged or consolidated”). Thus, assuming the truth of FEI’s allegation that FFA and HSUS merged, FAC ¶ 36, HSUS is liable as a matter of law for all of FFA’s racketeering and tortious activity.

While admitting that the FFA transaction was a “corporate combination,” HSUS insists that it was an “asset acquisition,” not a merger, and that FFA and HSUS “have continued to operate as separate and distinct organizations.” HSUS Mot. at 2. These *post hoc* rationalizations to the Court directly contradict what HSUS and FFA have both stated about this transaction, publicly, internally and to the IRS. (Indeed, as shown below, its own counsel did not know the difference when it sent a thank you note for an HSUS payment.) In the November 22, 2004 press release announcing the deal, both parties said that “the *merger* will formally occur on January 1, 2005.” [ESA]DE 192-2 (emphasis added). The parties also stated that the transaction was “an unprecedented and historic combination” that will result in a “new entity” with a single “planned 2005 budget of over \$95 million,” with boards that “will combine to operate as one” and with D.C. as the base of operations of the “combined organization.” *Id.* HSUS now tries to

pretend that these were “colloquial” references, HSUS Mot. at 2, but they were no accident. The Asset Acquisition Agreement (11-22-04) (“Agreement”), to which HSUS invites the Court’s attention, HSUS Mot., Ex. A, expressly states that “[n]o press release related to this Agreement ... shall be issued ... without the joint approval of HSUS and Fund, given through their respective presidents.” *Id.* § 10.3. Thus, “merger” was terminology approved at the highest level of these organizations. Furthermore, more than two years later, Michael Markarian, the President of FFA and Executive Vice President of HSUS, FAC ¶ 36, still used the “m” word in official records. [ESA]DE 192-22, p. 4 (FFA board minutes of Markarian’s President’s report of a “[t]wo year review of FFA & HSUS *since merger*”) (emphasis added).⁵

Even if HSUS’s “no-merger” claims were true, HSUS still is responsible for FFA’s actions. Successor liability applies under RICO. *R.C.M. Exec. Gallery Corp. v. Rols Capital Co.*, 901 F. Supp. 630, 635-36 (S.D.N.Y. 1995). Under the traditional common law rule applicable in these situations, a corporation acquiring assets of another corporation takes on its liabilities “if (1) there is an express or implied agreement to assume the other company’s debts and obligations; (2) the transaction was fraudulent; (3) there was a *de facto* combination or merger of the companies; or (4) the purchasing company was a mere continuation of the selling company.” *Id.* See also *Lumbard v. Maglia, Inc.*, 621 F. Supp. 1529, 1534-35 (S.D.N.Y. 1985).⁶ At least two such exceptions apply here: (i) HSUS assumed FFA’s liabilities; and (ii) if not a merger in fact, the FFA/HSUS combination was a *de facto* merger which has the same effect on HSUS’s liability.

⁵ HSUS claims “there is no cognizable legal entity called FFA/HSUS,” but this was the Court’s reaction in the ESA Case after hearing Markarian testify on the relationship between FFA and HSUS. *ASPCA v. Feld Entm’t, Inc.*, 677 F. Supp. 2d 55, 77 n.15 (D.D.C. 2009) (“FFA is an affiliate of the Humane Society of the United States (‘HSUS’). 3-10-09 p.m. at 48:13-48-15 (Markarian). For convenience, the Court will refer to FFA as “FFA/HSUS”).

⁶ New York law apparently controls the FFA/HSUS Agreement, HSUS Mot., Ex. A (§ 11.9), but the New York successor liability standard is the same as the traditional rule discussed above. *New York v. Storonske Cooperage Co.*, 174 B.R. 366, 375 (N.D.N.Y. 1994).

Under the Agreement, HSUS expressly assumed FFA's liabilities: "HSUS shall *assume, defend, discharge*, and perform as and when due, *all lawful liabilities and obligations* of the Fund ... *of whatever type or kind, including without limitation contingent liabilities whether known or unknown and whether asserted or unasserted*, including, but not limited to" a list of items. HSUS Mot., Ex. A (§ 1.3) (emphasis added). This broad language plainly covers any statutory or tort claim by FEI arising out of FFA's Rider payments. Furthermore, while the Agreement contains an express exclusion of liabilities, none of them covers this case. *Id.* § 1.4. Thus, whatever the FFA/HSUS transaction is called, HSUS assumed FFA's liabilities.⁷

HSUS also inherited FFA's liabilities because the combination was a *de facto* merger:

A *de facto* merger occurs where one corporation is absorbed by another, but without compliance with the statutory requirements for a merger. ... To find that a *de facto* merger has occurred there must be a continuity of the selling corporation, evidenced by the same management, personnel, assets and physical location; a continuity of stockholders, accomplished by paying for the acquired corporation with shares of stock; a dissolution of the selling corporation, and the assumption of liabilities by the purchaser. ... Such a merger makes the surviving corporation liable for the claims against the predecessor corporation.

Arnold Graphics Ind., Inc. v. Ind. Agent Ctr., Inc., 775 F.2d 38, 42 (2d Cir. 1985) (citation omitted). See also *Storonske*, 174 B.R. at 382. "Not all of these factors are needed to demonstrate a merger; rather, these factors are only indicators that tend to show a *de facto* merger." *Lumbard*, 621 F. Supp. at 1535 (citation omitted). Nor do the factors have to occur at the same time. *Arnold*, 775 F.2d at 42. HSUS's exhibits show that the FFA/HSUS combination was a *de facto* merger or that, at a minimum, the facts are in dispute on that issue.⁸

⁷ In the Agreement, FFA also represents that "[n]o officer, director, employee, or agent of Fund has been or is authorized to make or receive, and Fund knows of no such person making or receiving any bribe, kickback, or other illegal payment at any time." HSUS Mot., Ex. A (§ 2.10). If this representation was made to insulate HSUS from liability for FFA's Rider payments, then the fraud exception to successor liability also applies. Furthermore, the due diligence (if any) that occurred as to this representation will be a significant discovery issue in this case.

⁸ Since neither HSUS nor FFA evidently has stock, see HSUS Mot., Ex. A at 1, the stock/shareholder part of the *de facto* merger test is not relevant.

While FFA retained title to three pieces of real estate, HSUS Mot., Ex. A (§ 1.2(g)), HSUS assumed the operation of FFA's Black Beauty Ranch, at HSUS's expense (\$900,000 per year, not to exceed \$5 million), at HSUS's discretion, retaining the option to discontinue the funding or operation of that facility entirely, *id.* § 1.5(a). Except for the real estate, some cash and other items, FFA transferred to HSUS "***all of its assets***, including but not limited to all of its real and personal property, tangible and intangible, of any type or kind and wheresoever situated," *id.* § 1.1, including 12 broadly defined categories, *id.* § 1.1(a)-(l) (emphasis added).

HSUS offered jobs to all FFA employees, conditioned on, *inter alia*, releases of all employment-related claims, known and unknown, "against the Fund, ***or against the HSUS derivatively***," *id.* § 1.5(b)(1)(iii) (emphasis added) – a superfluous move if FFA and HSUS really were "separate and distinct" as HSUS now asserts. After the merger, FFA had no paid employees; HSUS employed and paid all persons working for FFA. No. 03-2006, Tr. of Hearing at 56:11-58:9 (3-6-08) (Markarian). After the merger, FFA had no fundraising, no public relations and no legal department; HSUS employees performed all such functions. *Id.* at 57:22-58:2, 58:3-14 (Markarian). Last, but certainly not least, any member of the public giving \$10 or more to FFA within 12 months of the Agreement's closing automatically became a member of HSUS. HSUS Mot., Ex. A (§ 1.5(e)).

HSUS now asserts to the Court that "FFA continued to proceed with its own litigation, such as the ESA Action," HSUS Mot. at 3. However, HSUS advertised it differently to the public. HSUS's website listed the ESA Case as one of HSUS's own cases, on HSUS's, not FFA's, "current docket." *See* [ESA]DE 192-4. HSUS also identified, as "HSUS counsel" in the ESA Case, Ethan Eddy, an HSUS employee formerly with MGC. *Id.* HSUS's "current docket" and its representation of the ESA Case as one of HSUS's own cases with HSUS's own counsel

involved, was used by HSUS to solicit money from the public, with a “donate” button immediately adjacent to the case description. *Id.*⁹

HSUS also submits excerpts from certain FFA IRS Form 990 tax returns for 2005-07 to support its claim of separateness. HSUS Mot. at 3 & Ex. D. However, HSUS leaves out the part of the 2005 990 stating that, under the Agreement, FFA had “transferred assets totaling \$18,418,663 to [HSUS]” and that “the Society took control of the Fund’s Board and voting membership.” Ex. 1 at p. 39. HSUS also neglects to tell the Court that FFA’s 990 for 2007 stated that FFA is an “affiliate organization of [HSUS]” that is “controlled by HSUS.” Ex. 2 at pp. 27, 32. Similarly, the FFA 990’s for 2008 and 2009 both represent HSUS as FFA’s “parent organization” and show substantial, if not complete, overlap in boards of directors as well as the fact that all FFA officers are HSUS employees. Ex. 3 at pp. 32, 33; Ex. 4 at pp. 36, 37. The 2009 990 states that the board of FFA’s “parent organization, [HSUS], approves or confirms the election of FFA board members and officers.” Ex. 4 at p. 37.

Thus, HSUS’s insistence that FFA and HSUS remained “separate and distinct” after the admitted “corporate combination” in 2005, HSUS Mot. at 2, is an issue of fact not properly resolved on 12(b)(6). *See Software Freedom Cons., Inc. v. Best Buy Co., Inc.*, 2010 U.S. Dist. Lexis 125426 at *21 (S.D.N.Y. 2010) (evidentiary hearing required to decide *de facto* merger issue); *Wallace v. Midwest Fin. & Mort. Serv., Inc.*, 728 F. Supp. 2d 906, 926-27 (E.D. Ky. 2010) (denying summary judgment on successor liability because, *inter alia*, predecessor company stated it was “merging with” defendant); *Rothberg v. Chloe Foods Corp.*, 2007 U.S. Dist. Lexis 53914 at *66-68 (E.D.N.Y. 2007) (whether defendant assumed predecessor’s liabilities raised issue of fact precluding summary judgment); *R.C.M.*, 901 F. Supp. at 636

⁹ HSUS still lists the ESA Case in “cases on the docket” of HSUS’s Animal Protection Litigation section, headed by Lovvorn. Available (control + click): <http://www.humanesociety.org/about/departments/litigation>. (3-4-11).

(summary judgment denied on successor liability; issue of fact raised despite defendant's claim that it was "separate and distinct" from predecessor entity). These facts also show that, even if it was legally separate from FFA, HSUS has enough control over FFA to be subject to relief under RICO for FFA's acts. *See United States v. Philip Morris USA, Inc.*, 566 F.3d 1095, 1134-35 (D.C. Cir. 2009) (holding company properly enjoined regarding subsidiaries' conduct).

II. THE FAC STATES A CLAIM AGAINST HSUS UNDER 18 U.S.C. § 1962(C)

HSUS claims that the FAC does not adequately plead the elements of "conduct or participation," and "racketeering activity (predicate acts)". HSUS Mot. at 6-10. Neither of these arguments has any merit.¹⁰

HSUS's participation in the operation of the enterprise is demonstrated by the predicate offenses it committed. The FAC specifically describes the fraudulent scheme directed at FEI, FAC ¶¶ 98-129, and details how FFA (both before and after merging with HSUS) committed mail or wire fraud in connection with that scheme to defraud. FAC ¶¶ 163-67. The FAC specifically details FFA's bribes and/or illegal gratuity payments, FAC ¶¶ 160-62, and the mischaracterization of those monies to evade federal income tax. FAC ¶ 168. The FAC also describes how FFA, through Markarian, an officer of both FFA and HSUS, gave false 30(b)(6) deposition testimony in July 2005 and concealed FFA's payments to Rider. FAC ¶¶ 36, 217-222. All of these racketeering acts are attributable to HSUS.

¹⁰ Liability under RICO requires participation in the "*operation or* management of the enterprise." *Reves v. Ernst & Young*, 507 U.S. 170, 183 (1993) (emphasis added). Upper management as well as "lower rung participants in the enterprise who are under the direction of upper management" are liable. *Id.* at 184. Management or operation of the enterprise must be through a "pattern of racketeering activity." 18 U.S.C. § 1962(c) (2006). "Racketeering activity" means committing any of the "predicate acts," *i.e.*, the criminal offenses listed in 18 U.S.C. § 1961(1). A "pattern of racketeering activity" requires "at least two acts of racketeering activity," not more than 10 years apart, one of which must be after 1970. *Id.* § 1961(5) (2006). "[T]o prove a pattern of racketeering activity a plaintiff or prosecutor must show that the racketeering predicates are related, *and* that they amount to or pose a threat of continued criminal activity." *H.J. Inc. v. Northwestern Bell Tel. Co.*, 492 U.S. 229, 239 (1989) (original emphasis).

The FAC pleads specific racketeering acts committed by HSUS as well. A RICO defendant can join the fraudulent enterprise “at any point.” *Elsevier Inc. et al. v W.H.R.P., Inc.*, 692 F. Supp. 2d 297, 306 (S.D.N.Y. 2010). HSUS claims the FAC “fails to adequately allege at least two predicate acts against HSUS,” HSUS Mot. at 10, but this is untrue. The FAC alleges at least eight such acts. After the FFA merger, HSUS made at least six payments to WAP intended for Rider. FAC ¶ 160. HSUS also participated in the July 2005 fundraiser for money to continue the Rider payments, which is one of the episodes of mail fraud. FAC ¶¶ 179-83. When FFA obstructed FEI’s discovery with false 30(b)(6) deposition testimony about the Rider payments, FFA’s witness, Markarian, was also an Executive Vice President of HSUS. FAC ¶¶ 36, 217-22. HSUS also could control the ESA Case, as two of its employees, Ockene and Lovvorn, remained counsel of record in the ESA Case after they left MGC and joined HSUS. FAC ¶¶ 44-45. Even if paying Rider was not its idea, HSUS executed that scheme by making payments and co-hosting an event to fund the Rider payments. Thus, the FAC clearly pleads HSUS’s participation in the operation of the enterprise through a pattern of racketeering activity. *See In re Ins. Brokerage Antitrust Lit.*, 618 F.3d 300, 378 (3d Cir. 2010) (defendant participates in operation of enterprise “‘by knowingly implementing decisions’ by the enterprise’s managers to commit crimes”) (citation omitted); *Elemary v. Philipp Holzmann A.G.*, 533 F. Supp. 2d 116, 142 (D.D.C. 2008) (organizing a single transaction for enterprise sufficient for “‘directing the enterprise’s affairs.’ *Reves*, 507 U.S. at 179”) (original emphasis).¹¹

¹¹ HSUS’s cases (HSUS Mot. at 7) are inapposite. *Univ. of Md. v. Peat, Marwick, Main & Co.*, 996 F.2d 1534 (3d Cir. 1993), has been criticized for its assertion that some degree of decision-making is not participation under *Reves*. *See, e.g., United States v. Allen*, 155 F.3d 35, 42 (3d Cir. 1998) (noting *Univ. of Md.*’s inconsistency with *Reves*; a defendant’s “commission of crimes that advance its objectives must be assessed by a fact-finder to determine whether [it] ... constitutes participation in the operation or management of the enterprise’s affairs”); *MCM Partners v. Andrews-Bartlett & Assocs.*, 62 F.3d 967, 979 n.13 (7th Cir. 1995) (noting *Univ. of Md.* and other cases’ interpretations of *Reves*). *Harpole Architects, P.C. v. Barlow*, 668 F. Supp. 2d 68 (D.D.C. 2009), shows, by contrast, the clear sufficiency of the FAC. The complaint dismissed there had no “factual enhancement” supporting the “naked allegation” that the defendant played a part in directing the enterprise’s affairs. *Id.* at 75-76. *Danielsen*

HSUS responds to these allegations (1) by denying its merger with FFA and (2) by denying its payments to Rider. HSUS Mot. at 2-4. Denials do not trigger dismissal. We have addressed the first point above. As to the second, HSUS again goes outside the FAC, referring to Markarian's testimony that the HSUS payments to WAP for Rider were really FFA payments. *Id.* at 5. This is entirely an issue of fact. The WAP payments after the merger were sent by an employee of HSUS, Lovvorn, with a letter to WAP on HSUS letterhead, and were made with HSUS checks, signed by HSUS employees that were drawn on an HSUS bank account. [ESA]DE 166-14, 166-19, 166-22; [ESA]DE 166-15, 166-20, 166-23. While Markarian claimed under oath that these were "FFA payments," he also admitted that the money was drawn from an HSUS bank account. No. 03-2006, Tr. of Hearing at 38:17-39:16. (5-30-08) (Markarian). Not one of the transmitting documents or negotiable instruments referred to FFA; HSUS generated them all. [ESA]DE 166-14, 166-19, 166-22; [ESA]DE 166-15, 166-20, 166-23. WAP recorded all of these payments on its own ledger as HSUS "donations," sending at least one "thank you" note for the money to HSUS. FAC ¶ 160; [ESA]DE 85-5; [ESA]DE 166-24. Indeed, HSUS's own Form 990 for 2005 lists a \$5,500 "grant" to WAP, [ESA]DE 169-9 at 2, which matches exactly the amount on WAP's ledger received from HSUS, FAC ¶ 160.

The claim that the payments were FFA payments "processed" by HSUS further exemplifies defendants' disingenuous labeling to conceal the real mechanics of the payments. HSUS's argument demonstrates the money laundering – its payments for Rider went through WAP so HSUS could later deny (as it does now) paying Rider. HSUS's assertion that it did not pay Rider "directly or indirectly," HSUS Mot. at 4, is untrue, as the above evidence plainly shows. Indeed, in the ESA Case, the Court found "questionable" Markarian's trial testimony

v. Burnside-Ott Aviation Training Ctr., Inc., 941 F.2d 1220 (D.C. Cir. 1991), is distinguishable, as plaintiff never alleged defendants' participation in the operation or management of the enterprise. *Id.* at 1231, 1232.

that he was not “certain” that FFA/HSUS intended their WAP payments for Rider – in view of the record showing Rider as the ultimate intended recipient. 677 F. Supp. 2d at 76-77 (FOF 38).

HSUS’s citations (HSUS Mot. at 8 n.3) give it no cover as an “unwitting participant” or “an innocent instrument.”¹² HSUS’s protestations of innocence are hollow. HSUS’s payments to WAP for Rider after the merger were by Lovvorn, Vice President & Chief Counsel for Animal Protection Litigation & Research. *See* [ESA]DE 166-14, 166-19, 166-22, 166-24. Lovvorn also had been a partner in MGC, the law firm handling the ESA Case that paid Rider directly as well as through its alter ego, WAP; he had worked on the fraudulent ESA Case as counsel since at least July 2001, participating, with others, in the false statements to the courts about Rider’s “aesthetic injury;” he had full knowledge of the Rider payments; he had participated in the planning and execution of those payments; and he remained counsel of record in the ESA Case after joining HSUS. FAC ¶¶ 39, 43, 44, 160. Thus, HSUS, through Lovvorn (and others such as Ockene, *id.* ¶ 45) fully knew of, and actively engaged in, the enterprise’s activities. Whether HSUS participated in the “operation” or “management” of the RICO enterprise is an issue of fact beyond the scope of a motion to dismiss. *First Capital Asset Mgmt., Inc. v. Satinwood, Inc.*, 385 F.3d 159, 176 (2d Cir. 2004) (internal citation omitted).

III. THE FAC STATES A CLAIM AGAINST HSUS UNDER 18 U.S.C. § 1962(D)

HSUS argues that if FEI’s substantive RICO claim is dismissed, so must its RICO conspiracy claim “because FEI’s RICO conspiracy claim is derivative of its substantive RICO claim.” HSUS Mot. at 10. This is incorrect. Liability under § 1962(c) is not required for liability under § 1962(d). *Salinas v. United States*, 522 U.S. 52, 65-66 (1997) (upholding

¹² *Cf. First City Nat’l Bank & Trust Co. v. FDIC*, 730 F. Supp. 501 (E.D.N.Y. 1990) (bank directors without knowledge of racketeering “unwitting participants” in enterprise); *Reed Constr. Data Inc. v. McGraw-Hill Cos.*, No. 09 Civ. 8578, 2010 U.S. Dist. LEXIS 96791 at *14 (S.D.N.Y. 2010) (defendant was “an innocent instrument” used by the enterprise, as complaint did not allege the defendant intended to, or did, commit any fraud).

conviction on RICO conspiracy count for defendant acquitted of substantive RICO count); *see also United States v. Wilson*, 605 F.3d 985, 1020 (D.C. Cir. 2010) (*per curiam*) (defendant can be guilty of RICO conspiracy even though incapable of committing the substantive offense); *United States v. Philip Morris*, 327 F. Supp. 2d 13, 20 (D.D.C. 2004) (“[L]iability for a RICO conspiracy ... does not require ... proof of commission of all the other elements of the Section 1962(c) substantive offense.”).¹³

A RICO conspiracy requires no formal agreement. *Philip Morris*, 566 F.3d at 1130 (“A conspiracy can be inferred from a combination of close relationships or knowing presence and other supporting circumstantial evidence”). “Proof of an agreement which is a substantive violation of RICO (such as conducting the affairs of an enterprise through a pattern of racketeering) is sufficient to establish a violation of section 1962(d).” *Baumer v. Pachl*, 8 F.3d 1341, 1346 (9th Cir. 1993). *See also Handeen v. Lemaire*, 112 F.3d 1339, 1355 (8th Cir. 1997) (conspiracy claim “need only establish tacit understanding between the parties”) (citation omitted); *Allstate Ins. Co. v. Linea Latina De. Acc., Inc.*, 2011 U.S. Dist. Lexis 16221 at *15 (D. Minn. 2011) (same).

HSUS clearly “adopted the goal of furthering or facilitating the criminal endeavor.” *Oceanic Expl. Co. v. ConocoPhillips, Inc.*, 2006 U.S. Dist. LEXIS 72231 at *60 (D.D.C. 2006) (citation omitted). Through WAP, HSUS paid Rider six times; HSUS participated in the July 2005 fundraiser that collected money to fund Rider; HSUS’s Executive Vice President obstructed FEI’s discovery by providing false 30(b)(6) deposition testimony about the Rider payments; and HSUS could control the ESA Case through two of the counsel of record, Lovvorn

¹³ *Reed* (cited at HSUS Mot. at 8, 10) dismissed the conspiracy claim because it did not allege involvement by anyone other than the company’s agents which usually precludes a conspiracy. 2010 U.S. Dist. LEXIS 96791 at *18. Here, independent individuals and entities (not all of whom were the others’ agents) conspired to violate RICO.

and Ockene, its employees and former MGC lawyers. FAC ¶¶ 160, 179-83, 36, 217-22, 44-45. HSUS joined in what it knew was a collective venture (made up of plaintiffs, counsel of record, and organizations that lent financial support to the fraudulent case) to pursue a lawsuit against FEI based on a fraudulent jurisdictional predicate propped up by a plaintiff who was hired to claim an injury he did not have. FAC ¶¶ 13-32. These individuals and groups, including FFA and HSUS, associated together for the common goals of forcing elephants out of FEI's circus, draining FEI's resources, and raising funds for like-minded organizations (like FFA/HSUS). FAC ¶¶ 2, 9-12. The FAC sufficiently pleads HSUS's involvement in a § 1962(d) conspiracy. *See Bryant v. Mattel*, 2010 U.S. Dist. LEXIS 103851 at *46 (C.D. Cal. 2010) (because "the nature of the uncontested relationships between the alleged co-conspirators is suggestive, if not supportive, of agreement," § 1962(d) conspiracy adequately alleged).¹⁴

CONCLUSION

For the foregoing reasons, defendant's motion should be denied.

Dated: March 4, 2011

Respectfully submitted,

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Counsel for Plaintiff Feld Entertainment, Inc.

¹⁴ HSUS's claim (HSUS Mot. at 10 n.4) that the malicious prosecution and abuse of process claims must be dismissed because it was allegedly not a party to the ESA Case ignores the effect of the merger. Under either New York or D.C. law, whether or not ever joined, a successor corporation succeeds without abatement to any pending case where the predecessor is a party. N.Y. NOT-FOR-PROFIT CORP. LAW § 905(b)(3); D.C. CODE § 29-301.44 (5).

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

Defendants.

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Case No. 07- 1532 (EGS)

**PLAINTIFF'S OPPOSITION TO SUPPLEMENTAL MOTION OF DEFENDANT
HUMANE SOCIETY OF THE UNITED STATES TO DISMISS PLAINTIFF'S
AMENDED COMPLAINT**

APPENDIX A

GLOSSARY OF TERMS

<u>Term</u>	<u>Explanation</u>
API	Animal Protection Institute, defendant herein.
ASPCA	American Society for the Prevention of Cruelty to Animals, defendant herein.
AWI	Animal Welfare Institute, defendant herein.
COL	Conclusion of law.
Crystal	Howard M. Crystal, defendant herein.
DE	A docket entry in the instant case, Civil Action No. 07-1532-EGS (D.D.C.).
Def. Mem.	Memorandum and Points of Authorities in Support of Motion of Defendants to Dismiss Plaintiff's Amended Complaint (12-3-10) (DE 54-1).
DX	A trial exhibit of the defendant in the ESA Case.
ESA	Endangered Species Act, 16 U.S.C. § 1531 <i>et seq.</i>
ESA Case	The litigation styled, <i>American Society for the Prevention of Cruelty to Animals, et al. v. Feld Entertainment, Inc.</i> , Civil Action Nos. 00-1641-EGS & 3-2006-EGS (D.D.C.).
[ESA]DE	A docket entry in the ESA Case.
FAC	First Amended Complaint of Feld Entertainment, Inc. (2-16-10) (DE 25).
FEI	Feld Entertainment, Inc., plaintiff herein.
FFA	The Fund for Animals, Inc., defendant herein.
FOF	Finding of Fact.
Glitzenstein	Eric R. Glitzenstein, defendant herein.
HSUS	Humane Society of the United States, defendant herein.
HSUS Mot.	Defendant The Humane Society of the United States's Supplemental Motion to Dismiss Plaintiff's Amended Complaint and Memorandum of Points and Authorities in Support (12-3-10) (DE 55).
Liss	Cathy Liss, President of AWI, during some or all of time period alleged in FAC.
Lovvorn	Jonathan R. Lovvorn, defendant herein.

<u>Term</u>	<u>Explanation</u>
Markarian	Michael Markarian, President of FFA and Executive Vice President of HSUS, during some or all of time period alleged in FAC.
Meyer	Katherine A. Meyer, defendant herein.
MGC	Meyer, Glitzenstein & Crystal, defendant herein.
Ockene	Kimberly D. Ockene, defendant herein.
Paquette	Nicole Paquette, General Counsel of API, during some or all of time period alleged in FAC.
PAWS	Performing Animal Welfare Society.
PETA	People for the Ethical Treatment of Animals.
RICO	Racketeer Influenced and Corrupt Organizations Act, 18 U.S.C. § 1961 <i>et seq.</i>
Rider	Thomas Eugene Rider, defendant herein.
Supp. Mot.	Supplemental Motion to Dismiss the Claims Against Attorneys Lovvorn and Ockene, and Memorandum of Law in Support Thereof (12-3-10) (DE 53).
USDA	United States Department of Agriculture.
WAP	Wildlife Advocacy Project, defendant herein.
Weisberg	Lisa Weisberg, Senior Vice President of Government Affairs and Public Policy of ASPCA, during some or all of time period alleged in FAC.

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

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Case No. 07- 1532 (EGS)

**PLAINTIFF'S OPPOSITION TO SUPPLEMENTAL MOTION OF DEFENDANT
HUMANE SOCIETY OF THE UNITED STATES TO DISMISS PLAINTIFF'S
AMENDED COMPLAINT**

EXHIBIT 1

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)

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

OMB No. 1545-0047

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

A For the 2005 calendar year, or tax year beginning **2005**, and ending

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Final return
☐ Amended return
☐ Application pending

C Name of organization
THE FUND FOR ANIMALS, INC.
Number and street (or P.O. box if mail is not delivered to street address) Room/suite
200 WEST 57TH STREET **705**
City or town, state or country, and ZIP + 4
NEW YORK, NY 10019

D Employer identification number
13-6218740

E Telephone number
(212) 246-2096

F Accounting method: ☐ Cash ☒ Accrual
Other (specify) ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and **I** are not applicable to section 527 organizations

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

H(b) If "Yes," enter number of affiliates: ►

H(c) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number: ►

G Website: ► **WWW.FUNDFORANIMALS.ORG**

J Organization type (check only one): ☒ 501(c)(3) (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

M Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12: **6,709,259.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions)

1 Contributions, gifts, grants, and similar amounts received		
a Direct public support	1a	6,360,608.
b Indirect public support	1b	
c Government contributions (grants)	1c	
d Total (add lines 1a through 1c) (cash \$ 6,360,608. noncash \$)	1d	6,360,608.
2 Program service revenue including government fees and contracts (from Part VII, line 93)	2	82,859.
3 Membership dues and assessments	3	
4 Interest on savings and temporary cash investments	4	
5 Dividends and interest from securities	5	340.
6 a Gross rents	6a	
b Less rental expenses	6b	
c Net rental income or (loss) (subtract line 6b from line 6a)		
7 Other investment income (describe) ►		
8 a Gross amount from sales of assets other than inventory	8a	
b Less cost or other basis and sales expenses	8b	
c Gain or (loss) (attach schedule)	8c	
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	
9 Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>		
a Gross revenue (not including \$ of contributions reported on line 1a)	9a	
b Less direct expenses other than fundraising expenses	9b	
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c	
10 a Gross sales of inventory, less returns and allowances	10a	
b Less cost of goods sold	10b	
c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	
11 Other revenue (from Part VII, line 103)	11	265,452.
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	6,709,259.
13 Program services (from line 44, column (B))	13	3,869,747.
14 Management and general (from line 44, column (C))	14	221,440.
15 Fundraising (from line 44, column (D))	15	209,212.
16 Payments to affiliates (attach schedule) STMT. 1	16	2,838,794.
17 Total expenses (add lines 16 and 44, column (A))	17	7,139,193.
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	-429,934.
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	20,425,827.
20 Other changes in net assets or fund balances (attach explanation) STMT. 2	20	-18,418,663.
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	1,577,230.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2005)

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Form 990 (2005)

13-6218740

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Part II Statement of Functional Expenses		All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)			
Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule)	22	39,086.	39,086.		
(cash \$ 39,086., noncash \$) If this amount includes foreign grants, check here <input type="checkbox"/>					
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25	NONE	NONE	NONE	
26 Other salaries and wages	26	871,265.	783,214.	45,276.	42,775.
27 Pension plan contributions	27	NONE			
28 Other employee benefits	28	269,527.	242,288.	14,006.	13,233.
29 Payroll taxes	29	2,007.	1,804.	104.	99.
30 Professional fundraising fees	30	56,066.			56,066.
31 Accounting fees	31	57,322.	51,529.	2,979.	2,814.
32 Legal fees	32	189,404.	170,263.	9,842.	9,299.
33 Supplies	33	757,567.	681,007.	39,367.	37,193.
34 Telephone	34	34,763.	31,250.	1,806.	1,707.
35 Postage and shipping	35	29,911.	26,887.	1,556.	1,468.
36 Occupancy	36	269,398.	242,173.	13,999.	13,226.
37 Equipment rental and maintenance	37				
38 Printing and publications	38	88,150.	79,241.	4,581.	4,328.
39 Travel	39	156,497.	140,682.	8,132.	7,683.
40 Conferences, conventions, and meetings	40				
41 Interest	41				
42 Depreciation, depletion, etc. (attach schedule)	42	135,736.	122,018.	7,054.	6,664.
43 Other expenses not covered above (itemize):		STMT 5			
a CONSULTING FEES	43a	427,653.	393,678.	22,757.	11,218.
b INVESTMENT ADVISORY FEES	43b	10,284.	9,245.	534.	505.
c INSURANCE	43c	-1,975.	-1,775.	-103.	-97.
d REAL ESTATE AND PERSONAL	43d				
e PROPERTY TAX	43e	11,977.	10,767.	622.	588.
f MAILING COSTS	43f	895,761.	846,390.	48,928.	443.
g	43g				
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	44	4,300,399.	3,869,747.	221,440.	209,212.

Joint Costs. Check ☒ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☒ Yes ☐ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ 879,145.; (ii) the amount allocated to Program services \$ 643,701.;

(iii) the amount allocated to Management and general \$ 26,374. and (iv) the amount allocated to Fundraising \$ 209,070.

Form 990 (2005)

Form 990 (2005)

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Part III Statement of Program Service Accomplishments (See the instructions)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? **SEE STATEMENT 6**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a **SEE EXHIBIT 1**

(Grants and allocations \$ **39,086.**) If this amount includes foreign grants, check here ☐

3,869,747.

b

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

c

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

d

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ☐

f Total of Program Service Expenses (should equal line 44, column (B), Program services) **3,869,747.**

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Form 990 (2005)

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Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year	
Assets	45 Cash - non-interest-bearing	218.	45	NONE	
	46 Savings and temporary cash investments	2,860,718.	46	1,409,104.	
	47a Accounts receivable	85,402.			
	b Less: allowance for doubtful accounts		47b		
		149,303.	47c	85,402.	
	48a Pledges receivable	426,718.			
	b Less: allowance for doubtful accounts		48b		
		NONE	48c	426,718.	
	49 Grants receivable		49		
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50		
	51a Other notes and loans receivable (attach schedule)				
	b Less: allowance for doubtful accounts		51b		
			51c		
	52 Inventories for sale or use		52		
	53 Prepaid expenses and deferred charges	112,504.	53	2,343.	
54 Investments - securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	15,718,625.	54	NONE		
55a Investments - land, buildings, and equipment basis					
b Less: accumulated depreciation (attach schedule)		55b			
		55c			
56 Investments - other (attach schedule)	STMT. 7.	NONE	56	2,630.	
57a Land, buildings, and equipment basis STMT. 8	3,360,846.				
b Less: accumulated depreciation (attach schedule)		57b			
	1,675,194.	3,899,336.	57c	1,685,652.	
58 Other assets (describe <input type="checkbox"/> STMT. 9)	44,712.	58		470.	
59 Total assets (must equal line 74). Add lines 45 through 58.	22,785,416.	59		3,612,319.	
Liabilities	60 Accounts payable and accrued expenses	359,589.	60	56,109.	
	61 Grants payable		61		
	62 Deferred revenue		62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a Tax-exempt bond liabilities (attach schedule)		64a		
	b Mortgages and other notes payable (attach schedule)		64b		
65 Other liabilities (describe <input type="checkbox"/> STMT. 10)	2,000,000.	65		1,978,980.	
66 Total liabilities. Add lines 60 through 65.	2,359,589.	66		2,035,089.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67 Unrestricted	20,070,597.	67	1,577,230.	
	68 Temporarily restricted	355,230.	68	NONE	
	69 Permanently restricted		69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund		71		
	72 Retained earnings, endowment, accumulated income, or other funds		72		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	20,425,827.	73		1,577,230.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73.	22,785,416.	74		3,612,319.

Form 990 (2005)

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Form 990 (2005)

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Part VII Other Information (continued)

		Yes	No
2a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b 36,656.		
3a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
4a	Did the organization solicit any contributions or gifts that were not tax deductible?	N/A	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
5	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	N/A	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
c	Dues, assessments, and similar amounts from members	N/A	
d	Section 162(e) lobbying and political expenditures	N/A	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	N/A	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	N/A	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
6	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	N/A	
b	Gross receipts, included on line 12, for public use of club facilities	N/A	
7	501(c)(12) orgs. Enter: a Gross income from members or shareholders	N/A	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	N/A	
8	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
9a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911	NONE	
	section 4912	NONE	
	section 4955	NONE	
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	N/A	
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization	N/A	
9a	List the states with which a copy of this return is filed	SEE STATEMENT 18	
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions)	90b NONE	
1a	The books are in care of	THE FUND FOR ANIMALS, INC.	
	Located at	200 WEST 57TH STREET, NEW YORK, NY	
	Telephone no	212-246-2096	
	ZIP + 4	10019	
b	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)?		X
	If "Yes," enter the name of the foreign country		
c	At any time during the calendar year, did the organization maintain an office outside of the United States?		X
	If "Yes," enter the name of the foreign country		
2	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here		
	and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Form 990 (2005)

Form 990 (2005)

13-6218740

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Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a LITERATURE					38,119.
b SPONSORSHIPS			42	6,624.	
c WORKSHOPS					38,116.
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	340.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a					
b MISC. REVENUE			01	3,655.	
c ROYALTIES			15	175,983.	
d LEGAL REIMB.			01	54,496.	
e LIST RENTALS			15	31,318.	
104 Subtotal (add columns (B), (D), and (E))				272,416.	76,235.
105 Total (add line 104, columns (B), (D), and (E))					348,651.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	SALES OF BOOKS, VIDEOS, AND LOGO ITEMS, AT OR BELOW COST, TO INCREASE PUBLIC AWARENESS OF THE FUND FOR ANIMALS' MISSION.
93C	ONLINE & CLASSROOM TRAINING ON ANIMAL WELFARE.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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.

Please Sign Here

Signature of officer: Mary K. Berge Date: 11/10/06

Type or print name and title: Mary K. Berge, Assistant Treasurer

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 11/9/06 Check if self-employed: ☐ Preparer's SSN or PTIN (See Gen. Inst. V):

Firm's name (or yours if self-employed), address, and ZIP + 4: GRANT THORNTON LLP
2010 CORPORATE RIDGE, SUITE 400
MCLEAN, VA 22102

EIN: Phone no: 703-847-7500

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2005

Name of the organization

THE FUND FOR ANIMALS, INC.

Employer identification number

13-6218740

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 19				
Total number of other employees paid over \$50,000 . . . ▶		NONE		

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 20		
Total number of others receiving over \$50,000 for professional services . . . ▶		NONE

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services . . . ▶		NONE

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

Schedule A (Form 990 or 990-EZ) 2005

Schedule A (Form 990 or 990-EZ) 2005

13-6218740

Page 2

Part III Statements About Activities (See page 2 of the instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>4,259.</u> (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B). Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?	2a	X
b	Lending of money or other extension of credit?	2b	X
c	Furnishing of goods, services, or facilities?	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X
e	Transfer of any part of its income or assets?	2e	X
3a	Do you make grants for scholarships, fellowships, student loans, etc? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.) STMT 21	3a	X
b	Do you have a section 403(b) annuity plan for your employees?	3b	X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c	X
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(v). (Also complete the Support Schedule in Part IV-A.)
- 12 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6). If they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ▶ ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2005

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Schedule A (Form 990 or 990-EZ) 2005

13-6218740

Page 3

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	6,540,396.	6,514,491.	7,239,412.	5,500,946.	25,795,245.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	126,217.	350,557.	370,129.	418,314.	1,265,217.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	655,238.	681,533.	722,744.	740,803.	2,800,318.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	7,321,851.	7,546,581.	8,332,285.	6,660,063.	29,860,780.
24 Line 23 minus line 17	7,195,634.	7,196,024.	7,962,156.	6,241,749.	28,595,563.
25 Enter 1% of line 23	73,219.	75,466.	83,323.	66,601.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					571,911.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					1,412,080.
c Total support for section 509(a)(1) test. Enter line 24, column (e)					28,595,563.
d Add: Amounts from column (e) for lines 18 2,800,318. 19					
22 26b 1,412,080.					4,212,398.
e Public support (line 26c minus line 26d total)					24,383,165.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					85.2691 %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year. NOT APPLICABLE (2004) (2003) (2002) (2001)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year. (2004) (2003) (2002) (2001)					
c Add: Amounts from column (e) for lines 15 16					
17 20 21					27c
d Add: Line 27a total. and line 27b total					27d
e Public support (line 27c total minus line 27d total)					27e
f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)					27f
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					

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Schedule A (Form 990 or 990-EZ) 2005

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Schedule A (Form 990 or 990-EZ) 2005

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Page 4

Part V Private School Questionnaire (See page 7 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Schedule A (Form 990 or 990-EZ) 2005

13-6218740

Page 5

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

(To be completed ONLY by an eligible organization that filed Form 5768) **NOT APPLICABLE**

Check ☐ a If the organization belongs to an affiliated group Check ☐ b If you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36 Exhibit 4	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is - Not over \$500,000 20% of the amount on line 40 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	41	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720

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 45 through 50 on page 11 of the instructions.)

	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
Calendar year (or fiscal year beginning in) ▶					
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

	Yes	No	Amount
During the year, did the organization attempt to influence 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 c through h)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements	X		4,259
f Grants to other organizations for lobbying purposes		X	
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 Total lobbying expenditures (Add lines c through h.)			4,259

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities STMT 22

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Schedule A (Form 990 or 990-EZ) 2005

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of

(i) **Cash**

(ii) Other assets

b Other transactions.

(ii) **Sales or exchanges of assets with a noncharitable exempt organization**

(ii) **Purchases of assets from a noncharitable exempt organization**

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

► ☐ Yes ☒ No

b If "Yes," complete the following schedule:

[illegible]

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART I - PAYMENTS TO AFFILIATES
=====

DESCRIPTION

AMOUNT

THE HUMANE SOCIETY OF THE UNITED STATES

2,838,794.

TOTAL

2,838,794.
=====

STATEMENT 1

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES
=====

DESCRIPTION

AMOUNT

TRANSFER BEGINNING NET ASSETS TO HSUS
EIN# 53-0225390

18,418,663.

TOTAL

18,418,663.
=====

STATEMENT 2

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13-6218740

THE FUND FOR ANIMALS, INC.

FORM 990, PART II - GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID	AND		
CAPE COD STRANDING NETWORK, INC. 120 MAIN STREET 3022ARDS WAY, MA 02532	NONE	CHARITABLE	10,000.
HELDEN MEMORIAL LIBRARY 1401 MEETINGHOUSE WAY WEST BARNSTABLE, MA 02668	NONE	CHARITABLE	25.
ENDERSON COUNTY HUMANE SOCIETY 1059 RICHMOND BLVD MCKLAND, CA 94611	NONE	CHARITABLE	400.
PAWS/CA PO BOX 849 SALT, CA 95632	NONE	CHARITABLE	4,500.
THE FUND FOR ANIMALS RABBIT SANCTUARY 133 FAIRVIEW ROAD TIMPSONVILLE, SC 29680	NONE	CHARITABLE	22,936.
AN ZANDY COUNTY HUMANE SOCIETY PO BOX 4 BRAND SALINE, TX 75140	NONE	CHARITABLE	400.

22 STATEMENT 3

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13-6218740

THE FUND FOR ANIMALS, INC.

FORM 990, PART II - GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PALAU ANIMAL WELFARE SOCIETY
PO BOX 1765
KOROR, CA 96940

NONE

CHARITABLE

825.

TOTAL CONTRIBUTIONS PAID

39,086.

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STATEMENT 4

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THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

THE ALLEVIATION OF FEAR, THE 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.

STATEMENT 6

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART IV - INVESTMENTS - OTHER
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
OTHER INVESTMENTS	2,630.
TOTALS	----- 2,630. =====

STATEMENT 7

THE FUND FOR ANIMALS, INC.

13-6218740

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
VARIOUS ASSETS		3,360,846.			3,360,846.	1,539,459.	135,735.		1,675,194.
TOTALS		3,360,846.			3,360,846.	1,539,459.			1,675,194.

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STATEMENT 8

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART IV - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
SECURITY DEPOSITS	470.

TOTALS	470.
	=====

STATEMENT 9

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART IV - OTHER LIABILITIES
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
DUE TO AFFILIATE	1,978,980.

TOTALS	1,978,980.
	=====

STATEMENT 10

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART IV-A - OTHER REVENUE ON RETURN BUT NOT ON BOOKS
=====

DESCRIPTION

AMOUNT

PAYMENTS TO AFFILIATES

2,838,794.

TOTAL

2,838,794.
=====

STATEMENT 11

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THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART IV-B - OTHER EXPENSES ON RETURN BUT NOT ON BOOKS
=====

DESCRIPTION

AMOUNT

PAYMENTS TO AFFILIATES

2,838,794.

TOTAL

2,838,794.
=====

STATEMENT 12

13-6218/40

THE FUND FOR ANIMALS, INC.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARIAN G. PROBST 200 WEST 57TH STREET 705 NEW YORK, NY 10019	CHAIR/DIRECTOR 35	NONE	NONE	NONE
MICHAEL MARKARIAN 200 WEST 57TH STREET 705 NEW YORK, NY 10019	PRESIDENT 40	NONE	NONE	NONE
WAYNE PACELLE 200 WEST 57TH STREET 705 NEW YORK, NY 10019	VICE PRESIDENT 1	NONE	NONE	NONE
G. THOMAS WAITE, III 200 WEST 57TH STREET 705 NEW YORK, NY 10019	TREASURER 1	NONE	NONE	NONE
MARY KATHERINE BERGE 200 WEST 57TH STREET 705 NEW YORK, NY 10019	ASSISTANT TREASURER 1	NONE	NONE	NONE
PATRICK MCDONNELL 200 WEST 57TH STREET 705 NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
WILLIAM F. MANCUSO	DIRECTOR 1	NONE	NONE	NONE

STATEMENT 13

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13-0218/40

THE FUND FOR ANIMALS, INC.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
200 WEST 57TH STREET 705 NEW YORK, NY 10019				
EDGAR SMITH 200 WEST 57TH STREET 705 NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
DAVID WEIBERS 200 WEST 57TH STREET 705 NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

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STATEMENT 14

13-0210/40

THE FUND FOR ANIMALS, INC.

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

NAME AND ADDRESS	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HSUS 53-0225390 MICHAEL MARKARIAN 200 WEST 57TH STREET 705 NEW YORK, NY 10019	146,538.	15,129.	NONE
HSUS 53-0225390 WAYNE PACELLE 200 WEST 57TH STREET 705 NEW YORK, NY 10019	203,231.	20,097.	NONE
HSUS 53-0225390 G. THOMAS WAITE, III 200 WEST 57TH STREET 705 NEW YORK, NY 10019	165,231.	28,076.	NONE
HSUS 53-0225390 MARY KATHERINE BERGE 200 WEST 57TH STREET 705 NEW YORK, NY 10019	112,538.	23,381.	NONE
HSUS 53-0225390 GRANT THORNTON, LLP	100,683.	NONE	NONE
90375J 649C 11/02/2006 07:37:18	34	STATEMENT	15

13-0210/40

THE FUND FOR ANIMALS, INC.

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

NAME AND ADDRESS	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102			
HSUS 53-0225390 MEYER & GLITZENSTEIN 1601 CONNECTICUT AVENUE, NW WASHINGTON, DC 20009	61,051.	NONE	NONE
HSUS 53-0225390 NATIONAL OUTDOOR SPORTS ADVERT 5151 WISCONSIN AVENUE, NW WASHINGTON, DC 20016	1,757,199.	NONE	NONE
GRAND TOTALS	2,546,471.	86,683.	NONE

STATEMENT 16

35

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THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART VI - LIQUIDATION, DISSOLUTION, TERMINATION
=====

SEE EXHIBIT 2

STATEMENT 17

THE FUND FOR ANIMALS, INC.

13-6218740

FORM 990, PART VI, LINE 90A - STATES
=====

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

STATEMENT 18

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13-6218740

THE FUND FOR ANIMALS, INC.

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
ROBERT FEARN 200 WEST 57TH STREET 705 NEW YORK, NY 10019	DIR, ANIMAL CARE 40	59,071.	9,319.	NONE
ERIC DAVIS 200 WEST 57TH STREET 705 NEW YORK, NY 10019	DIR, RURAL VET SERV. 40	64,836.	12,666.	NONE
SUSAN MONGER 200 WEST 57TH STREET 705 NEW YORK, NY 10019	VETERINARIAN 40	58,578.	8,788.	NONE
	TOTAL COMPENSATION	182,485.	30,773.	NONE

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STATEMENT 19

THE FUND FOR ANIMALS, INC.

13-6218740

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
GRANT THORNTON, LLP 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102	AUDIT	54,320.
MEYER & GLITZENSTEIN 1601 CONNECTICUT AVENUE, NW WASHINGTON, DC 20009	LEGAL	120,139.
NATIONAL OUTDOOR SPORTS ADVERTISING 5151 WISCONSIN AVENUE, NW WASHINGTON, DC 20016	PROF. FUNDRAISING	56,066.
LEO, EGAR, DVM. 2607 MARILYN ROAD PHOENIX, AZ 85032	VETERINARIAN	57,250.
LYDIA C LOVE 6324 PLEASANT TOP DRIVE ARLINGTON, TN 38002	VETERINARIAN	51,500.
TOTAL COMPENSATION		----- 339,275. =====

STATEMENT 20

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THE FUND FOR ANIMALS, INC.

13-6218740

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A
=====

AN ANALYSIS AND CALCULATION IS MADE FOR ALL REQUESTS FOR FUNDS TO
OTHER ORGANIZATIONS. IF THE SOLICITING ORGANIZATION IS IN THE POSITION
OF AIDING IN THE FUND'S GOALS, THEN THE MONEY WILL BE GRANTED.

STATEMENT 21

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THE FUND FOR ANIMALS, INC.

13-6218740

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION
=====

LOBBYING EXPENSES INCURRED THROUGH THE FUND FOR ANIMALS (MAGAZINE).

STATEMENT 22

The Fund for Animals

Following the 2005 corporate combination between The HSUS and The Fund for Animals (FFA), FFA became the entity responsible for The HSUS's animal care facilities. These facilities include the Cleveland Amory Black Beauty Ranch (TX), the Fund for Animals Wildlife Rehabilitation Center (CA), the Cape Wildlife Rehabilitation Center (MA), and the Rural Area Veterinary Services (RAVS) program, which sponsors mobile veterinary clinic visits to Native American reservations and impoverished communities across the United States and throughout the western hemisphere.

Humane Education: Educate the public on issues and events affecting animal rights and welfare.

Program Expense: \$1,149,149

Gifts and Grants: \$ 22,936

Cleveland Amory Black Beauty Ranch: The Fund for Animals operates the world famous Black Beauty Ranch in Murchison, Texas. The 1,620-acre refuge is home to many hundreds of animals -- from chimpanzees to burros to elephants. Here, animals do not get harassed or harmed, but a helping hand and a loving home.

Program Expense: \$1,152,747

Gifts and Grants: \$ 400

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 medical facility. The center includes premium rehabilitation enclosures for animals such as mountain lions, coyotes, and raccoons, and the largest free-flight raptor aviary in the world.

Program Expense: \$434,890

Gifts and Grants: \$ 4,900

Cape Wildlife Rehabilitation Center: The mission of the Cape Wildlife Center, a program of The Humane Society of the United States, is to promote and protect the health and well-being of wild animals and their habitats as integral parts of the Cape Cod community. The center operates a year-round wildlife rehabilitation facility and veterinary clinic that annually provides professional care to nearly 1,400 injured, ill, and orphaned wild animals. We strive to achieve the highest standards of care and humane treatment of wild animals within the Cape Cod ecosystem.

Program Expense: \$353,021

Gifts and Grants: \$10,025

Rural Area Veterinary Services (RAVS): RAVS brings veterinary services to poor communities around the globe, whether in Bolivia or Bell County, Kentucky. Volunteer veterinary students work with several professional vets to provide not only essential services such as sterilizations and vaccinations, but also educational services such as talks on disease prevention and pet care.

Program Expense: \$779,040

Gifts and Grants: \$ 825

**The Fund for Animals
Form 990, Part VI
Other Information
12/31/05**

Question 79

Effective January 1, 2005, an asset acquisition agreement was executed between The Fund for Animals (Fund) and The Humane Society of the United States (Society), EIN: 53-0225390, whereby the Fund transferred assets totaling \$18,418,663 to the Society.

In addition, the Fund's Board members were assumed into the Society's Board of Director's, and the Society took control of the Fund's Board and voting membership. The Fund continues to operate as an animal welfare organization, coordinating its animal care facilities with the Society's animal care programs.

Exhibit 2

THE FUND FOR ANIMALS
EIN: 13-6218740
12/31/2005

NAME OF ORGANIZATION

EXEMPT NONEXEMPT

THE HUMANE SOCIETY OF THE UNITED STATES	X	
THE HUMANE SOCIETY OF THE US WILDLIFE LAND TRUST	X	
THE NATL ASSOC. FOR HUMANE AND ENVIRONMENTAL EDUCATION	X	
CENTER FOR RESPECT OF LIFE AND THE ENVIRONMENT	X	
EARTHVOICE INTERNATIONAL	X	
EARTHKIND USA	X	
THE HUMANE SOCIETY LEGISLATIVE FUND	X	
HUMANE SOCIETY INTERNATIONAL	X	
HUMANE SOCIETY OF HONG KONG LIMITED		(INT'L NFP CORP)
THE HUMANE SOCIETY INTERNATIONAL UK		(INT'L NFP CORP)
THE HUMANE SOCIETY INTERNATIONAL GERMANY		(INT'L NFP CORP)
THE HUMANE SOCIETY INTERNATIONAL FRANCE		(INT'L NFP CORP)
THE HUMANE SOCIETY INTERNATIONAL, INC. (AUSTRALIA)		(INT'L NFP CORP)
GLOBAL ALLIANCE FOR HUMANE SUSTAINABLE DEVELOPMENT		(INT'L NFP CORP)

The Fund for Animals
Form 990, Schedule A, Part VI-A
Lobbying expenditures by Electing Public Charities
12/31/05

Question 36

While FFA did not revoke its election under 501(h) for 2005, we are filing this Schedule A as though it had because we intend to file a private letter ruling request seeking 9100 relief.

Exhibit 4

Form **8868**
(Rev. December 2004)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-1709

Application for Extension of Time To File an Exempt Organization Return

▶ 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 ☒ **X**
• 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)

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only. ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print	Name of Exempt Organization	Employer identification number
	THE FUND FOR ANIMALS	13-6218740
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET	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 ▶ **THE ORGANIZATION**

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 Form 990-T corporation) extension of time until **08/15**, 2006, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2005** 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 \$ **N/A**

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. \$ _____

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 \$ **N/A**

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 12-2004)

Form 8868 (Rev. 12-2004)

Page 2

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**
- Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- 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 - Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE FUND FOR ANIMALS, INC.	13-6218740
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	200 WEST 57TH STREET	
	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 (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 4720 | |

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **THE FUND FOR ANIMALS, INC.**
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 is for

- I request an additional 3-month extension of time until **11/15/2006**
- For calendar year **2005**, or other tax year beginning _____ and ending _____
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

- 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. \$ _____
- If this application is for Form 990-PF, 990-T, 4720, or 6069, 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 8868. \$ _____
- 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. \$ _____

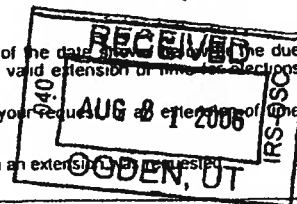
Signature and Verification

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 *David Cottone* Title CPA/442.1 Date 8/14/06

Notice to Applicant - To Be Completed by the IRS

- ☐ We have approved this application. Please attach this form to the organization's return.
- ☐ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown above or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- ☐ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- ☐ We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____



Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	GRANT THORNTON LLP Attn: David Cottone
	Number and street (include suite, room, or apt. no.) or a P.O. box number
	2010 CORPORATE RIDGE, SUITE 400
	City or town, province or state, and country (including postal or ZIP code)
	MCLEAN, VA 22102

JSA
SF8055 1 000

Form 8868 (Rev. 12-2004)

90375J 649C 08/14/2006 09:10:09

1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

Defendants.

:
:
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Case No. 07- 1532 (EGS)

**PLAINTIFF'S OPPOSITION TO SUPPLEMENTAL MOTION OF DEFENDANT
HUMANE SOCIETY OF THE UNITED STATES TO DISMISS PLAINTIFF'S
AMENDED COMPLAINT**

EXHIBIT 2

** 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)

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

OMB No. 1545-0047

2007Department of the Treasury
Internal Revenue ServiceDepartment of the Treasury
Internal Revenue Service

A For the 2007 calendar year, or tax year beginning and ending

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

C Name of organization
THE FUND FOR ANIMALS, INC
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
200 WEST 57TH STREET 705
 City or town, state or country, and ZIP + 4
NEW YORK, NY 10019

D Employer identification number
13-6218740

E Telephone number
212-246-2096

F Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Website: ▶ **WWW.FUNDFORANIMALS.ORG**

J Organization type (check only one) ▶ ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check here ▶ ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? ☐ Yes ☒ No
H(b) If "Yes," enter number of affiliates ▶ **N/A**
H(c) Are all affiliates included? **N/A** ☐ Yes ☐ No
 (If "No," attach a list.)
H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No
I Group Exemption Number ▶ **N/A**

M Check ▶ ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **8,667,733.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Contributions to donor advised funds	1a			
	b Direct public support (not included on line 1a)	1b	8,054,399.		
	c Indirect public support (not included on line 1a)	1c	20,495.		
	d Government contributions (grants) (not included on line 1a)	1d			
	e Total (add lines 1a through 1d) (cash \$ 8,074,894. noncash \$)	1e	8,074,894.		
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2	12,057.		
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4	120,413.		
	5 Dividends and interest from securities	5			
Revenue	6 a Gross rents	6a			
	b Less: rental expenses	6b			
	c Net rental income or (loss). Subtract line 6b from line 6a	6c			
	7 Other investment income (describe ▶)	7			
	8 a Gross amount from sales of assets other than inventory	(A) Securities 8a	(B) Other		
	b Less: cost or other basis and sales expenses	8b			
	c Gain or (loss) (attach schedule)	8c			
	d Net gain or (loss). Combine line 8c, columns (A) and (B)	8d			
	9 Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>				
	a Gross revenue (not including \$ of contributions reported on line 1b)	9a			
Revenue	b Less: direct expenses other than fundraising expenses	9b			
	c Net income or (loss) from special events. Subtract line 9b from line 9a	9c			
	10 a Gross sales of inventory, less returns and allowances	10a			
	b Less: cost of goods sold	10b			
	c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c			
	11 Other revenue (from Part VII, line 103)	11	460,369.		
	12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	8,667,733.		
	Expenses	13 Program services (from line 44, column (B))	13	4,893,524.	
		14 Management and general (from line 44, column (C))	14	317,139.	
		15 Fundraising (from line 44, column (D))	15	219,071.	
16 Payments to affiliates (attach schedule)		16			
17 Total expenses. Add lines 13 and 14, column (A)		17	5,429,734.		
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18	3,237,999.		
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	3,585,763.		
	20 Other changes in net assets or fund balances (attach explanation)	20	0.		
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	6,823,762.		

723001
12-27-07

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2007)

Form 990 (2007)

THE FUND FOR ANIMALS, INC

13-6218740 Page 2

Part I Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ 0 • noncash \$ 0.) If this amount includes foreign grants, check here <input type="checkbox"/>			STATEMENT 2	
22b Other grants and allocations (attach schedule) (cash \$ 86,608 • noncash \$ 0.) If this amount includes foreign grants, check here <input type="checkbox"/>	86,608.	86,608.		
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	0.	0.	0.	0.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	1,419,235.	1,282,581.	80,823.	55,831.
27 Pension plan contributions not included on lines 25a, b, and c	30,515.	20,950.	5,658.	3,907.
28 Employee benefits not included on lines 25a-27	298,225.	276,139.	13,062.	9,024.
29 Payroll taxes				
30 Professional fundraising fees	83,548.			83,548.
31 Accounting fees				
32 Legal fees				
33 Supplies	549,662.	509,812.	39,849.	1.
34 Telephone	71,248.	64,387.	4,058.	2,803.
35 Postage and shipping	39,316.	35,530.	2,239.	1,547.
36 Occupancy	411,262.	371,663.	23,421.	16,178.
37 Equipment rental and maintenance				
38 Printing and publications				
39 Travel	153,551.	138,766.	8,745.	6,040.
40 Conferences, conventions, and meetings				
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	98,556.	89,066.	5,613.	3,877.
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g SEE STATEMENT 1	2,188,008.	2,018,022.	133,671.	36,315.
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	5,429,734.	4,893,524.	317,139.	219,071.

Joint Costs. Check ☒ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☒ Yes ☐ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ 1,372,124. ; (ii) the amount allocated to Program services \$ 1,091,662. ;

(iii) the amount allocated to Management and general \$ 41,164. ; and (iv) the amount allocated to Fundraising \$ 239,298.

723011
12-27-07

Form 990 (2007)

Form 990 (2007)

THE FUND FOR ANIMALS, INC

13-6218740 Page 3

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► SEE STATEMENT 6	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a SEE STATEMENT 3	
(Grants and allocations \$ 41,000.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,903,943.
b CLEVELAND AMORY BLACK BEAUTY RANCH: THE FUND FOR ANIMALS OPERATES THE WORLD FAMOUS BLACK BEAUTY RANCH IN MURCHISON, TEXAS. THE 1,320-ACRE REFUGE IS HOME TO NEARLY 1,300 ANIMALS -- FROM CHIMPANZEES AND CAMELS TO BURROS AND HORSES. HERE, ANIMALS DO NOT GET HARASSED OR HARMED, BUT ARE PROVIDED WITH A HELPING HAND AND A LOVING HOME.	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,006,554.
c SEE STATEMENT 4	
(Grants and allocations \$ 45,548.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	915,046.
d SEE STATEMENT 5	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	571,404.
e Other program services (attach schedule) SEE STATEMENT 7	
(Grants and allocations \$ 60.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	496,577.
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	4,893,524.

Form 990 (2007)

Form 990 (2007)

THE FUND FOR ANIMALS, INC

13-6218740 Page 4

Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing		45
	46 Savings and temporary cash investments	1,782,732.	46 5,329,751.
	47 a Accounts receivable	47a 397,419.	
	b Less: allowance for doubtful accounts	47b	47c 397,419.
	48 a Pledges receivable	48a 37,680.	
	b Less: allowance for doubtful accounts	48b 350.	48c 37,330.
	49 Grants receivable		49
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b
	51 a Other notes and loans receivable	51a	
	b Less: allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges	2,383.	53 3,146.
	54 a Investments - publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a
	b Investments - other securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b
	55 a Investments - land, buildings, and equipment: basis	55a	
	b Less: accumulated depreciation	55b	55c
	56 Investments - other		56
57 a Land, buildings, and equipment: basis	57a 3,856,802.		
b Less: accumulated depreciation STMT 8	57b 2,001,211.	57c 1,731,102.	
58 Other assets, including program-related investments (describe SECURITY DEPOSITS)		58 470. 260.	
59 Total assets (must equal line 74). Add lines 45 through 58		59 4,452,277. 7,623,497.	
Liabilities	60 Accounts payable and accrued expenses	98,347.	60 141,340.
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees		63
	64 a Tax-exempt bond liabilities		64a
	b Mortgages and other notes payable		64b
	65 Other liabilities (describe DUE TO HSUS)	768,167.	65 658,395.
66 Total liabilities. Add lines 60 through 65	866,514.	66 799,735.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	3,585,763.	67 6,823,762.
	68 Temporarily restricted		68
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	3,585,763.	73 6,823,762.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	4,452,277.	74 7,623,497.

Form 990 (2007)

Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	8,798,458.
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2	130,725.	
3	Recoveries of prior year grants	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		b	130,725.
c	Subtract line b from line a		c	8,667,733.
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	0.
e	Total revenue (Part I, line 12). Add lines c and d		e	8,667,733.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements		a	5,560,459.
b	Amounts included on line a but not on Part I, line 17:			
1	Donated services and use of facilities	b1	130,725.	
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		b	130,725.
c	Subtract line b from line a		c	5,429,734.
d	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		d	0.
e	Total expenses (Part I, line 17). Add lines c and d		e	5,429,734.

Part V. A. Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

[illegible]

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Part VII Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See Instructions in Part III.)	82b	130,725.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	N/A
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88a	X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	X
90 a	List the states with which a copy of this return is filed ▶ SEE STATEMENT 11		
b	Number of employees employed in the pay period that includes March 12, 2007	90b	0
91 a	The books are in care of ▶ THE FUND FOR ANIMALS, INC Telephone no. ▶ 212-246-2096 Located at ▶ 200 WEST 57TH STREET, NEW YORK, NY ZIP + 4 ▶ 10019		
b	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)? If "Yes," enter the name of the foreign country ▶ N/A	91b	X
See the Instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			

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Part VI Other Information (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91e

Yes	No
	X

If "Yes," enter the name of the foreign country: N/A

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here

☐

and enter the amount of tax-exempt interest received or accrued during the tax year

92

N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a LITERATURE					1,107.
b WORKSHOP					10,950.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	120,413.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a OTHER INCOME			01	368,706.	
b ROYALTIES			15	58,864.	
c LIST RENTALS			15	32,799.	
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		580,782.	12,057.
105 Total (add line 104, columns (B), (D), and (E))					592,839.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	SALES OF BOOKS, VIDEOS, AND LOGO ITEMS, AT OR BELOW COST, TO INCREASE PUBLIC AWARENESS OF THE FUND FOR ANIMALS' MISSION.
93B	ONLINE & CLASSROOM TRAINING ON ANIMAL WELFARE.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

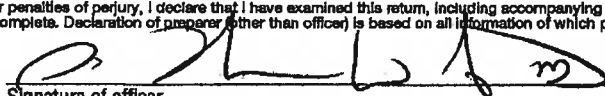
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				


108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

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.

Please Sign Here:  Date: 11-12-08

G THOMAS WAITE III, TREASURER

Type or print name and title

Paid Preparer's Use Only: Preparer's signature:  Date: 11/12/08 Check if self-employed: ☐ Preparer's SSN or PTIN (See Gen. Inst. X):

Firm's name (or yours if self-employed), address, and ZIP + 4: RSM MCGLADREY, INC.
8000 TOWERS CRESCENT DR. STE 500
VIENNA, VA 22182-6205

EIN: Phone no.: 703-336-6400

Form 990 (2007)

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Organization Exempt Under Section 501(c)(3)**(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust**Supplementary Information-(See separate instructions.)**
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2007

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13: 6218740**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
ROBERT FEARN 200 W 57TH STREET, NEW YORK, NY 10019	DIR-CAPE WL CENTER 40.00	65,525.	10,651.	0.
ERIC W. DAVIS 200 W 57TH STREET, NEW YORK, NY 10019	DIR-RAVS 40.00	72,196.	10,569.	0.
SUSAN HOUGH MONGER 200 W 57TH STREET, NEW YORK, NY 10019	VETERINARIAN 40.00	65,819.	7,645.	0.
KATHERINE B. LISCOMB 200 W 57TH STREET, NEW YORK, NY 10019	VP-ANIMAL CARE CENTE 40.00	112,169.	20,072.	0.
RICHARD H. FARINATO 200 W 57TH STREET, NEW YORK, NY 10019	DIR-BLACK BEAUTY 40.00	69,711.	12,519.	0.
Total number of other employees paid over \$50,000	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NATIONAL OUTDOOR SPORTS 5151 WISCONSIN AVE, NW 4TH FL, WASHINGTON DC 200	DIRECT MAIL CONSULTING SERVIC	83,548.
THE SHARE GROUP, INC 4411 S 40TH ST, SUITE D-6, PHOENIX, AZ 85040	TELEMARKETING	60,570.
Total number of others receiving over \$50,000 for professional services	0	

Part III Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
RICHARD J. RICHMOND 453 CHURCH STREET, WEST BARNSTABLE MA 02668	CUMMAQUID CONSULTANT FEES	63,510.
EO EGAR, DVM. 2607 MARILYN ROAD, PHOENIX, AZ 85032	CLINIC-FIELD VETERINARIAN	56,324.
JENNIFER SCARLETT, DVM 905 FLORIDA STREET, SAN FRANCISCO CA 94110	VETERINARY SERVICES	52,770.
Total number of other contractors receiving over \$50,000 for other services	0	

Schedule A (Form 990 or 990-EZ) 2007 **THE FUND FOR ANIMALS, INC****13-6218740** Page **2****Part III** **Statements About Activities** (See page 2 of the Instructions.)**Yes No**

1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)			
a Sale, exchange, or leasing of property?	2a		X
b Lending of money or other extension of credit?	2b		X
c Furnishing of goods, services, or facilities?	2c		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d		X
e Transfer of any part of its income or assets?	2e		X
3 a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a	X	
b Did the organization have a section 403(b) annuity plan for its employees?	3b		X
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		X
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		X
4 a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a		X
b Did the organization make any taxable distributions under section 4966?	4b		
c Did the organization make a distribution to a donor, donor advisor, or related person?	4c		
d Enter the total number of donor advised funds owned at the end of the tax year		N/A	
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year		N/A	
f Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts			0.
g Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year			0.

Schedule A (Form 990 or 990-EZ) 2007

Schedule A (Form 990 or 990-EZ) 2007 **THE FUND FOR ANIMALS, INC****13-6218740** Page 3**Part IV Reason for Non-Private Foundation Status** (See pages 4 through 8 of the instructions.)I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state **▶**
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 12 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 6 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total ▶					

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2007

Schedule A (Form 990 or 990-EZ) 2007 **THE FUND FOR ANIMALS, INC**

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Part IV **Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	6,388,608.	6,360,608.	6,540,396.	6,514,491.	25,804,103.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	31,458.	82,859.	126,217.	350,557.	591,091.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	120,413.	207,641.	655,238.	681,533.	1,664,825.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	472,305.	58,151.	SEE STATEMENT 13		530,456.
23 Total of lines 15 through 22	7,012,784.	6,709,259.	7,321,851.	7,546,581.	28,590,475.
24 Line 23 minus line 17	6,981,326.	6,626,400.	7,195,634.	7,196,024.	27,999,384.
25 Enter 1% of line 23	70,128.	67,093.	73,219.	75,466.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 559,988.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 4,624.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 27,999,384.
d Add: Amounts from column (e) for lines: 18 1,664,825. 19 22 530,456. 26b 4,624.					26d 2,199,905.
e Public support (line 26c minus line 26d total)					26e 25,799,479.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 92.1430%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A (2006) (2005) (2004) (2003)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A (2006) (2005) (2004) (2003)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					27c N/A
d Add: Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Schedule A (Form 990 or 990-EZ) 2007 **THE FUND FOR ANIMALS, INC**

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Private School Questionnaire (See page 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Schedule A (Form 990 or 990-EZ) 2007

Schedule A (Form 990 or 990-EZ) 2007 **THE FUND FOR ANIMALS, INC**

13-6218740 Page 6

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 of the instructions.)
(To be completed ONLY by an eligible organization that filed Form 5768)

N/A

Check ☒ a ☐ if the organization belongs to an affiliated group.Check ☐ b ☐ if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for all electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is -	The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40		
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 \$1,600,000	\$175,000 plus 10% of the excess over \$1,000,000	41	
Over \$1,600,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,600,000		
Over \$17,000,000	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

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 45 through 50 on page 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 14 of the instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

Yes	No	Amount
		0.

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines c through h.)

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 14 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

(i) Cash

(II) Other assets

b Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

N/A

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

[illegible]

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶

☐ Yes ☒ No

b If "Yes," complete the following schedule:

N/A

[illegible]

** PUBLIC DISCLOSURE COPY **

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions.)**General Rule-**

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

Special Rules-

- ☒ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Page 1 of 1 of Part I

Name of organization

Employer identification number

THE FUND FOR ANIMALS, INC

13-6218740

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 822,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 648,931.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 1,000,020.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 603,367.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990

OTHER EXPENSES

STATEMENT

1

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
PRICES & AWARDS	66.	66.		
CONSULTANT & CONTRACTED SERVICE	474,846.	429,124.	27,042.	18,680.
INVESTMENT EXPENSES & TRUSTEES' FEES	23,232.	17,765.	3,233.	2,234.
INSURANCE	<333.>	<301.>	<19.>	<13.>
REAL ESTATE & PERSONAL PROPERTY TAXES	19,525.	17,645.	1,112.	768.
PROFESSIONAL FEES	252,286.	227,994.	14,367.	9,925.
EDUCATION MATERIAL, PUBLICATION , AND CAMPAIGNS	120,005.	108,450.	6,834.	4,721.
MAILING COSTS	1,298,381.	1,217,279.	81,102.	
TOTAL TO FM 990, LN 43	2,188,008.	2,018,022.	133,671.	36,315.

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990	CASH GRANTS AND ALLOCATIONS TO OTHERS	STATEMENT 2
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CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	AMOUNT
GRANTS ANIMAL COMPASSION NETWORK PO BOX 1704 SKYLAND, NC 28776-1704	719.
GRANTS ANIMAL PROTECTIVE LEAGUE 1001 TAINTOR ROAD SPRINGFIELD, IL 62702	901.
GRANTS ANIMAL WELFARE ASSOCIATION INC PO BOX 575 HOWE, IN 46746-0575	719.
GRANTS ANIMAL WELFARE SOCIETY OF CAMDEN COUNTY PO BOX 475 BLACKWOOD, NJ 08009	854.
GRANTS ANIMALS REQUESTING FRIENDS BENEVOLENT SOCIETY 210 N 3RD BURNT PRAIRIE, IL 62820	719.
GRANTS BALDWIN ANIMAL RESCUE CENTER 306 MAGNOLIA AVENUE FAIRHOPE, AL 36532	731.
GRANTS BARREN RIVER ANIMAL WELFARE ASSOCIATION PO BOX 171 GLASGOW, KY 42141	719.
GRANTS BEST FRIENDS OF BAKER INC PO BOX 185 BAKER CITY, OR 97801	719.
GRANTS BROOKHAVEN ANIMAL RESCUE LEAGUE PO BOX 3477 BROOKHAVEN, MS 39603	756.

THE FUND FOR ANIMALS, INC13-6218740

GRANTS	719.
BRUNSWICK ANIMAL LEAGUE	
3108 OAK DRIVE	
SHALLOTTE, NC 28470	
GRANTS	719.
CALAVERAS HUMANE SOCIETY	
PO BOX 177	
VALLECITO, CA 95251	
GRANTS	10,000.
CAPE COD STRANDING NETWORK INC	
PO BOX 287, 120 MAIN STREET	
BUZZARD'S BAY, MA 02532	
GRANTS	806.
CATS ANGELS, INC. SPCA	
PO BOX 16072	
FERNANDINA BEACH, FL 32035	
GRANTS	1,561.
CENTRAL CALIFORNIA SPCA	
103 S HUGHES AVENUE	
FRESNO, CA 93706	
GRANTS	886.
CHARLOTTESVILLE/ALBEMARLE SPCA	
3355 BERKMAR DRIVE	
CHARLOTTESVILLE, VA 22901	
GRANTS	734.
COMMUNITY ANIMAL RESCUE EFFORT	
PO BOX 1234	
COLUMBUS, IN 47202	
GRANTS	719.
EFFINGHAM COUNTY HUMANE SOCIETY	
53 VILLAGE SQUARE MALL, EFFINGHAM IL 62401	
COLUMBUS, IN 47202	
GRANTS	820.
FAYETTE FRIENDS OF ANIMALS	
223 SEARIGHT-HERBERT ROAD	
UNIONTOWN, PA 15401	
GRANTS	1,129.
FERAL CAT SPAY/NEUTER PROJECT	
11331 ROOSEVELT WAY NE	
SEATTLE, WA 98125-6227	

THE FUND FOR ANIMALS, INC	13-6218740
GRANTS	829.
FOND DU LAC HUMANE SOCIETY	
652 TRIANGLE ROAD	
FOND DU LAC, WI 54935	
 GRANTS	 909.
FRIENDS FOR THE DEARBORN ANIMAL SHELTER	
2661 GREENFIELD	
DEARBORN, MI 48120	
 GRANTS	 744.
FRIENDS OF KEOKUK ANIMAL SERVICES	
PO BOX 1181	
KEOKUK, IA 52632	
 GRANTS	 719.
GREEN MOUNTAIN ANIMAL DEFENDERS	
PO BOX 4577	
BURLINGTON, VT 05406-4577	
 GRANTS	 954.
GUAM ANIMALS IN NEED, INC	
108 HERMAN CORTEZ AVE SIRENA PLAZA SUITE 100	
HAGATNA, GU 96921	
 GRANTS	 744.
HEART OF JACKSON HUMANE SOCIETY INC	
PO BOX 126	
HOLTON, KS 66436-0126	
 GRANTS	 719.
HUMANE ANIMAL TREATMENT SOCIETY (HATS)	
6600 W SHORE DRIVE	
WEIDMAN, MI 48892	
 GRANTS	 886.
HUMANE SOCIETY OF CAMDEN COUNTY	
905 S GROVE BLVD	
KINGSLAND, GA 31548	
 GRANTS	 964.
HUMANE SOCIETY OF CHARLES COUNTY	
PO BOX 1015	
WALDORF, MD 20604-1015	
 GRANTS	 769.
HUMANE SOCIETY OF HARLINGEN	
1106 MARKOWSKY	
HARLINGEN, TX 78550	

THE FUND FOR ANIMALS, INC13-6218740

GRANTS	719.
HUMANE SOCIETY OF KENT COUNTY	
3077 WILSON DRIVE NW	
GRAND RAPIDS, MI 49534	
 GRANTS	 1,191.
HUMANE SOCIETY OF ROME INC	
PO BOX 4572	
ROME, NY 13442	
 GRANTS	 799.
HUMANE SOCIETY OF TULSA	
8988-L S SHERIDAN #284	
TULSA, OK 74133	
 GRANTS	 799.
JURY-DUTY SPAY AND NEUTER PROGRAM	
109 N PALAFOX STREET	
PENSACOLA, FL 32502	
 GRANTS	 879.
KENT COUNTY SPCA	
32 SHELTER CIRCLE	
CAMDEN, DE 19934	
 GRANTS	 719.
KITTITAS COUNTY FRIENDS OF ANIMALS	
1517 SANDERS ROAD	
ELLENSBURG, WA 98926	
 GRANTS	 719.
LANDER PET CONNECTION	
PO BOX 99	
KINNEAR, WY 82516	
 GRANTS	 814.
MCKAMEY ANIMAL CARE & ADOPTION CENTER	
PO BOX 1028	
HIKSON, TN 37343	
 GRANTS	 719.
MENOMINEE ANIMAL SHELTER	
N 184 HAGGERSON CT	
MENOMINEE, MI 49858	
 GRANTS	 1,176.
MERRIMACK RIVER FELINE RESCUE SOCIETY	
63 ELM STREET, ROUTE 110	
SALISBURY, MA 01952	

THE FUND FOR ANIMALS, INC13-6218740

GRANTS	719.
MITCHELL COUNTY ANIMAL RESCUE	
PO BOX 308	
SPRUCE PINE, NC 28777	
GRANTS	886.
NOAH'S ARK ANIMAL FOUNDATION	
PO BOX 748	
FAIRFIELD, IA 52556	
GRANTS	1,466.
PARSIPPANY ANIMAL SUPPORTERS SOCIETY INC	
PO BOX 5077	
PARSIPPANY, NJ 07054-5210	
GRANTS	834.
PARTNERS AMONG CATS & CANINES	
PO BOX 1133	
FRANKLIN, VA 23851	
GRANTS	831.
PET-OVERPOPULATION PREVENTION ADVOCATES	
PO BOX 5721	
BEAVERTON, OR 97006	
GRANTS	961.
PROGRESSIVE ANIMAL WELFARE SOCIETY (PAWS-WA)	
15305 44TH AVENUE WEST	
LYNNWOOD, WA 98037	
GRANTS	1,194.
PURRFECT CAT RESCUE	
PO BOX 7958	
FREMONT, CA 94537	
GRANTS	29,000.
RABBITT SANCTUARY, INC	
833 FAIRVIEW ROAD	
SIMPSONVILLE, SC 29680	
GRANTS	956.
RUTHERFORD COUNTY ANIMAL PROTECTION	
PO BOX 623	
RUTHERFORDTON, NC 28139	
GRANTS	994.
SACRAMENTO AREA ANIMAL COALITION	
PO BOX 188890	
SACRAMENTO, CA 95818	

THE FUND FOR ANIMALS, INC13-6218740

GRANTS	756.
SOUTHERN ALLIANCE ANIMAL WELFARE	
PO BOX 23535	
NASHVILLE, TN 37202	
GRANTS	819.
SPAY/NEUTER YOUR PET	
PO BOX 477	
MEDFORD, OR 97501	
GRANTS	994.
VIRGINIA PARTNERSHIP ANIMAL WELFARE AND SUPPORT	
PO BOX 179	
CHRISTIANSBURG, VA 24068	
GRANTS	896.
W.A.G.S. OF MONROE COUNTY INC	
60035 VAUGH ROAD	
AMORY, MS 38821	
GRANTS	1,601.
WASHINGTON HUMANE SOCIETY	
7319 GEORGIA AVE., NW	
WASHINGTON, DC 20012	
GRANTS	2,000.
WILDLIFE ADVOCACY PROJECT	
1601 CONNECTICUT AVENUE NW, SUITE 700	
WASHINGTON, DC 20009	
TOTAL INCLUDED ON FORM 990, PART II, LINE 22B	<u>86,608.</u>

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT	3
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DESCRIPTION OF PROGRAM SERVICE ONE

THE FFA IS AN AFFILIATE ORGANIZATION OF THE HUMANE SOCIETY OF THE UNITED STATES (HSUS). IT IS RESPONSIBLE FOR THE HSUS'S ANIMAL CARE FACILITIES AND IT ALSO INCLUDES AN ANIMAL PROTECTION LITIGATION SECTION WHICH UNDERTAKES PRECEDENT-SETTING LEGAL CAMPAIGNS IN STATE AND FEDERAL COURTS. THESE DIRECT CARE FACILITIES INCLUDE THE CLEVELAND AMORY BLACK BEAUTY RANCH (TX), THE FUND FOR ANIMALS WILDLIFE CENTER (CA), AND THE CAPE WILDLIFE CENTER (MA).

HUMANE EDUCATION: EDUCATE THE PUBLIC ON ISSUES AND EVENTS AFFECTING ANIMAL RIGHTS AND WELFARE.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A	41,000.	1,903,943.

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT	4
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DESCRIPTION OF PROGRAM SERVICE THREE

RURAL AREA VETERINARY SERVICES (RAVS): RAVS, PART OF THE FUND FOR ANIMALS IN 2007 PROVIDED VETERINARY SERVICES TO POOR COMMUNITIES AROUND THE GLOBE, WHETHER IN BOLIVIA OR BELL COUNTY, KENTUCKY. VOLUNTEER VETERINARY STUDENTS WORK WITH PROFESSIONAL VETS TO PROVIDE NOT ONLY ESSENTIAL SERVICES SUCH AS STERILIZATIONS AND VACCINATIONS, BUT ALSO EDUCATIONAL SERVICES SUCH AS TALKS ON DISEASE PREVENTION AND PET CARE.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE C	45,548.	915,046.

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT	5
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DESCRIPTION OF PROGRAM SERVICE FOUR

CAPE WILDLIFE CENTER: THE MISSION OF THE CAPE WILDLIFE CENTER IS TO PROMOTE AND PROTECT 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 THAT ANNUALLY PROVIDES PROFESSIONAL CARE TO MORE THAN 1,400 INJURED, ILL, AND ORPHANED WILD ANIMALS. VETERINARY STUDENTS AND TECHNICIANS ARE TRAINED AT THIS FACILITY AS WELL.

	GRANTS	EXPENSES	
TO FORM 990, PART III, LINE D		571,404.	

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT	6
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EXPLANATION

THE ALLEVIATION OF FEAR, THE 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.

FORM 990	OTHER PROGRAM SERVICES	STATEMENT	7
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DESCRIPTION OF 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.

TOTAL TO FORM 990, PART III, LINE E

	GRANTS AND ALLOCATIONS	EXPENSES	
		60.	496,577.
TOTAL TO FORM 990, PART III, LINE E		60.	496,577.

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	1,490,541.	0.	1,490,541.
BUILDINGS & AUTO	2,045,194.	1,765,165.	280,029.
FURNITURE & EQUIPMENTS	321,067.	236,046.	85,021.
TOTAL TO FORM 990, PART IV, LN 57	3,856,802.	2,001,211.	1,855,591.

**FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS,
TRUSTEES AND KEY EMPLOYEES STATEMENT 9**

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
MARIAN PROBST 200 WEST 57TH STREET,705 NEW YORK, NY 10019	CHAIR/DIRECTOR 35.00	0.	0. 0.
MIKE MARKARIAN 200 WEST 57TH STREET,705 NEW YORK, NY 10019	PRESIDENT/EXECUTIVE DIRECTOR 40.00	0.	0. 0.
WAYNE PACELLE 200 WEST 57TH STREET,705 NEW YORK, NY 10019	VICE PRESIDENT 1.00	0.	0. 0.
G. THOMAS WAITE III 200 WEST 57TH STREET,705 NEW YORK, NY 10019	TREASURER 1.00	0.	0. 0.
MARY K. BERGE 200 WEST 57TH STREET,705 NEW YORK, NY 10019	ASSISTANT TREASURER 1.00	0.	0. 0.
PATRICK MCDONNELL 200 WEST 57TH STREET,705 NEW YORK, NY 10019	DIRECTOR 1.00	0.	0. 0.
WILLIAM F. MANCUSO 200 WEST 57TH STREET,705 NEW YORK, NY 10019	DIRECTOR 1.00	0.	0. 0.

THE FUND FOR ANIMALS, INC13-6218740

JUDY NEY
200 WEST 57TH STREET, 705
NEW YORK, NY 10019

DIRECTOR
1.00

0. 0. 0.

SHERYL DEMPSEY
200 WEST 57TH STREET, 705
NEW YORK, NY 10019

SECRETARY
1.00

0. 0. 0.

DAVID WEIBERS
200 WEST 57TH STREET, 705
NEW YORK, NY 10019

DIRECTOR
1.00

0. 0. 0.

TOTALS INCLUDED ON FORM 990, PART V-A

0. 0. 0.

THE FUND FOR ANIMALS, INC

13-6218740

FORM 990

PART V-A OFFICER COMPENSATION FROM
RELATED ORGANIZATIONS

STATEMENT 10

OFFICER'S NAME	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
MICHAEL MARKARIAN	170,923.	16,264.	0.
NAME OF RELATED ORGANIZATION		EMPLOYER ID NUMBER	
HUMANE SOCIETY OF THE UNITED STATES		53-0225390	
RELATIONSHIP BETWEEN ORGANIZATIONS			
CONTROLLED BY HSUS			
COMPENSATION DESCRIPTION			
COMPENSATION RECIEVED FOR PERFORMING DUTIES OF EXECUTIVE VP, EXTERNAL AFFAIRS OF THE HUMANE SOCIETY OF THE UNITED STATES.			

OFFICER'S NAME	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
G. THOMAS WAITE, III	180,616.	23,510.	0.
NAME OF RELATED ORGANIZATION		EMPLOYER ID NUMBER	
HUMANE SOCIETY OF THE UNITED STATES		53-0225390	
RELATIONSHIP BETWEEN ORGANIZATIONS			
CONTROLLED BY HSUS			
COMPENSATION DESCRIPTION			
COMPENSATION RECIEVED FOR PERFORMING DUTIES OF TREASURER/CFO OF THE HUMANE SOCIETY OF THE UNITED STATES.			

THE FUND FOR ANIMALS, INC13-6218740

<u>OFFICER'S NAME</u>	<u>COMPENSATION</u>	<u>EMPLOYEE BENEFIT PLAN CONTRIBUTION</u>	<u>EXPENSE ACCOUNT</u>
MARY KATHERINE BERGE	125,369.	23,821.	0.

<u>NAME OF RELATED ORGANIZATION</u>	<u>EMPLOYER ID NUMBER</u>
HUMANE SOCIETY OF THE UNITED STATES	53-0225390

RELATIONSHIP BETWEEN ORGANIZATIONS
 CONTROLLED BY HSUS

COMPENSATION DESCRIPTION
 COMPENSATION RECIEVED FOR PERFORMING DUTIES OF ASSISTANT TREASURER OF THE HUMANE SOCIETY OF THE UNITED STATES.

<u>OFFICER'S NAME</u>	<u>COMPENSATION</u>	<u>EMPLOYEE BENEFIT PLAN CONTRIBUTION</u>	<u>EXPENSE ACCOUNT</u>
MARTA PRADO	134,466.	12,844.	0.

<u>NAME OF RELATED ORGANIZATION</u>	<u>EMPLOYER ID NUMBER</u>
HUMANE SOCIETY INTERNATIONAL, INC	52-1769464

RELATIONSHIP BETWEEN ORGANIZATIONS
 CONTROLLED BY HSUS

COMPENSATION DESCRIPTION
 COMPENSATION RECIEVED FOR PERFORMING DUTIES OF EXECUTIVE DIRECTOR OF THE HUMANE SOCIETY INTERNATIONAL, INC.

OFFICER'S NAME

COMPENSATION

**EMPLOYEE
BENEFIT PLAN EXPENSE
CONTRIBUTION ACCOUNT**

WAYNE PACELLE

215,308.

19,445.

0.

NAME OF RELATED ORGANIZATION

EMPLOYER ID NUMBER

HUMANE SOCIETY OF THE UNITED STATES

53-0225390

RELATIONSHIP BETWEEN ORGANIZATIONS

CONTROLLED BY HSUS

COMPENSATION DESCRIPTION

COMPENSATION RECIEVED FOR PERFORMING DUTIES OF PRESIDENT/CEO OF THE HUMANE SOCIETY OF THE UNITED STATES.

FORM 990

LIST OF STATES RECEIVING COPY OF RETURN
PART VI, LINE 90

STATEMENT 11

STATES

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

SCHEDULE A	EXPLANATION OF QUALIFICATIONS TO RECEIVE PAYMENTS	STATEMENT	12
PART III, LINE 3A			
<p>1. Name of the person or entity receiving the payment: [REDACTED]</p> <p>2. Relationship to the decedent: [REDACTED]</p> <p>3. Date of birth: [REDACTED]</p> <p>4. Date of death: [REDACTED]</p> <p>5. Date of payment: [REDACTED]</p> <p>6. Amount of payment: [REDACTED]</p> <p>7. Description of payment: [REDACTED]</p> <p>8. Source of payment: [REDACTED]</p> <p>9. Other information: [REDACTED]</p>			

AN ANALYSIS AND CALCULATION IS MADE OF ALL REQUESTS FOR FUNDS TO OTHER ORGANIZATIONS. IF THE SOLICITING ORGANIZATION IS IN THE POSITION OF AIDING IN THE FUND'S GOALS, THEN THE MONEY WILL BE GRANTED.

THE FUND FOR ANIMALS, INC

13-6218740

SCHEDULE A	OTHER INCOME			STATEMENT 13
DESCRIPTION	2006 AMOUNT	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT
OTHER INCOME	472,305.	58,151.	0.	0.
TOTAL TO SCHEDULE A, LINE 22	472,305.	58,151.	0.	0.

Form **8868**

(Rev. April 2008)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ 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 ☒ **X**
 - 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	Employer identification number
	THE FUND FOR ANIMALS, INC	13-6218740
File by the due date for filing your return. See instructions.	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 ▶ **THE FUND FOR ANIMALS, INC**

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, 2008**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2007** 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. 4-2008)

Form 8868 (Rev. 4-2008)

Page 2

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- 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. You must file original and one copy.	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer Identification number
	THE FUND FOR ANIMALS, INC		13-6218740
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET, NO. 705		For IRS use only
	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 8870
☐ Form 990-BL
☐ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

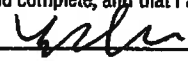
STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **THE FUND FOR ANIMALS, INC**
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 is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2008**.
- 5 For calendar year **2007**, 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 ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION AND FILE AN AND COMPLETE RETURN

8a 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.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, 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 8868.	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  Title **Accountant** Date **8/11/08**

Form 8868 (Rev. 4-2008)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

Defendants.

:
:
:
:
:
:
:
:
:
:
:
:

Case No. 07- 1532 (EGS)

**PLAINTIFF'S OPPOSITION TO SUPPLEMENTAL MOTION OF DEFENDANT
HUMANE SOCIETY OF THE UNITED STATES TO DISMISS PLAINTIFF'S
AMENDED COMPLAINT**

EXHIBIT 3

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

2008Open to Public
Inspection**A** For the 2008 calendar year, or tax year beginning

and ending

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type
See Specific Instructions**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 ▶**I** 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**

		Prior Year	Current Year
Activities & Governance	1 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.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its 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	5
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	128
Revenue	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Expenses	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 VIII, column (A), line 12)	8,667,733.	12,140,695.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	86,608.	271,775.
	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)	1,747,975.	1,573,764.
	16a Professional fundraising fees (Part IX, column (A), line 11a)	83,548.	112,367.
	b Total fundraising expenses (Part IX, column (B), line 25)		
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-14c, 11f-24f)	3,511,603.	2,720,056.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,429,734.	4,677,962.
	19 Revenue less expenses. Subtract line 18 from line 12	3,237,999.	7,462,733.
	20 Total assets (Part X, line 16)	Beginning of Year 7,623,497.	End of Year 14,407,447.
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	799,735.	120,952.
	22 Net assets or fund balances. Subtract line 21 from line 20	6,823,762.	14,286,495.

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

Date

9/9/09

G THOMAS WAITE III
Type or print name and title

Paid Preparer's Use Only

Preparer's signature
Firm's name (or yours if self-employed), address, and ZIP + 4RSM MCGLADREY, INC.
8000 TOWERS CRESCENT DR. STE 500
VIENNA, VA 22182-6205

Date

09/09/09

Check if self-employed ☐

Preparer's identifying number (see instructions)

EIN ▶

Phone no ▶ 703-336-6400

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

☒ Yes ☐ No

832001 12-18-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2008)

SCANNED OCT 13 2009

915-17

16

Form 990 (2008)

THE FUND FOR ANIMALS, INC

13-6218740 Page 2

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))

Form 990 (2008)

THE FUND FOR ANIMALS, INC

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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>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	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>		
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) 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>		
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>		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>		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>		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>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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>	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>		X
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		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>		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>		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>		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>	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>		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		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>	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>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	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>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		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>		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>		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>		X

Form 990 (2008)

Form 990 (2008)

THE FUND FOR ANIMALS, INC

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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>		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>		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>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	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>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>		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>	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>		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>		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>		X

Form 990 (2008)

Form 990 (2008)

THE FUND FOR ANIMALS, INC

13-6218740

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	0	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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	0	
2b	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)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		X
4b	If "Yes," enter the name of the foreign country: <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(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?		X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter: N/A		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter: N/A		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		

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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.

	Yes	No
1a Enter the number of voting members of the governing body		
1b Enter the number of voting members that are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		
9a Does the organization have local chapters, branches, or affiliates?		X
9b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	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?		X
b Other officers or key employees of the organization?		X
Describe the process in Schedule O. (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b 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?		

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 other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
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				0.	181,629.	18,378.
WAYNE PACELLE VICE PRESIDENT	1.00			X				0.	228,981.	22,252.
G. THOMAS WAITE III TREASURER	1.00			X				0.	184,744.	23,356.
MARY K. BERGE ASSISTANT TREASURER	1.00			X				0.	128,106.	23,882.
SHERYL DEMPSEY SECRETARY	1.00			X				0.	49,072.	8,146.
KAY LISCOMB VP, ADMIN & ANIMAL CARE C	40.00					X		0.	115,568.	22,136.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(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 other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total								0.	888,100.	118,150.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization

0

- 3** Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ALANIZ AND SONS 425 N. IRIS ST, MT. PLEASANT, IA 52641	MANUFACTURING AND PRINTING	129,845.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization

1

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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	11,695,346.		
	g	Noncash contributions included in lines 1a-1f \$		64,124.		
	h	Total. Add lines 1a-1f		11,695,346.		
Program Service Revenue	2 a	LITERATURE	Business Code	20.	20.	
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		20.		
Other Revenue	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 Rents	(i) Real (ii) Personal			
	b	Less: rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)				
	7 a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
	b	Less: cost or other basis and sales expenses				
	c	Gain or (loss)		4,100.		4,100.
	d	Net gain or (loss)		4,100.		4,100.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a			
	b	Less: direct expenses	b			
	c	Net income or (loss) from fundraising events				
	9 a	Gross income from gaming activities. See Part IV, line 19	a			
	b	Less: direct expenses	b			
	c	Net income or (loss) from gaming activities				
	10 a	Gross sales of inventory, less returns and allowances	a			
	b	Less: cost of goods sold	b			
c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue			Business Code			
11 a	MISCELLANEOUS INCOME		273,764.		273,764.	
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		273,764.			
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		12,140,695.	20.	0.	445,329.

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 8b, 7b, 8b, 9b, and 10b of Part VII.	(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				
b Legal	266,573.	216,295.	15,059.	35,219.
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17	112,367.			112,367.
f Investment management fees				
g Other	213,704.	170,568.	12,920.	30,216.
12 Advertising and promotion				
13 Office expenses	569,473.	448,428.	36,255.	84,790.
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.

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	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		8	
	9 Prepaid expenses and deferred charges	3,146.	9	
	10a Land, buildings, and equipment: cost basis	3,171,887.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	1,345,372.	1,855,591.	10c 1,826,515.
	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.	
Liabilities	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.
Net Assets or Fund Balances	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	
	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 Total net assets or fund balances	6,823,762.	33	14,286,495.
	34 Total liabilities and net assets/fund balances	7,623,497.	34	14,407,447.

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

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

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

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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)					12	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

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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

OMB No 1545-0047

2008Open to Public
Inspection

▶ 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(h)): 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(h)): 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-

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

Schedule C (Form 990 or 990-EZ) 2008

Schedule C (Form 990 or 990-EZ) 2008 **THE FUND FOR ANIMALS, INC** 13-6218740 Page 2**Part II-A** To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). 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.															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		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.		
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

13-6218740 Page 3

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		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.

	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 Dues, assessments and similar amounts from members	1	
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	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5, and Part II-B, line 1i. 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 8, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008Open 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.

1 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

2 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
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 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.

1a 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.

b 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 ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Schedule D (Form 990) 2008

THE FUND FOR ANIMALS, INC

13-6218740 Page 2

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:

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

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

- 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

(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back

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:

- (i) unrelated organizations
 (ii) related organizations

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

	Yes	No
3a(i)		
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)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		1,490,541.		1,490,541.
b Buildings		1,365,110.	1,221,876.	143,234.
c Leasehold improvements				
d Equipment		176,778.	67,161.	109,617.
e Other		139,458.	56,335.	83,123.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				1,826,515.

Schedule D (Form 990) 2008

(c) Method of valuation:
Cost or end-of-year market value

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

(c) Method of valuation:
Cost or end-of-year market value

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

(b) Book value

470.

6,347,344.

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

6,347,814.

(b) Amount**Total.** (Column (b) should equal Form 990, Part X, col (B) line 25.)

832053
12-23-08

Part XI	Reconciliation of Change in Net Assets from Form 990 to Financial Statements
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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 solicitationse ☐ Solicitation of non-government grantsb ☒ Email solicitationsf ☐ Solicitation of government grantsc ☒ Phone solicitationsg ☐ Special fundraising eventsd ☐ In-person solicitations2 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 custody or control of contributions?		(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		X	1712183.	78,946.	1633237.
THE SHARE GROUP, INC.	TELEPHONE 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

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

13-6218740 Page 2

Part II 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.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts			
	2	Less: Charitable contributions			
	3	Gross revenue (line 1 minus line 2)			
Direct Expenses	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)			

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))	
Revenue	1	Gross revenue				
	2	Cash prizes				
Direct Expenses	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	<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

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

13-6218740 Page 3

13 Indicate the percentage of gaming activity operated in:

a The organization's facility

13a %

b An outside facility

13b %

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

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

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

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.
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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)**Department of the Treasury,
Internal Revenue Service**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.

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

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

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

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.

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

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

- 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?
- b** Any related organization?

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

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

- a** The organization?
- b** Any related organization?

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

Yes No

1b

2

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

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

Schedule J (Form 990) 2008

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	(f) 0.	0.	0.	0.	0.	0.	0.	0.
	(g) 181,629.	0.	0.	0.	14,312.	5,373.	201,314.	0.
	(h) 0.	0.	0.	0.	0.	0.	0.	0.
WAYNE PACELLE	(i) 228,981.	0.	0.	0.	18,044.	5,515.	252,540.	0.
	(j) 0.	0.	0.	0.	0.	0.	0.	0.
	(k) 184,744.	0.	0.	0.	14,558.	10,105.	209,407.	0.
G. THOMAS WAITE III	(l) 0.	0.	0.	0.	0.	0.	0.	0.
	(m) 128,106.	0.	0.	0.	10,095.	15,093.	153,294.	0.
	(n)							
	(o)							
	(p)							
	(q)							
	(r)							
	(s)							
	(t)							
	(u)							
	(v)							
	(w)							
	(x)							
	(y)							
	(z)							
	(aa)							
	(ab)							
	(ac)							
	(ad)							
	(ae)							
	(af)							

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)**Department of the Treasury
Internal Revenue Service**NonCash Contributions**▶ 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
Open to Public
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 1g	(d) Method of determining revenues
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

29

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

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

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

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

b If "Yes," describe in Part II.

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

	Yes	No
30a		X
31		X
32a		X
33		

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

Schedule M (Form 990) 2008

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**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.

OMB No. 1545-0047

2008Open to Public
Inspection

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)Department of the Treasury
Internal Revenue Service**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.

OMB No. 1545-0047

2008Open to Public
Inspection

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

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

Schedule O (Form 990) 2008

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**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.

OMB No. 1545-0047

2008Open to Public
Inspection

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.

Part III Identification of Related Organizations Taxable as a Partnership

[illegible]

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

[illegible]

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)**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	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **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 ☒ **X**
 - 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 (8 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	Employer identification number
	THE FUND FOR ANIMALS, INC	13-6218740
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET, NO. 705	
File by the due date for filing your return See instructions	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 FUND FOR ANIMALS, INC

- 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 8868 (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 ☒ **X**
 Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
 • 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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	THE FUND FOR ANIMALS, INC		13-6218740
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET, NO. 705		For IRS use only
	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 8870
☐ Form 990-BL ☐ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FUND FOR ANIMALS, INC

• 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 ☐ **X**
 • 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**.
 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 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, 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 8868.	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 **12** Title **Accountant** Date **7/9/09**
 Form 8868 (Rev. 4-2009)

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

Defendants.

:
:
:
:
:
:
:
:
:
:
:
:

Case No. 07- 1532 (EGS)

**PLAINTIFF'S OPPOSITION TO SUPPLEMENTAL MOTION OF DEFENDANT
HUMANE SOCIETY OF THE UNITED STATES TO DISMISS PLAINTIFF'S
AMENDED COMPLAINT**

EXHIBIT 4

** PUBLIC DISCLOSURE COPY **

Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

2009Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning

and ending

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please use IRS label or print or type.
See Specific Instructions.**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: **MICHAEL MARKARIAN****SAME AS C ABOVE****D** Employer identification number**13-6218740****E** Telephone number**212-246-2096****G** Gross receipts \$ **7,407,339.****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 ▶**I** Tax-exempt status: ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.FUNDFORANIMALS.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1967** **M** State of legal domicile: **NY****Part I Summary**

Activities & Governance	1	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.		
	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	5
	5	Total number of employees (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	145
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 11,695,346.	Current Year 7,106,859.
	9	Program service revenue (Part VIII, line 2g)	20.	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	113,300.	20,409.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	332,029.	277,643.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,140,695.	7,404,911.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	271,775.	39,000.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		
Expenses	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,573,764.	1,791,803.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	112,367.	99,067.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 567,206.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,720,056.	3,193,395.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,677,962.	5,123,265.
	19	Revenue less expenses. Subtract line 18 from line 12	7,462,733.	2,281,646.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 14,407,447.
21		Total liabilities (Part X, line 26)	120,952.	87,733.
22		Net assets or fund balances. Subtract line 21 from line 20	14,286,495.	16,568,141.

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

Date

8/26/10

G THOMAS WAITE III, TREASURER

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

Date

8/25/10

Check if self-employed ☐

Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4

RSM MCGLADREY, INC.**8000 TOWERS CRESCENT DR. STE 500****VIENNA, VA 22182-6205**

EIN ▶

Phone no. ▶ **703-336-6400**

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

☒ Yes ☐ No

932001 02-04-10

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

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Part III Statement of Program Service Accomplishments

- 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 \$ 1,832,930. including grants of \$ 39,000.) (Revenue \$)
HUMANE EDUCATION - EDUCATE THE PUBLIC ON ISSUES AND EVENTS AFFECTING ANIMAL RIGHTS AND WELFARE.
-HAVE AN IMPACT ON THE COMMUNITY BEYOND JUST THE ANIMALS WE CARE FOR BY ENGAGING THE PUBLIC AND MOVING THEM TO TAKE ACTION FOR ANIMALS.
-PROFESSIONAL EDUCATION FOR VETERINARY AND VETERINARY TECHNICIAN STUDENTS AND POST GRADUATES.
-USE OUR ANIMAL CARE CENTERS AS LIVING SEMINARS ON CURRENT ENVIRONMENTAL CONCERNS WHICH ARE AFFECTED BY INDIVIDUAL ACTIONS AND CHOICES. WE NOT ONLY PROVIDE A HEALTHY ENVIRONMENT TO WOUNDED AND/OR ABUSED ANIMALS, WE DRAW ATTENTION TO WHAT HAPPENS WHEN POLICY MAKERS MAKE BAD DECISIONS.
- 4b (Code:) (Expenses \$ 1,445,568. including grants of \$) (Revenue \$)
CLEVELAND AMORY BLACK BEAUTY RANCH IN MURCHISON, TX, IS A 1300 ACRE REFUGE WITH AN ANIMAL POPULATION OF APPROXIMATELY 1300 ANIMALS YEAR ROUND, REPRESENTING 51 SPECIES. ANIMALS INCLUDE EXOTICS AS WELL AS DOMESTIC, RANGING FROM HORSES AND BURROS, CATTLE AND BUFFALO, DEER, PIGS, TORTOISE, KANGAROO, CHIMPANZEES, AND OTHER PRIMATE SPECIES. THIS IS A PLACE WHERE ANIMALS WALK THROUGH THE DOOR AND ARE NEVER VULNERABLE TO ABUSE OR EXPLOITATION AGAIN. IN 2009, THE RANCH ALSO BECAME THE SITE OF THE DORIS DAY HORSE RESCUE AND ADOPTION CENTER, WHERE CUTTING-EDGE METHODS OF CARE AND REHABILITATION WILL BE USED TO HELP RESCUED HORSES FIND FOREVER HOMES.
- 4c (Code:) (Expenses \$ 515,290. including grants of \$) (Revenue \$)
CAPE WILDLIFE CENTER IN CAPE COD, MA IS A FIVE ACRE FACILITY DESIGNED AS A MODEL REHABILITATION PROGRAM OF BOTH NATIVE AND TRANSITORY WILDLIFE. THE CAPE WILDLIFE CENTER IS AN INTEGRAL PART OF THE COMMUNITY, ADVISING PEOPLE ON HUMANE SOLUTIONS TO HUMAN WILDLIFE CONFLICTS-WHILE SUPPORTING PUBLIC POLICIES THAT BENEFIT WILD ANIMALS AND THEIR HABITATS. THE CENTER'S OUTSTANDING EXTERNSHIP PROGRAM DRAWS UNDERGRADUATE, VETERINARY, AND VETERINARY TECHNICIAN STUDENTS FROM ACROSS THE U.S. AND ABROAD. IN 2009, MORE THAN 1700 ANIMALS WERE TOUCHED THROUGH THIS PROGRAM.
- 4d Other program services. (Describe in Schedule O.)
 (Expenses \$ 471,960. including grants of \$) (Revenue \$)
- 4e Total program service expenses \$ 4,265,748.

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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)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		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? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.		
• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.		X
12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	Yes X	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		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 United States? If "Yes," complete Schedule F, Part I		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? If "Yes," complete Schedule F, Part II		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? If "Yes," complete Schedule F, Part III		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		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? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	0	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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	0	
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		X
4b	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?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	N/A	
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?	N/A	
9b	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12	N/A	
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders	N/A	
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.**Section A. Governing Body and Management**

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

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

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	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		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b 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?		

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, LA, CO, CT, FL, GA, HI, IL**

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: **G. 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. Report compensation for the calendar year ending with or within the organization's tax year. 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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's current key employees. See instructions for definition of "key employee."

• 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 current officer, director, or trustee.

(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 other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
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 O. WIEBERS, M.D. DIRECTOR	1.00	X						0.	0.	0.
MICHAEL MARKARIAN PRESIDENT	1.00			X				0.	189,223.	16,410.
WAYNE PACELLE VICE PRESIDENT	1.00			X				0.	234,026.	34,360.
G. THOMAS WAITE III TREASURER	1.00			X				0.	188,972.	60,854.
GWEN CRANE ASSISTANT TREASURER	1.00			X				0.	97,020.	14,381.
MARY K. BERGE ASSISTANT TREASURER	1.00			X				0.	79,232.	13,864.
SHERYL DEMPSEY SECRETARY	1.00			X				0.	57,844.	15,805.
MELISSA RUBIN VP, ANIMAL CARE	40.00					X		116,447.	0.	20,900.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(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 other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total								116,447.	846,317.	176,574.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
MEYER GLITZENSTEIN & CRYSTAL, 1601 CONNECTICUT AVE, NW, WASHINGTON, DC 20009	LEGAL SERVICES	113,588.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

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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	7,384.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	7,099,475.				
	g Noncash contributions included in lines 1a-1f: \$		14,403.				
	h Total. Add lines 1a-1f		7,106,859.				
Program Service Revenue	Business Code						
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			20,409.			20,409.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			244,319.			244,319.
	6 a Gross Rents	(i) Real (ii) Personal					
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ 7,384. of contributions reported on line 1c). See Part IV, line 18	a	8,803.				
	b Less: direct expenses	b	2,428.				
	c Net income or (loss) from fundraising events		6,375.			6,375.	
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a LIST RENTAL	511140	26,130.			26,130.		
b MISCELLANEOUS INCOME	900099	819.			819.		
c							
d All other revenue							
e Total. Add lines 11a-11d		26,949.					
12 Total revenue. See instructions.		7,404,911.	0.	0.	298,052.		

Form 990 (2009)

THE FUND FOR ANIMALS, INC

13-6218740 Page 10

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	39,000.	39,000.		
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	1,421,913.	1,204,044.	73,551.	144,318.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	154,597.	130,909.	7,997.	15,691.
9 Other employee benefits	111,880.	94,738.	5,787.	11,355.
10 Payroll taxes	103,413.	87,568.	5,349.	10,496.
11 Fees for services (non-employees):				
a Management				
b Legal	149,619.	131,265.	8,019.	10,335.
c Accounting	2,850.	2,500.	153.	197.
d Lobbying				
e Professional fundraising services. See Part IV, line 17	99,067.			99,067.
f Investment management fees	41,008.	30,969.	4,386.	5,653.
g Other	471,862.	411,887.	26,203.	33,772.
12 Advertising and promotion				
13 Office expenses	702,809.	616,597.	37,666.	48,546.
14 Information technology				
15 Royalties				
16 Occupancy	543,937.	477,214.	29,151.	37,572.
17 Travel	181,493.	159,230.	9,727.	12,536.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	160,062.	140,428.	8,578.	11,056.
23 Insurance				
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 DIRECT RESPONSE COSTS	869,115.	675,294.	69,828.	123,993.
b OTHER TAXES	73,068.	64,105.	3,916.	5,047.
c FUND. EXP ON LINE 8B	<2,428.>			<2,428.>
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	5,123,265.	4,265,748.	290,311.	567,206.
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				
	1,210,202.	661,374.	36,306.	512,522.

Form 990 (2009)

THE FUND FOR ANIMALS, INC

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	300.
	2 Savings and temporary cash investments	178,280.	2	326,489.
	3 Pledges and grants receivable, net	5,615,424.	3	145,263.
	4 Accounts receivable, net	439,414.	4	566,634.
	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)) 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		8	
	9 Prepaid expenses and deferred charges		9	645.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,629,429.		
	b Less: accumulated depreciation	10b 1,485,800.	1,826,515.	10c 2,143,629.
	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	6,347,814.	15	13,472,914.
16 Total assets. Add lines 1 through 15 (must equal line 34)	14,407,447.	16	16,655,874.	
Liabilities	17 Accounts payable and accrued expenses	120,952.	17	87,733.
	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. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	120,952.	26	87,733.
Net Assets or Fund Balances	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	14,286,495.	27	16,030,270.
	28 Temporarily restricted net assets		28	537,871.
	29 Permanently restricted net assets		29	
	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 Total net assets or fund balances	14,286,495.	33	16,568,141.
34 Total liabilities and net assets/fund balances	14,407,447.	34	16,655,874.	

Form 990 (2009)

Form 990 (2009)

THE FUND FOR ANIMALS, INC

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Part XI Financial Statements and Reporting

	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?	X	
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 consolidated basis, separate 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 (2009)

Schedule A (Form 990 or 990-EZ) 2009 **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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6360608.	6388608.	8074894.	11695346.	7106859.	39626315.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	6360608.	6388608.	8074894.	11695346.	7106859.	39626315.
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)						5891778.
6 Public support. Subtract line 5 from line 4.						33734537.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	6360608.	6388608.	8074894.	11695346.	7106859.	39626315.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	207,641.	120,413.	212,076.	167,465.	290,858.	998,453.
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.	819.	1173745.
11 Total support. Add lines 7 through 10						41798513.
12 Gross receipts from related activities, etc. (see instructions)					12	135,197.
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 2009 (line 6, column (f) divided by line 11, column (f))	14	80.71 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	80.68 %
16a 33 1/3% support test - 2009. 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 - 2008. 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 - 2009. 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 - 2008. 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) 2009

Schedule A (Form 990 or 990-EZ) 2009

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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. 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 ☐

b 33 1/3% support tests - 2008. 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 ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Schedule A (Form 990 or 990-EZ) 2009

OTHER INCOME FROM EXEMPT ACTIVITIES

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

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

OMB No. 1545-0047

2009

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules**☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Page 1 of 2 of Part I

Name of organization

Employer identification number

THE FUND FOR ANIMALS, INC

13-6218740

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 146,667.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 245,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 276,992.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 404,130.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 689,635.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Page 2 of 2 of Part I

Name of organization

Employer identification number

THE FUND FOR ANIMALS, INC

13-6218740

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7		\$ 180,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

OMB No. 1545-0047

2009Open to Public
Inspection

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

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(h)): 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(h)): 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 Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

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 Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

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 exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$

4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were 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-

For Privacy Act and Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2009

LHA

Schedule C (Form 990 or 990-EZ) 2009 **THE FUND FOR ANIMALS, INC**

13-6218740 Page 2

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

- A Check ☐ if the filing organization belongs to an affiliated group.
- B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
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.															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		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.		
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. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2009

Schedule C (Form 990 or 990-EZ) 2009 **THE FUND FOR ANIMALS, INC** 13-6218740 Page 3**Part II-B** Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		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		10,000.
g Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities? If "Yes," describe in Part IV		X	
j Total. Add lines 1c through 1i			10,000.
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 Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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

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

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

Part IV Supplemental Information

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

PART II-B, LINE 1(I), OTHER LOBBYING ACTIVITIES:**PROMOTE LEGISLATION TO PREVENT CRUEL FACTORY FARMING PRACTICES.**

Schedule D

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009Open 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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 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.

1a 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.

b 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 ▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

Schedule D (Form 990) 2009

THE FUND FOR ANIMALS, INC

13-6218740 Page 2

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

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

- a ☐ Public exhibition d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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 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 the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and 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:

(i) unrelated organizations

(ii) related organizations

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

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

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)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,490,541.		1,490,541.
b Buildings		1,757,174.	1,298,364.	458,810.
c Leasehold improvements				
d Equipment		170,408.	80,326.	90,082.
e Other		211,306.	107,110.	104,196.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,143,629.

Schedule D (Form 990) 2009

Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶**Total. (Col (b) must equal Form 990, Part X, col (B) line 13.)** ▶**Total.** (Column (b) must equal Form 990, Part X, col (B) line 15.)

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

Schedule D (Form 990) 2009

Schedule D (Form 990) 2009

THE FUND FOR ANIMALS, INC

13-6218740 Page 4

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,404,911.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,123,265.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,281,646.
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 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,281,646.

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	7,424,406.
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	17,067.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	17,067.
3	Subtract line 2e from line 1	3	7,407,339.
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	<2,428.>
c	Add lines 4a and 4b	4c	<2,428.>
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	7,404,911.

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

1	Total expenses and losses per audited financial statements	1	5,142,760.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	17,067.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	17,067.
3	Subtract line 2e from line 1	3	5,125,693.
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	<2,428.>
c	Add lines 4a and 4b	4c	<2,428.>
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	5,123,265.

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, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES REPORTED ON PART VIII LINE 8B: -2428.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES REPORTED ON PART VIII LINE 8B: -2428.

SCHEDULE G
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information Regarding
Fundraising or Gaming Activities**

► Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2009Open 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. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☒ Mail solicitations e ☐ Solicitation of non-government grants
b ☒ Internet and email solicitations f ☐ Solicitation of government grants
c ☒ Phone solicitations g ☒ Special fundraising events
d ☒ In-person solicitations

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.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(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		X	1,595,993.	77,170.	1,518,823.
THE SHARE GROUP, INC.	TELE FR TO OBTAIN MULTI YR REVENUE		X	35,678.	21,899.	13,779.
Total				1,631,671.	99,069.	1,532,602.

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

Schedule G (Form 990 or 990-EZ) 2009 **THE FUND FOR ANIMALS, INC**

13-6218740 Page 2

Part II 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.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		GOLF TOURNAMENT (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	16,187.			16,187.
	2 Less: Charitable contributions	7,384.			7,384.
	3 Gross income (line 1 minus line 2)	8,803.			8,803.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	2,428.			2,428.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(2,428)
	11 Net income summary. Combine line 3, column (d), and line 10				6,375.

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

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

	Yes	No
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?	9a	
b If "No," explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
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?	12	

Schedule G (Form 990 or 990-EZ) 2009 **THE FUND FOR ANIMALS, INC****13-6218740** Page **3****13** Indicate the percentage of gaming activity operated in:

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

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

Name ►

Address ►

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**

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

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

Name ►

Address ►

16 Gaming manager information:

Name ►

Gaming manager compensation ► \$

Description of services provided ►

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$

Schedule G (Form 990 or 990-EZ) 2009

**SCHEDULE I
(Form 990)**Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2009Open 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" to 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
OHTOANS FOR HUMANE FARMS 1799 W 5TH AVE #318 COLUMBUS, OH 43212	27-1083586	501(C)(4)	10,000.	0.			CITIZENS BACKED BALLOT INITIATIVE.
RABBIT SANCTUARY INC 833 FAIRVIEW ROAD SIMPSONVILLE, SC 29680	20-5315478	501(C)(4)	29,000.	0.			RABBIT SHELTER.

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

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

Schedule I (Form 990) 2009

THE FUND FOR ANIMALS, INC
Schedule I (Form 990) 2009
13-6218740
Page 2

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and 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)**Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740**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 any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the 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, with respect to the filing
organization or a related organization:**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

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

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:**a** The organization?**b** Any related organization?

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

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

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

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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Schedule J (Form 990) 2009

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.

[illegible]

Schedule J (Form 990) 2009

**SCHEDULE M
(Form 990)****Noncash Contributions**

OMB No. 1545-0047

2009Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

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 1g	(d) Method of determining revenues
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	2	48.	FMV
20 Drugs and medical supplies	X	1	50.	FMV
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>ARCHITECTURAL</u>)	X	1	17,067.	FMV
26 Other ► (<u>ANIMAL SUPPLI</u>)	X	14	10,435.	FMV
27 Other ► (<u>EQUIPMENT</u>)	X	2	3,000.	FMV
28 Other ► (<u>OFFICE SUPPLI</u>)	X	3	870.	FMV

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

29

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

	Yes	No
30a		X
31		X
32a		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?

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

b If "Yes," describe in Part II.

33 If the organization did not report 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) 2009

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

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

THE FUND FOR ANIMALS WILDLIFE CENTER, BASED IN SOUTHERN CALIFORNIA, IS A 15 ACRE FACILITY DESIGNED FOR REHABILITATION OF NATIVE WILDLIFE. THE CENTER FOCUSES PRIMARILY ON PREDATOR REHABILITATION AND RELEASE SUCH AS MOUNTAIN LIONS, COYOTES, BOBCATS, EAGLES, HAWKS, AND OWLS; IN 2009 APPROXIMATELY 400 ANIMALS WERE RESCUED. NEARLY 50 ANIMALS RESCUED FROM THE EXOTIC PET TRADE AND CRUELTY CASES HAVE ALSO FOUND PERMANENT HOMES AT THE CENTER INCLUDING AN AFRICAN LION, PYGMY HIPPO, MOUNTAIN LION, ALL OF WHOM ONCE SUFFERED IN THE HANDS OF PRIVATE OWNERS. IN ADDITION THIS CENTER SERVES AS HOME TO A LIMITED NUMBER OF NON-RELEASABLE EXOTICS AND WILDLIFE.

EXPENSES \$ 471960. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

PLEASE NOTE THAT THIS FORM 990 IS TO REPORT ON THE ENTITY INCORPORATED AS THE FUND FOR ANIMALS, INC. THE FUND FOR ANIMALS, INC IS A SEPARATELY INCORPORATED 501(C)(3) AFFILIATE OF THE HUMANE SOCIETY OF THE UNITED STATES AND AFFILIATES. INTERESTED PERSONS MAY GO TO WWW.HUMANESOCIETY.ORG TO READ THE HUMANE SOCIETY OF THE UNITED STATES AND AFFILIATES' CONSOLIDATED ANNUAL REPORT.

FORM 990, PART VI, SECTION A, LINE 2: OFFICERS MARKARIAN, PACELLE, WAITE, BERGE, CRANE, AND DEMPSEY 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.

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

FORM 990, PART VI, SECTION A, LINE 7B: THE BOARD OF THE FUND FOR ANIMALS' PARENT ORGANIZATION, THE HUMANE SOCIETY OF THE UNITED STATES, APPROVES OR CONFIRMS THE ELECTION OF FFA BOARD MEMBERS AND OFFICERS.

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

FORM 990, PART VI, SECTION B, LINE 11: 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 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 CONFLICTS OF INTEREST AND QUESTIONS RAISED BY STAFF OR BOARD MEMBERS.

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number
13-6218740FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:AK,AL,AR,AZ,CA,LA,CO,CT,FL,GA,HI,IL,KS,KY,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
OFFICE IN GAITHERSBURG, MARYLAND. THE FFA MAKES COPIES OF THE THREE MOST
RECENTLY-FILED FORMS 990 AVAILABLE TO THE PUBLIC ON ITS WEBSITE AT
WWW.FUNDFORANIMALS.ORG AND UPON REQUEST BOTH BY MAIL AND IN PERSON AT FFA'S
HEADQUARTERS OFFICE IN NEW YORK CITY, AND AT ITS OFFICE IN GAITHERSBURG,
MARYLAND. THE CONFLICT OF INTEREST POLICY HAS NOT BEEN MADE AVAILABLE TO
THE GENERAL PUBLIC.

FORM 990, PART XI, LINE 2CTHE PROCESS HAS BEEN CONSISTENT WITH PRIOR YEARS.FORM 990, SCHEDULE MDONATED SERVICE DISCLOSUREFORM 990 INSTRUCTIONS DO NOT REQUIRE DONATED SERVICES TO BE REPORTED ON

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

Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

THE FUND FOR ANIMALS, INC

Employer identification number

13-6218740

FORM 990 AND SCHEDULE M. HOWEVER, IN ORDER TO INCREASE TRANSPARENCY
AND PROVIDE THE USERS OF THE FORM WITH COMPLETE INFORMATION ABOUT THE
ORGANIZATION'S ACTIVITIES, MANAGEMENT HAS CHOSEN TO LIST THE DONATED
SERVICES IN DETAIL ON SCHEDULE M OF FFA'S FORM 990 ALONG WITH NONCASH
CONTRIBUTIONS. THE AMOUNTS REFLECT THE FAIR MARKET VALUE OF IN-KIND
SERVICES REPORTED.

SCHEDULE R (Form 990) Department of the Treasury Internal Revenue Service	Related Organizations and Unrelated Partnerships ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. ▶ Attach to Form 990. ▶ See separate instructions.	OMB No. 1545-0047 2009 Open to Public Inspection
Name of the organization THE FUND FOR ANIMALS, INC		Employer identification number 13-6218740

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(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 (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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) 2009

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

[illegible]

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

[illegible]

Schedule R (Form 990) 2009 **THE FUND FOR ANIMALS, INC**

13-6218740

Page 3

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to other organization(s)		<input checked="" type="checkbox"/>
c Gift, grant, or capital contribution from other organization(s)		<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for other organization(s)		<input checked="" type="checkbox"/>
e Loans or loan guarantees by other organization(s)		<input checked="" type="checkbox"/>
f Sale of assets to other organization(s)		<input checked="" type="checkbox"/>
g Purchase of assets from other organization(s)		<input checked="" type="checkbox"/>
h Exchange of assets		<input checked="" type="checkbox"/>
i Lease of facilities, equipment, or other assets to other organization(s)		<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets from other organization(s)		<input checked="" type="checkbox"/>
k Performance of services or membership or fundraising solicitations for other organization(s)		<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations by other organization(s)		<input checked="" type="checkbox"/>
m Sharing of facilities, equipment, mailing lists, or other assets		<input checked="" type="checkbox"/>
n Sharing of paid employees		<input checked="" type="checkbox"/>
o Reimbursement paid to other organization for expenses		<input checked="" type="checkbox"/>
p Reimbursement paid by other organization for expenses		<input checked="" type="checkbox"/>
q Other transfer of cash or property to other organization(s)		<input checked="" type="checkbox"/>
r Other transfer of cash or property from other organization(s)		<input checked="" type="checkbox"/>

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-f)	(c) Amount involved
(1) HUMANE SOCIETY OF THE UNITED STATES		P	4,373,432.
(2) HUMANE SOCIETY OF THE UNITED STATES		Q	11,499,000.
(3)			
(4)			
(5)			
(6)			

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

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

[illegible]

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ 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 ☒ **X**
- 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	Employer identification number
	THE FUND FOR ANIMALS, INC	13-6218740
File by the due date for filing your return. See instructions.	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 |

C. THOMAS WAITE, III

- The books are in the care of ▶ **700 PROFESSIONAL DRIVE - GAITHERSBURG, MD 20879**
- Telephone No. ▶ **202-452-1100** 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, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2009** 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 8868 (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 ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE FUND FOR ANIMALS, INC	Employer identification number 13-6218740
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET, NO. 705	For IRS use only
	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 8870
- ☐ Form 990-BL ☐ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**G. THOMAS WAITE, III**

- The books are in the care of **700 PROFESSIONAL DRIVE - GAITHERSBURG, MD 20879**

Telephone No. **202-452-1100**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 is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**5 For calendar year **2009**, 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 A COMPLETE AND ACCURATE TAX RETURN.

8a 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.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, 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 8868.	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  Title **Accountant** Date **8/21/10**

Form 8868 (Rev. 4-2009)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

FELD ENTERTAINMENT, INC.

Plaintiff,

v.

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

Defendants.

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Case No. 07- 1532 (EGS)

ORDER

This matter came before the court upon the supplemental motion of defendant to dismiss the plaintiff's First Amended Complaint. (DE 55). Upon consideration of the motion and memorandum in support, the opposition and the reply, and the entire record herein, it is hereby

ORDERED that the motion is **DENIED**.

SO ORDERED.

**Signed: Emmet G. Sullivan
 United States District Judge
 April __, 2011**