

Return of Organization Exempt From Income Tax

2000

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

A For the 2000 calendar year, OR tax year period beginning 2000, and ending

B Check if applicable: Change of address, Change of name, Initial return, Final return, Amend return. C Name of organization: THE FUND FOR ANIMALS, INC. D Employer identification number: 13-6218740 E Telephone number: (212) 246-2096

G Organization type (check only one): X 501(c)(3) 527 OR 4947(a)(1). Note: (H and I are not applicable to section 527 orgs) H(a) Is this a group return for affiliates? Yes [] No [X]

J Accounting method: Cash [] Accrual [X] Other (specify) []. K Check here [] if the organization's gross receipts are normally not more than \$25,000. L Check this box if the organization is not required to attach Schedule B (Form 990 or 990-EZ) []

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 16.)

Table with 21 rows and 4 columns: Line number, Description, Amount, and Total. Includes sections for Revenue (lines 1-12), Expenses (lines 13-17), and Net Assets (lines 18-21). Total revenue is 6,890,478. Total expenses is 5,386,201. Net assets at end of year is 17,645,067.

For Paperwork Reduction Act Notice, see page 1 of the separate instructions.

Handwritten mark resembling the number '9'.

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 Specific Instructions on page 20.)

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) (cash \$ <u>793,563.</u> noncash \$ _____)	793,563.	793,563.	STMT 4	
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	43,000.		43,000.	
26	Other salaries and wages	573,832.	496,085.	54,283.	23,464.
27	Pension plan contributions				
28	Other employee benefits	120,263.	72,158.	48,105.	
29	Payroll taxes	46,345.	36,113.	8,368.	1,864.
30	Professional fundraising fees				
31	Accounting fees	68,800.		68,800.	
32	Legal fees	193,690.	130,488.	63,202.	
33	Supplies	191,182.	150,473.	33,025.	7,684.
34	Telephone	69,828.	57,747.	10,177.	1,904.
35	Postage and shipping	229,528.	116,540.	9,302.	103,686.
36	Occupancy	254,499.	184,070.	65,427.	5,002.
37	Equipment rental and maintenance	15,422.	8,950.	5,797.	675.
38	Printing and publications				
39	Travel	80,410.	69,033.	8,473.	2,904.
40	Conferences, conventions, and meetings				
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)	190,306.	157,512.	32,794.	
43	Other expenses (itemize): a STMT 8	2,515,533.	2,052,759.	142,778.	319,996.
b					
c					
d					
e					
44	Total functional expenses (add lines 22 through 43. Organizations completing columns (B)-(D) carry these totals to lines 13-15.)	5,386,201.	4,325,491.	593,531.	467,179.

Reporting of Joint Costs. Did you report in column (B) (Program services) any joint costs from a combined educational campaign and fundraising solicitation? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ 805,702.; (ii) the amount allocated to Program services \$ 463,873.; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ 341,829.

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 23.)

What is the organization's primary exempt purpose? ► SEE FOOTNOTE	Program Service Expenses (Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts, but optional for others.)
a SEE STATEMENT 9	
(Grants and allocations \$ _____)	2,543,896.
b HUMANE EDUCATION - EDUCATE THE PUBLIC ON ISSUES AND EVENTS AFFECTING ANIMAL RIGHTS AND WELFARE.	
(Grants and allocations \$ _____)	1,208,289.
c LEGISLATIVE - LOBBYING FOR HUMANE ANIMAL LITIGATION AND AGAINST LAWS WHICH SUBJECT ANIMALS TO MISTREATMENT.	
(Grants and allocations \$ _____)	573,306.
d	
(Grants and allocations \$ _____)	
e Other program services (attach schedule) (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B) Program services) ►	4,325,491.

Part IV Balance Sheets (See Specific Instructions on page 23.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.		(A)		(B)		
		Beginning of year		End of year		
Assets	45	Cash - non-interest-bearing	709.	45	600.	
	46	Savings and temporary cash investments	1,096,949.	46	1,703,653.	
	47a	Accounts receivable	47a			
	b	Less: allowance for doubtful accounts	47b	47c		
	48a	Pledges receivable	48a			
	b	Less: allowance for doubtful accounts	48b	48c		
	49	Grants receivable		49		
	50	Receivables from officers, directors, trustees, and key employees (attach schedule)		50		
	51a	Other notes and loans receivable (attach schedule)	51a			
	b	Less: allowance for doubtful accounts	51b	51c		
	52	Inventories for sale or use		52		
	53	Prepaid expenses and deferred charges	SEE STATEMENT 10	42,778.	53	53,887.
	54	Investments - securities (attach schedule)	STMT. 1 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	12,714,948.	54	13,554,777.
	Liabilities	55a	Investments - land, buildings, and equipment: basis	55a		
b		Less: accumulated depreciation (attach schedule)	55b	55c		
56		Investments - other (attach schedule)		56		
57a		Land, buildings, and equipment: basis	57a	3,371,194.		
b		Less: accumulated depreciation (attach schedule)	57b	1,195,534.		
58		Other assets (describe ► SEE STATEMENT 12)	258,643.	58	269,099.	
59		Total assets (add lines 45 through 58) (must equal line 74)	16,270,698.	59	17,757,676.	
60		Accounts payable and accrued expenses	51,478.	60	112,609.	
61		Grants payable		61		
62		Deferred revenue		62		
Liabilities	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 ►)		65		
	66	Total liabilities (add lines 60 through 65)	51,478.	66	112,609.	
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	16,219,220.	67	17,645,067.	
	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)	16,219,220.	73	17,645,067.	
	74	Total liabilities and net assets/fund balances (add lines 66 and 73)	16,270,698.	74	17,757,676.	

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.

Part VI Other Information (See Specific Instructions on page 26.)

	Yes	No
76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b If "Yes," enter the name of the organization _____ and check whether it is <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt		
81a Enter the amount of political expenditures, direct or indirect, as described in the instructions for line 81	81a	NONE
b Did the organization file Form 1120-POL for this year?	81b	N/A
82a 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 for reporting in Part III.)	82b	
83a 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 quid pro quo contributions?	83b	X
84a 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
85 501(c)(4), (5), or (6) organizations. a 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 in 85f?	85g	N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount in 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) orgs. 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) orgs. 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 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	88	X
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911 <u>38,499.</u> ; section 4912 <u>NONE</u> ; section 4955 <u>NONE</u>		
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	89b	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
90a List the states with which a copy of this return is filed <u>SEE STATEMENT 17</u>		
b Number of employees employed in the pay period that includes March 12, 2000 (See inst)	90b	45
91 The books are in care of <u>THE FUND FOR ANIMALS, INC</u> Telephone no <u>212-246-2096</u> Located at <u>200 WEST 57TH STREET, NEW YORK, NY</u> ZIP code <u>10019</u>		
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/> 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 Specific Instructions on page 30.)

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 SALES					53,781.
b					
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	599,780.	
96 Dividends and interest from securities			14	32,526.	
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			14	3,027.	
100 Gain or (loss) from sales of assets other than inventory			18	129,587.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				764,920.	53,781.
105 Total (add line 104, columns (B), (D), and (E))					818,701.

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 Specific Instructions on page 31.)

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.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 31.)

(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
	0%			
	0%			
	0%			
	0%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 31.)

- (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)

Please Sign Here

Under penalty 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. (Important: See General Instruction W on page 14.)

[Signature] Date: 5/13/01

MARIAN KESSI, PRESIDENT Type or print name and title

LLP

Date: 6/13/01

Check if self-employed

Preparer's SSN or PTIN: 108-66-2724

EIN: 36-605558

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

OMB No. 1545-0047

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

2000

Supplementary Information - (See separate instructions.)

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

THE FUND FOR ANIMALS, INC.

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
NONE		NONE	NONE	NONE
Total number of other employees paid over \$50,000	▶ NONE			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 1 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
MEYER & GLITZENSTEIN		
1601 CT. AVE NW 700 WASHINGTON, DC 20009	LEGAL	80,440.
VEDDER, PRICE, KAUFMAN, KAMMHOLTZ		
805 3RD AVE., NEW YORK, NY 10022-2203	LEGAL	63,202.
GRANT THORNTON, LLP		
666 THIRD AVE, NEW YORK, NY 10017	ACCOUNTING	68,000.
Total number of others receiving over \$50,000 for professional services	▶ NONE	

Part III Statements About Activities

		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>573,306.</u>	X	
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 of its 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:		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e	Transfer of any part of its income or assets? If the answer to any question is "Yes," attach a detailed statement explaining the transactions.		X
3	Does the organization make grants for scholarships, fellowships, student loans, etc.?		X
4a	Do you have a section 403(b) annuity plan for your employees?		X
b	Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs qualify to receive payments. (See page 2 of the instructions.)	STMT 15	

Part IV Reason for Non-Private Foundation Status (See pages 2 through 5 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, page 5.)
- 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 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). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 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 5 of the instructions.)

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

Table with columns: Calendar year (or fiscal year beginning in), (a) 1999, (b) 1998, (c) 1997, (d) 1996, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied; 21 Value of services or facilities; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23; 26 Organizations described in lines 10 or 11; 27 Organizations described on line 12; 28 Unusual Grants.

Part V Private School Questionnaire (See page 5 of the instructions.)

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

NOT APPLICABLE

		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.) ----- -----		
34a	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		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 7 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768)

- Check here **a** if the organization belongs to an affiliated group.
 Check here **b** if you checked "a" above 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		86,579.
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		486,727.
38 Total lobbying expenditures (add lines 36 and 37)	38		573,306.
39 Other exempt purpose expenditures	39		4,812,895.
40 Total exempt purpose expenditures (add lines 38 and 39)	40		5,386,201.
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		419,310.
42 Grassroots nontaxable amount (enter 25% of line 41)	42		104,828.
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		153,996.

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 9 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
45 Lobbying nontaxable amount	419,310.	469,194.	422,273.	365,261.	1,676,038.
46 Lobbying ceiling amount (150% of line 45(e))					2,514,057.
47 Total lobbying expenditures	573,306.	207,866.	245,054.	136,525.	1,162,751.
48 Grassroots nontaxable amount	104,828.	117,299.	105,568.	91,315.	419,010.
49 Grassroots ceiling amount (150% of line 48(e))					628,515.
50 Grassroots lobbying expenditures	86,579.	68,227.	60,922.	80,273.	296,001.

Part VI-B Lobbying Activity by Nonelecting Public Charities

NOT APPLICABLE

(For reporting only by organizations that did not complete Part VI-A) (See page 9 of the instructions.)

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
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)			N/A

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

Schedule B
(Form 990 or 990-EZ)

Schedule of Contributors

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

Supplementary Information for line 1d of Form 990 or
line 1 of Form 990-EZ (see instructions)

2000

Name of organization

Employer identification number

THE FUND FOR ANIMALS, INC.

13-6218740

Organization type (check only one) - Section: 501(c)(3) (enter number) 527 or 4947(a)(1) nonexempt charitable trust

A Section 501(c)(7), (8), or (10) organizations -

Check this box if the organization had no charitable contributors who contributed more than \$1,000 during the year. (But see **General rule below.**)

Enter here the total gifts received during the year for a religious, charitable, etc., purpose \$

Note: This form is generally not open to public inspection except for section 527 organizations.

General Instructions

Purpose of Form

Schedule B (Form 990 or 990-EZ) is used by organizations required to file **Form 990**, Return of Organization Exempt From Income Tax, or **Form 990-EZ**, Short Form Return of Organization Exempt From Income Tax, to provide the information regarding their contributors that is required for line 1d of Form 990 (or line 1 of Form 990-EZ).

Attach the Schedule B (Form 990 or 990-EZ) to Form 990 or 990-EZ. Attach Schedule B after Schedule A (Form 990 or 990-EZ), Organization Exempt Under Section 501(c)(3), if that return is required for the organization.

Who Must File Schedule B (Form 990 or 990-EZ)

All organizations must file Schedule B (Form 990 or 990-EZ) unless they certify that they do not meet the filing requirements of Schedule B (Form 990 or 990-EZ) by checking the box in item L of the heading of their Form 990 or Form 990-EZ.

See the instructions for item L in the Instructions for Form 990 and Form 990-EZ.

Caution: Schedule B (Form 990 or 990-EZ) is not a substitute for the list of "contributors" required for Part IV-A, Support Schedule, of Schedule A (Form 990 or 990-EZ).

Public Inspection

Schedule B (Form 990 or 990-EZ) is:

- Open to public inspection for a section 527 political organization.
- Generally not open to public inspection for the other organizations that must file this form.

If a non-section 527 organization files a copy of Form 990, or Form 990-EZ, and attachments with any state, it should not include its Schedule B (Form 990 or 990-EZ) in the attachments for the state, unless a schedule of contributors is specifically required by the state. States that do not require the information might make the schedule available for public inspection along with the rest of the Form 990 or Form 990-EZ.

See the instructions for Form 990 and Form 990-EZ for phone help and the public inspection rules for those forms and their attachments, which include Schedule B (Form 990 or 990-EZ).

Contributors Required To Be Listed on Part I

"Contributor" includes individuals, fiduciaries, partnerships, corporations, associations, trusts, and exempt organizations.

General Rule. Unless the organization is covered by one of the special rules below, it must list on Part I every contributor who, during the year, gave the organization directly or indirectly, money, securities, or any other type of property totaling \$5,000 or more for the year. Also complete Part II for a noncash contribution. In determining the \$5,000 amount, total all of the contributor's gifts of \$1,000 or more for the year.

Section 501(c)(3) organizations. For an organization described in section 501(c)(3) that meets the 331/3% support test of the Regulations under sections 509(a)(1)/170(b)(1)(A)(vi) (whether or not the organization is otherwise described in section 170(b)(1)(A))-

List in Part I only those contributors whose contribution of \$5,000 or more is greater than 2% of the amount reported on line 1d of Form 990 (or line 1 of Form 990-EZ) (Regulations section 1.6033-2(a)(2)(iii)(a)).

Example: A section 501(c)(3) organization, of the type described above, reported \$700,000 in total contributions, gifts, grants, and similar amounts received on line 1d of its Form 990. The organization is only required to list in Parts I and II of its Schedule B (Form 990 or 990-EZ) each person who contributed more than the greater of \$5,000 or \$14,000 (2% of \$700,000). Thus, a contributor who gave a total of \$11,000 would not be reported in Parts I and II for this section 501(c)(3) organization. Even though the \$11,000 contribution to the organization exceeded \$5,000, it did not exceed \$14,000.

Section 501(c)(7), (8), or (10) organizations. For noncharitable contributions to one of these organizations, list in Part I contributors who gave \$5,000 or more as described in the **General Rule** discussed above.

Name of organization

Employer identification number

THE FUND FOR ANIMALS, INC.

13-6218740

Part I Contributors

(a) No.	(b) Name, address and zip code	(c) Aggregate contributions	(d) Type of contribution
1		252,345	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
2		220,000	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
3		400,143	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
4		132,012	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
5		134,227	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
6		159,022	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)

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

Part I Contributors

(a) No.	(b) Name, address and zip code	(c) Aggregate contributions	(d) Type of contribution
7		346,178 NONCASH PORTION 24,928	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if a noncash contribution.)
8		129,381 NONCASH PORTION 55,051	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if a noncash contribution.)
9		839,838 NONCASH PORTION 564,137	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if a noncash contribution.)
(a) No.	(b) Name, address and zip code	(c) Aggregate contributions	(d) Type of contribution
			Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
(a) No.	(b) Name, address and zip code	(c) Aggregate contributions	(d) Type of contribution
			Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
(a) No.	(b) Name, address and zip code	(c) Aggregate contributions	(d) Type of contribution
			Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)

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

Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	COINS _____ _____ _____	24,928	5/31/2000
8	SECURITIES _____ _____ _____	55,051	6/22/2000 AND 9/01/2000
9	US TREASURY NOTES _____ _____ _____	564,137	13/21/2000
	_____ _____ _____		

Name of organization

THE FUND FOR ANIMALS, INC.

Employer identification number

13-6218740

Part III Section 501(c)(7), (8), or (10) orgs. that received more than \$1,000 in charitable gifts during the year-

• Enter the total gifts that were from contributors who gave \$1,000 or less during the year for a NOT APPLICABLE religious, charitable etc., purpose (see instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and zip code	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and zip code	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and zip code	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and zip code	Relationship of transferor to transferee

FORM 990, PART I - LIST OF CONTRIBUTORS
=====

(NOT OPEN TO PUBLIC INSPECTION)

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
1		711,187.
1		2,527,169.
1		2,833,421.
TOTAL CONTRIBUTION AMOUNTS		----- 6,071,777. =====

SCH. A, PART IV-A - ORGANIZATIONS DESCRIBED IN PART IV, BOX 10 OR 11
(NOT OPEN TO PUBLIC INSPECTION)

CONTRIBUTOR NAME	TOTAL CONTRIBUTION	MINUS 2% OF LINE 24	EXCESS CONTRIBUTION AMOUNT
	696,358.	459,799.	236,559.
	1,333,865.	459,799.	874,066.
	1,000,000.	459,799.	540,201.
	3,030,223.		1,650,826.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Note: 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)

Note: 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.

Type or print File by the due date for filing your 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	
	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 |

- 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-month, for **990-T corporation**) extension of time until 08/15, 2001 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2000 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

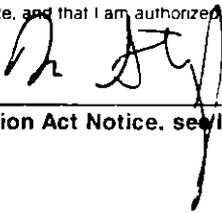
3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions _____ \$

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 _____ \$

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 ▶ **CPA** Date ▶ 5/8/01

For Paperwork Reduction Act Notice, see instruction

Form **8868** (12-2000)

GRANT THORNTON LLP
66 BROAD STREET
NEW YORK, NY 10004
EIN 36-6055558

FEDERAL FOOTNOTES

=====

THE ORGANIZATIONS PRIMARY EXEMPT PURPOSE IS 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, PART I - OTHER INVESTMENT INCOME
=====

DESCRIPTION -----	AMOUNT -----
OTHER INVESTMENT INCOME	3,027. -----
TOTAL	3,027. =====

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

DESCRIPTION

AMOUNT

UNREALIZED LOSSES ON SECURITIES CARRIED
AT LOWER OF COST OR MARKET IN THE BOOKS
OF THE ACCOUNT.

78,430.

TOTAL

78,430.
=====

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

GRANTS PAID

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNITED POULTRY CONCERNS

NONE

VARIOUS

500.

THE ANIMAL PLACE

NONE

VARIOUS

5,000.

OTTOWA WILDLIFE CTR

NONE

VARIOUS

5,000.

THE ANIMAL'S AGENDA

NONE

VARIOUS

5,000.

SEA SHEPHERD CONSERV SOC

NONE

VARIOUS

5,000.

ROCKY MOUNTAIN ANIMAL DEFENSE

NONE

VARIOUS

500.

PROPAW

NONE

VARIOUS

25,000.

OKLA COAL AGAINST COCKFIGHTING

NONE

VARIOUS

25,000.

PROPAW/WASHINGTON

NONE

VARIOUS

115,000.

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
PRO PAW OREGON	VARIOUS	110,000.
SECOND CHANCE	VARIOUS	50.
SPAY NEUTER ASSIST PROGRAM	VARIOUS	317,863.
HACIENDA DE LOS MILAGRO	VARIOUS	1,000.
METROPARK DEER PRES COU	VARIOUS	300.
IOWA FED OF HUMANE SOCS	VARIOUS	2,000.
COMPASSION OVER KILLING	VARIOUS	800.
FRIENDS OF THE LUKURU	VARIOUS	1,000.
ALLIANCE FOR ANIMALS	VARIOUS	1,000.

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
FARM ANIMAL REFORM MOV.	VARIOUS	2,000.
SHARK	VARIOUS	1,000.
ANIMAL LIB OF TEXAS	VARIOUS	500.
AUSTRALIANS FOR ANIMALS	VARIOUS	1,000.
MD BLX BEAR	VARIOUS	2,500.
BUSHMEAT CRISIS TASKFORCE	VARIOUS	5,000.
GEESEPEACE	VARIOUS	1,000.
PENNSY. AUDUBON SOCIETY	VARIOUS	250.
HSUS	VARIOUS	2,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
"NO" ON 102	NONE	VARIOUS	55,000.
GREY 2K	NONE	VARIOUS	17,500.
INITIATIVE & REFER INST	NONE	VARIOUS	5,000.
FLORIDIANS FOR HUMANE	NONE	VARIOUS	30,000.
CT COUNCIL HUMANE EDUC	NONE	VARIOUS	50,800.
TOTAL CONTRIBUTIONS PAID			793,563.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
BLACK BEAUTY RANCH EXPENSES	761,048.	761,048.		
NEW YORK HAVE-A-HEART CLINIC	535,924.	535,924.		
RAMONA CALIFORNIA REHAB CTR	186,482.	186,482.		
SOUTH CAROLINA SANCTUARY	23,414.	23,414.		
OTHER - ANIMAL WELFARE	26,674.	26,674.		
DATA PROCESSING	4,177.		4,177.	
PRINTED LITERATURE	446,466.	196,287.	2,610.	247,569.
OTHER MEDIA	235,208.	200,981.		34,227.
INSURANCE	56,376.	33,826.	22,550.	
INVESTMENT ADVISORY FEES	74,455.		74,455.	
MISCELLANEOUS	58,148.	7,010.	17,938.	33,200.
CONSULTING FEES	102,161.	81,113.	21,048.	
FUNDRAISING COUNSEL FEES	5,000.			5,000.
TOTALS	2,515,533.	2,052,759.	142,778.	319,996.

FORM 990, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION

EXPENSES

ANIMAL PROTECTION - OPERATION OF A RANCH IN TEXAS FOR ABUSED ANIMALS, EMERGENCY RESCUE OF ANIMALS, OPERATION OF OTHER ANIMAL PROTECTION AND WELFARE FACILITIES AND OTHER ANIMAL PROTECTION MATTERS.

2,543,896.

TOTAL

4,325,491.

FORM 990, PART IV - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
PREPAID INSURANCE	13,869.	17,058.
PREPAID RENT	19,179.	20,843.
PREPAID OTHER	9,730.	15,986.
	-----	-----
TOTALS	42,778.	53,887.
	=====	=====

FORM 990, PART IV - INVESTMENTS - SECURITIES

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
GOVERNMENT OBLIGATIONS	10,301,191.	11,626,595.
COMMON STOCK	2,413,757.	1,928,182.
CORPORATE BONDS	NONE	NONE
OTHER	NONE	NONE
	-----	-----
TOTALS	12,714,948.	13,554,777.
	=====	=====

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
ACCOUNTS RECEIVABLE	NONE	2,243.
ACCRUED INTEREST REC - GEN	127,172.	127,593.
ACCRUED INTEREST REC - BBR	92,873.	75,737.
SECURITY DEPOSITS	38,598.	63,526.
OTHER ASSETS	NONE	
	-----	-----
TOTALS	258,643.	269,099.
	=====	=====

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION
MS. MARIAN PROBST 200 WEST 57TH STREET NEW YORK, NY 10019	PRESIDENT	NONE
MS. BARBARA BRACK 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE
MRS. DEL DONATI 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE
MR. MICHAEL KILIAN 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE
MRS. JUDITH NEY 200 WEST 57TH STREET NEW YORK, NY 10019	VICE PRESI	NONE
MRS. ALLISON STERN 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE
MRS. KATHRYN WALKER 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE
MR. EDGAR SMITH 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION
MR. MICHAEL MARKARIAN 200 WEST 57TH STREET NEW YORK, NY 10019	EXEC VICE	43,000.
MR. ROBERT AMORY 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR	NONE
GRAND TOTALS		43,000.

SCHEDULE A, PART III - EXPLANATION FOR LINE 4

=====

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.

State

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
ILLINOIS
KANSAS
KENTUCKY
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
TENNESSEE
UTAH
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041 (or Form 5227). See the separate instructions for
Form 1041 (or Form 5227).

2000

Name of estate or trust

Employer identification number

THE FUND FOR ANIMALS, INC.

13-6218740

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 27)	(f) Gain or (Loss) (col. (d) less col. (e))
1					
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 1999 Capital Loss Carryover Worksheet				4 ()
5	Net short-term gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on line 14 below				5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 27)	(f) Gain or (Loss) (col. (d) less col. (e))	(g) 28% Rate Gain or (Loss) (see instr. below)
6	SEE STATEMENT	1	1,881,134.	1,751,547.	129,587.	NONE
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9	Capital gain distributions				9	
10	Gain from Form 4797, Part I				10	
11	Long-term capital loss carryover. Enter in both columns (f) and (g) the amount, if any, from line 14, of the 1999 Capital Loss Carryover Worksheet				11 () ()	
12	Combine lines 6 through 11 in column (g).				12	
13	Net long-term gain or (loss). Combine lines 6 through 11 in column (f). Enter here and on line 15 below				13	129,587.

*28% rate gain or loss includes all "collectibles gains and losses" (as defined on page 28 of the instructions) and up to 50% of the eligible gain on qualified small business stock (see page 26 of the instructions).

Part III Summary of Parts I and II

	(1) Beneficiaries' (see page 28)	(2) Estate's or trust's	(3) Total
14 Net short-term gain or (loss) (from line 5 above)	14		
15 Net long-term gain or (loss):			
a 28% rate gain or (loss) (from line 12 above)	15a		
b Unrecaptured section 1250 gain (see line 17 of the worksheet on page 29)	15b		
c Total for year (from line 13 above)	15c		129,587.
16 Total net gain or (loss). Combine lines 14 and 15c	16		129,587.

Note: If line 16, column (3) is a net gain, enter the gain on Form 1041 line 4. If lines 15c and 16, column (2) are net gains, go to Part V and do not complete Part IV. If line 16, column (3) is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2000

Part IV Capital Loss Limitation

17 Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of:
 a The loss on line 16, column (3) or
 b \$3,000 **17** ()

If the loss on line 16, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 30 of the instructions to determine your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates (Complete this part **only** if both lines 15c and 16 in column (2) are gains, and Form 1041, line 22 is more than zero.)

18	Enter taxable income from Form 1041, line 22		18
19	Enter the smaller of line 15c or 16 in column (2)	19	
20	If you are filing Form 4952, enter the amount from Form 4952, line 4e	20	
21	Subtract line 20 from line 19. If zero or less, enter -0-	21	
22	Combine lines 14 and 15a, column (2). If zero or less, enter -0-	22	
23	Enter the smaller of line 15a, column (2), or line 22, but not less than zero	23	
24	Enter the amount from line 15b, column (2)	24	
25	Add lines 23 and 24	25	
26	Subtract line 25 from line 21. If zero or less, enter -0-		26
27	Subtract line 26 from line 18. If zero or less, enter -0-		27
28	Enter the smaller of line 18 or \$1,750	28	
29	Enter the smaller of line 27 or line 28	29	
30	Subtract line 21 from line 18. If zero or less, enter -0-	30	
31	Enter the larger of line 29 or line 30	31	
32	Tax on amount on line 31 from the 2000 Tax Rate Schedule		32
	Note: If the amounts on lines 28 and 29 are the same, skip lines 33 through 36 and go to line 37.		
33	Enter the amount from line 28	33	
34	Enter the amount from line 27	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Multiply line 35 by 10% (.10)		36
	Note: If the amounts on lines 18 and 28 are the same, skip lines 37 through 50 and go to line 51.		
37	Enter the smaller of line 18 or line 26	37	
38	Enter the amount from line 35	38	
39	Subtract line 38 from line 37	39	
40	Multiply line 39 by 20% (.20)		40
	Note: If line 25 is zero or blank, skip lines 41 through 50 and go to line 51		
41	Enter the smaller of line 21 or line 24	41	
42	Add lines 21 and 31	42	
43	Enter the amount from line 18	43	
44	Subtract line 43 from line 42. If zero or less, enter -0-	44	
45	Subtract line 44 from line 41. If zero or less, enter -0-	45	
46	Multiply line 45 by 25% (.25)		46
	Note: If line 23 is zero or blank, skip lines 47 through 50 and go to line 51		
47	Enter the amount from line 18	47	
48	Add lines 31, 35, 39, and 45	48	
49	Subtract line 48 from line 47	49	
50	Multiply line 49 by 28% (.28)		50
51	Add lines 32, 36, 40, 46, and 50		51
52	Tax on the amount on line 18 from the 2000 Tax Rate Schedule		52
53	Tax on all taxable income (including capital gains). Enter the smaller of line 51 or line 52 here and on line 1a of Schedule G, Form 1041		53

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CF 1226 2 000

Date Acq	Description	Cost	Proceeds	Cost	Date Sold	Gain/Loss	Cost	Market Value	Income
	THE FUND FOR ANIMALS, INC.								
	INVENTORY AT 1.1.00	8,320,385							
	INVENTORY AT 12.31.00								
	PURCHASES SPLITS / 2000	2,237,365	1,347,235	1,241,957		105,278	9,315,793	8,736,997	370,475
	SALES EXCHANGES 2000		533,899	509,589		24,310	5,128,658	4,617,781	237,302
	TOTAL OF ALL INVESTMENTS	10,557,750	1,881,134	1,751,546		129,588	14,444,450	13,354,778	607,777
	GENERAL FUND	5,405,351					14,444,450	(889,672)	
	BLACK REALTY RANCH								
	GRAND TOTAL OF ALL INVESTMENTS	15,963,101	1,881,134	1,751,546		129,588	14,444,450	12,465,106	607,777

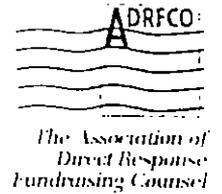
THE FUND FOR ANIMALS, INC.

SCHEDULE OF INVESTMENTS

GENERAL FUND COMMON STOCKS		PURCHASES SPLITS / 2000		SALES/EXCHANGES 2000		INVENTORY AT 12/31/00		MARKET VALUE		INCOME		
Date Acq	Description	No. shs.	Cost	No. shs	Proceeds	Cost	Date Sold	Gain/Loss	COST	NO SHS	MARKET VALUE	INCOME
PURCHASED STOCKS												
Various 1989	Amoskeag Bankshares	5,000	36,969							5,000	250	
Oct 3, 2000	Avaya Inc. (fr. Lucent)	1,120	28,537							164	1,691	
Sep 16, 1999	Cisco Sys Inc	3,237,117								1,410	53,933	197
1999	Donaldson Lufkin & Jenrette	3,150	196,030									
Apr 6, 2000	Harbinger Corp (ex. Peregrine)	1,300	38,423									
Apr 11, 2000	Harbinger Corp (ex. Peregrine)	700	18,459									
1989	Inprise Corp	9,850	127,849									
MAR 9, 2000		5,500	54,498							21,000	116,156	
Apr 13, 2000		5,650	34,269							1,260	107,100	662
Feb 11, 1999	International Business Machines	1,260	110,650									
Various	Lucent Technologies	1,971	87,013							3,071	41,459	183
Oct 26, 2000		1,100	22,848									
Apr 4, 2000	Leap Wireless Intl Inc	1,100	94,660									
Apr 11, 2000		500	37,775									
Apr 11, 2000		500	37,800									
Apr 14, 2000		500	29,023							2,100	52,500	
Apr 14, 2000		500	29,012									
Apr 14, 2000		500	29,012									
1999	MCI Worldcom Inc NIC Worldcom	3,570	199,499							10,050	246,853	7,216
1998/1999	North Fork Bancorporation Inc NY	10,050	232,803									
Apr 6, 2000	Peregrine Sys (from Harbinger)	975	38,423									
Apr 11, 2000	Peregrine Sys (from Harbinger)	562	18,459									
Sep 15, 2000	Peregrine Sys (from Harbinger)	463	16,124									
1999	Saleway, Inc	4,680	231,701									
1998/1999	Storage Technology Corp	5,800	197,695									
Nov 9, 1985	Thermotrex Corp (to Inermo Elec)	4,900	177,754									
Aug 14, 2000	Thermo Electron Corp	2,696	177,754									
1999	Worldcom Inc	3,570	199,499									
TOTAL PURCHASED STOCKS										1,873,999	1,734,551	8,278

GENERAL FUND GOVERNMENT OBLIGATIONS DONATED	Description	INVENTORY AT 1.1.00		PURCHASES SPLITS / 2000		SALES/EXCHANGES 2000		INVENTORY AT 12.31.00	FACE VALUE	MARKET VALUE	INCOME
		FACE VALUE	Cost	FACE VALUE	Cost	Proceeds	Cost				
Dec 31, 2000	USTN 6 25% Due 2 28 2002		170,079	165,000	170,079			170,079	165,000	166,392	
Dec 31, 2000	USTN 5 50% Due 1 31 2003		167,114	165,000	167,114			167,114	165,000	166,083	
Dec 31, 2000	USTN 5 00% Due 2 28 2001		165,000	165,000	165,000			165,000	165,000	164,690	
Dec 31, 2000	USTN 6 50% Due 8 31 2001		61,944	60,000	61,944			61,944	60,000	60,281	
	TOTAL GOVERNMENT OBLIGATIONS (DONATED)		564,137	564,137	564,137	0	0	564,137	564,137	557,446	
	TOTAL GOVERNMENT OBLIGATIONS		1,460,200	1,460,200	1,460,200	399,012	399,012	7,394,332	7,394,332	7,475,321	360,235
	VALUATION ALLOWANCE										
	TOTAL INVESTMENTS / GENERAL FUND		2,237,365	2,237,365	2,237,365	1,347,235	1,241,957	9,315,793	9,315,793	8,736,897	370,475

BLACK BEAUTY RANCH		INVENTORY AT 1.1.00		PURCHASES SPLITS / 2000		SALES EXCHANGES 2000		INVENTORY AT 12.31.00			
Date Acq	Description	Face Value	Cost	Face Value	Cost	FACE VALUE	Proceeds	Cost	Gain/Loss	Market Value	Income
Jan 20, 1994	USIN 5.75% due 8 15 2003	95,445	95,000						0		
Jul 1, 1998		55,698	55,000						0		
Sep 4, 1998		290,008	290,000						0		
Oct 7, 1998		106,859	106,000						0		
Nov 20, 1998		52,070	50,000						0		
Dec 23, 1998		26,090	25,000						0		
Jul 19, 1999		125,625	125,000						0	710,500	40,250
Jan 21, 1998	USIN 5.875% due 2 15 2004	102,063	100,000						0		
Sep 4, 1998	USIN 5.875% due 2 15 2004	52,172	50,000						0		
Sep 18, 1998		264,140	250,000						0		
Oct 16, 1998		108,172	100,000						0		
Dec 28, 1998		76,165	75,000						0		
Jul 19, 1999		126,504	125,000						0	714,217	41,125
Sep 4, 1998	USIN 6.25% due 6 30 2002	130,136	125,000						0		
Nov 9, 1998		157,242	150,000						0		
Nov 20, 1998		26,199	25,000						0		
Jul 19, 1999		152,930	150,000						0	455,909	28,125
Sep 22, 1998	USIN 5.625% due 2 15 2006	291,156	275,000	70,000	74,113	74,113	68,278		(5,885)		
Oct 6, 1998		109,000	100,000						0		
Nov 8, 1998		156,985	150,000						0		
Dec 28, 1998		52,414	50,000						0		
Jul 19, 1999		124,355	125,000						0	1,054,143	55,739
Oct 12, 1999		386,290	400,000						0		
Nov 20, 1998	USIN 4.50% due 9 30 2000	24,930	25,000						0		
Dec 23, 1998		24,948	25,000						0		
Jul 19, 1999		123,808	125,000	175,000	173,687	173,687	174,371		684		
Mar 22, 1999	Fed Natl Mort Assoc 5 1 25% due 2 15 2014	369,213	375,000						0		
Oct 14, 1999		212,492	225,000						0		
Nov 17, 1999	Fed Hm Ln 6 6 25% 9 15 2009	600,120	600,000						0	592,878	28,828
									0	623,638	33,352
TOTAL GOVERNMENT OBLIGATIONS			4,393,800		0		247,599	247,500	(5,201)	4,151,275	230,932
TOTAL INVESTMENTS/BLACK BEAUTY			4,402,351		232,499		513,892	509,589	24,310	4,617,741	232,402



MEMORANDUM OF AGREEMENT

BETWEEN

WILDE/LWRA, INC.

AND

THE FUND FOR ANIMALS, INC.

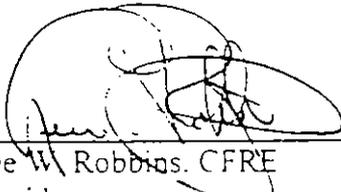
1. The Fund for Animals, Inc., 200 West 57th Street, New York, New York 10019, a non-profit New York organization (hereinafter referred to as The Fund), hereby agrees to retain the professional direct mail fundraising counseling services of Wilde/LWRA, Inc. (hereinafter referred to as LWRA), a Massachusetts corporation with principal offices located at 201 Summer Street, Holliston, Massachusetts 01746.
2. The period of time covered by this Agreement will be from October 1, 2000 through December 31, 2001. The expiration date of this Agreement will be automatically renewed for a succeeding sixty (60) days unless notice of termination of this Agreement is provided thirty (30) days prior to the maturity of the Agreement, or the Agreement is renewed before the expiration date. However, this Agreement may be terminated by either party at any time during the above time period by giving a thirty (30) days written notice of termination to the other party. The exercise by either party of the option to terminate will in no way be construed as a release or waiver of any rights or obligations accrued to date.
 - a) Fundraising services to be performed in the Commonwealth of Pennsylvania under this contract will not commence until both LWRA and The Fund are properly registered in and all requirements have been met in the Commonwealth of Pennsylvania. The Commonwealth of Pennsylvania requires as do some other States the filing of this contract ten (10) days before services commence. Therefore, services will not commence until ten (10) days after the filing of a copy of this Agreement in the Commonwealth of Pennsylvania and for any other State that may require the same provisions
 - b) Upon termination of this Agreement, all property and material produced and used under this Agreement, will be considered the property of The Fund, provided full payment of all outstanding invoices generated under this Agreement have been made.

3. The services to be provided to The Fund by LWRA will consist of the following
 - a) A direct mail fundraising program will be designed and counseled through December 31, 2001 by LWRA on behalf of The Fund for the purpose of building a substantial, quality donor constituency for The Fund
 - b) The specific fundraising mailings to be conducted by LWRA for The Fund during the period September 1, 2000 through December 31, 2001 are outlined in the enclosed program plan dated September 27, 2000.
4. As compensation for LWRA providing the above Professional Direct Mail Fundraising Counseling services to The Fund, a Professional Fee in the amount of Eight Thousand Dollars (\$8,000) will be paid to LWRA. All fees will be payable within thirty (30) days of the original mailing invoice.
5. Direct miscellaneous expenses incurred by LWRA during the conduct of its direct mail fundraising counseling services on behalf of The Fund, such as copying charges, travel expenses, telephone, delivery charges and miscellaneous postage are to be the financial responsibility of LWRA and will not be billed for reimbursement to The Fund.
6. All mailings produced by LWRA on behalf of The Fund will be submitted to The Fund for approval before mailing. The Fund will maintain complete control over list selection, copy, graphics, package cost and volumes to be mailed.
7. Estimated postage for each approved mailing to be conducted by LWRA on behalf of The Fund is to be paid by The Fund to LWRA no less than ten (10) days in advance of the scheduled mailing date.
8. All Fund approved and authorized invoices for professional services and mailing materials and services submitted by LWRA to The Fund are to be paid within thirty (30) days from date of invoice.
9. Any and all lists given to LWRA by The Fund are the sole property of The Fund and are not to be given, sold or assigned by LWRA to any person or entity for their use. Any mailing list provided to LWRA is and will remain the property of The Fund. LWRA will not use the mailing list for any purpose without prior written approval of The Fund. After the termination of this Agreement, LWRA will not maintain possession of the mailing list or any copies thereof, and the mailing list and all copies will be returned to The Fund.
10. All solicited funds and gifts will be mailed directly to The Fund's offices or agents. At no time will LWRA have custody of, control over, or possession of any funds donated to The Fund.

- 11 LWRA has examined The Fund's mission statement. All funds donated through the mail will be used in the fulfillment of The Fund's mission to foster humane conduct towards animals throughout the world
- 12 LWRA will make projections of income of the direct mail efforts and will exercise reasonable efforts to help The Fund achieve those goals. It is expressly understood, however, that any such projections by LWRA are estimates and not guarantees that any program will achieve any projected goals at the projected costs.
- 13 The Fund and/or its vendors agree to maintain accurate records of mailing results and agree to provide LWRA with certain periodic reports during the conduct of the program for evaluation. LWRA will establish procedures to ensure that this is done on an efficient, economical basis.
14. This Agreement may not be modified except as mutually agreed to in writing by both parties.

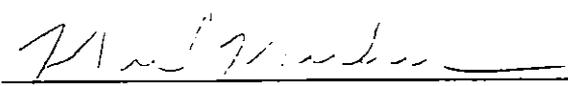
Accepted for Wilde/LWRA, INC.

Dated: September 27, 2000

By: 
Lee W. Robbins, CFRE
President

Accepted for The Fund for Animals, Inc

Dated: September 27, 2000

By: 
Title: Executive Vice President

Dated: Oct. 5, 2000

By: 
Title: Marian Plebst, President

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL
CHARITIES BUREAU

THE CAPITOL
ALBANY, NY 12224
(518) 486-9797

This addendum may be used by professional fund raisers and fund raising counsels who contract with charitable organizations.

The provisions of this addendum will be accepted as complying with the Executive Law, section 174-a. Professional fund raisers and fund raising counsels are not required to use this specific form. However, they are required to insure that their contracts will comply with the NYS Executive Law, section 174-a.

Professional fund raisers should strike out references in the addendum to fund raising counsels, and fund raising counsels should strike out all references to professional fund raisers.

The addendum must be signed by both parties to the contract and be attached to the contract when it is submitted to the Charities Bureau for filing.

ADDENDUM TO CONTRACT
WITH
CHARITABLE ORGANIZATIONS

Parties to the attached contract are The Fund for Animals, Inc.
(charitable organization)
Wilde/LWRA Inc., d/b/a/ L.W. Robbins Associates
(fund raising counsel)

The parties acknowledge that the attached contract was signed by the charitable organization on _____
and by the ~~(professional fund raiser)~~ (fund raising counsel) on September 27, 2000, 19____.

The parties hereby agree that the provisions of this addendum shall be made part of the contract and shall be incorporated therein as if fully set forth in the contract itself. The parties further agree that the following terms and conditions shall supersede and control any provisions of the contract that are contrary to or inconsistent with the terms of this addendum.

Therefore, the parties further agree as follows:

Charity's right to cancel this contract: It is understood by both parties that the charitable organization has the right under New York law to cancel this contract and that the charitable organization does not have to give any reason for the cancellation. By law, the parties to this contract cannot waive or modify this right by any pre-existing agreement or by any subsequent agreement between the parties. Therefore, the charitable organization may cancel this contract without cost, penalty or liability if the charitable organization is the ~~(professional fund raiser)~~ (fund raising counsel) in writing as provided below.

Period during which contract may be cancelled: If the ~~(professional fund raiser)~~ (fund raising counsel) is registered with the New York State Charities Bureau, the charitable organization may cancel this contract at any time up to and including the fifteenth day after the contract was filed by the ~~(professional fund raiser)~~ (fund raising counsel) with the New York State Charities Bureau. However, if the professional fund raiser is not registered with the New York State Charities Bureau at the time this contract is signed, the charitable organization may cancel this contract at any time after it is signed.

Procedure for cancelling this contract: The charitable organization may cancel this contract by giving the ~~(professional fund raiser)~~ (fund raising counsel) written notice of cancellation. This notice can be in the form of a letter indicating that the charitable organization does not intend to be bound by the contract. The notice of cancellation may be hand-delivered or mailed to the ~~(professional fund raiser)~~ (fund raising counsel). If mailed, it must be sent to the following address:

Wilde/LWRA Inc., d/b/a/ L.W. Robbins Associates
201 Summer Street, P.O. Box 5848
Holliston, MA 01746-5848

The charitable organization must also mail a duplicate copy of the notice of cancellation to the State of New York, Office of the Attorney General, Charities Bureau, The Capitol, Albany, NY 12224.

~~When the cancellation is effective:~~ If the notice of cancellation is hand-delivered, the cancellation is effective as soon as it is delivered to the ~~fund raising counsel~~ (fund raising counsel). If the notice of cancellation is mailed, the cancellation is effective as soon as the notice is deposited, properly addressed and postage paid, in a mailbox.

~~Financial arrangement:~~ As required by the New York State Executive Law and 13 NYCRR Part 111, the parties further agree to the following financial arrangement [one or more of the paragraphs labeled (a), (b), (c), (d) and (e) must be completed]:

1) The ~~(professional fund raiser)~~ (fund raising counsel) shall retain 0 percent of the total funds collected on behalf of the charitable organization and the charitable organization shall receive for its exclusive benefit 100 percent of the total funds collected. "its exclusive benefit" shall mean for purposes other than the payment of any cost and expense attributable to the fund raising campaign undertaken pursuant to this contract.

2) The ~~(professional fund raiser)~~ (fund raising counsel) shall receive the fixed fee of \$ 8,000 in satisfaction of all services rendered pursuant to this contract.

3) The contractual expenses to be incurred by the ~~(professional fund raiser)~~ (fund raising counsel) but charged to the charitable organization or subsequently deducted from the gross receipts are as follows, and designated in either specific dollar amounts or estimates:

4) The costs per unit for the services to be provided and the projected number of units are as follows:

e) Other:

In witness of their acceptance of the provisions contained in this addendum, the parties have signed this addendum on the dates set forth below.

For the charitable organization:

The Fund for Animals Inc.

(Name of organization)

Michael Markarian

(signature)

Name: Michael Markarian

Title: Executive Vice President

Date: September 29, 2000

For the ~~(professional fund raiser)~~ (fund raising counsel):

Wilde/LWRA Inc., d/b/a/ L.W. Robbins Associates

(Name of firm)

by [Signature]

(signature)

Name: Lee W. Robbins, CFRE

Title: President

Date: September 27, 2000



MEMORANDUM OF AGREEMENT

BETWEEN

WILDE/LWRA, INC.

AND

THE FUND FOR ANIMALS, INC.

1. The Fund for Animals, Inc., 200 West 57th Street, New York, New York 10019, a non-profit New York organization, (hereinafter referred to as The Fund), hereby agrees to retain the professional direct mail fundraising counseling services of L.W. Robbins Associates Inc., 693 East Central Street, Franklin, Massachusetts 02038 (hereinafter referred to as Robbins Associates), a subsidiary of W.A. Wilde Company, located at 200 Summer Street, Holliston, Massachusetts 01746.
2. The period of time covered by this Agreement shall be from September 1, 1999 through August 31, 2000. However, this Agreement may be terminated by either party at any time during the above time period by giving a thirty (30) days written notice of termination to the other party. The exercise by either party of the option to terminate shall in no way be construed as a release or waiver of any rights or obligations accrued to date. It is understood that in the event of termination no further professional fees will be due Robbins Associates from The Fund beyond the thirty (30) day period.
3. A direct mail fundraising and public education program will be designed and counseled through August 31, 2000 by Robbins Associates on behalf of The Fund for the purpose of obtaining for The Fund the maximum possible direct mail gift support from such donors.
4. As compensation for providing the above professional direct mail fundraising counseling services to The Fund, a professional fee in the amount of Five Thousand Dollars (\$5,000) will be paid to Robbins Associates. All fees will be payable within thirty (30) days of the original mailing invoice.

5. Miscellaneous expenses incurred by Robbins Associates during the conduct of its direct mail fundraising counseling services on behalf of the Client, such as normal travel, Xerox charges, telephone, delivery charges and miscellaneous postage, are to be the financial responsibility of Robbins Associates and are not to be billed for reimbursement to The Fund.
6. All copy and rough artwork produced by Robbins Associates on behalf of The Fund will be submitted to The Fund for approval before mailing. The Fund will maintain complete control over list segmentation, copy, graphics, package cost and volumes to be mailed.
7. Estimated postage for each approved mailing to be conducted by Robbins Associates on behalf of The Fund is to be paid by The Fund to Robbins Associates no less than ten (10) days in advance of the scheduled mailing date.
8. All approved and authorized invoices for professional services and mailing materials and services submitted by Robbins Associates to The Fund are to be paid within thirty (30) days from date of invoice.
9. All solicited funds and gifts will be mailed directly to The Fund's New York City address, or other addresses as determined by The Fund for Animals. L.W. Robbins Associates will not at any time have custody or control of any contributions.
10. Robbins Associates has made projections of monies to be raised, levels of responses to its promotional efforts, the estimated costs of these efforts, and will exercise reasonable efforts to help The Fund achieve projected goals within these projected costs. These estimates are attached in Schedule A, dated June 22, 1999. It is expressly understood, however, that any such projections by Robbins Associates are estimates and not guarantees that any program will achieve any projected minimum goals at the projected costs.
11. The Fund and/or its vendors agree to maintain accurate records of mailing results and agrees to provide Robbins Associates with certain periodic reports during the conduct of the program for evaluation. Robbins Associates will establish procedures to ensure that this is done on an efficient, economical basis.
12. The mailing list and other donor/organizational information of The Fund shared with Robbins Associates is confidential and will remain the property of The Fund. Robbins Associates shall not use the contents of The Fund's mailing list for any purpose without the prior authorization of The Fund. Subsequent to the termination of this agreement, Robbins Associates shall not maintain possession of the mailing list or any copies thereof, and the mailing list and all copies shall be returned to The Fund.

13. The Fund has worked to promote animals and end animal cruelty for over twenty-five years. The monies received by The Fund through its member information program will be used for the continuance of that work.
14. This Agreement may not be modified except as mutually agreed to in writing by both parties.

Accepted for WILDE/LWRA, Inc.
New York State Registration No. 25107

Dated: June 22, 1999

By: *Vic A. Schlitzer*
Vic Schlitzer
Senior Vice President, Creative Services

Accepted for THE FUND FOR ANIMALS, INC.
New York State Registration No. 12749

Dated: July 2, 1999

By: *Michael A. Markarian*
Title Executive Vice President
Michael Markarian

Dated: _____

By: _____
Title _____

THE CAPITOL
ALBANY, NY 12224
(518) 486-9797

STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL
CHARITIES BUREAU

This addendum may be used by professional fund raisers and fund raising counsels who contract with charitable organizations.

The provisions of this addendum will be accepted as complying with the Executive Law, section 174-a. Professional fund raisers and fund raising counsels are not required to use this specific form. However, they are required to insure that their contracts will comply with the NYS Executive Law, section 174-a.

Professional fund raisers should strike out references in the addendum to fund raising counsels, and fund raising counsels should strike out all references to professional fund raisers.

The addendum must be signed by both parties to the contract and be attached to the contract when it is submitted to the Charities Bureau for filing.

**ADDENDUM TO CONTRACT
WITH
CHARITABLE ORGANIZATIONS**

Parties to the attached contract are The Fund for Animals, Inc.
(charitable organization)

Wilde/LWRA Inc.

the parties acknowledge that the attached contract was signed by the charitable organization on _____
and by the ~~(professional fundraiser)~~ (fund raising counsel) on June 22, 1999

Parties hereby agree that the provisions of this addendum shall be made part of the contract and shall be incorporated therein as if fully set forth in this contract itself. The parties further agree that the following terms and conditions shall supercede and control any provisions in the contract that are contrary to or inconsistent with the terms of this addendum.

Therefore, the parties further agree as follows:

Charity's right to cancel this contract: It is understood by both parties that the charitable organization has the right under New York law to cancel this contract and that the charitable organization does not have to give any reason for the cancellation. By law, the parties to this contract cannot waive or modify this right by any pre-existing agreement or by any subsequent agreement between the parties. Therefore, the charitable organization may cancel this contract without cost, penalty or liability if the charitable organization notifies the ~~(professional fundraiser)~~ (fund raising counsel) in writing as provided below.

Period during which contract may be cancelled: If the ~~(professional fundraiser)~~ (fund raising counsel) is registered with the New York State Charities Bureau, the charitable organization may cancel this contract at any time up to and including the fifteenth day after the contract was filed by the ~~(professional fundraiser)~~ (fund raising counsel) with the New York State Charities Bureau. If, however, the professional fund raiser is not registered with the New York State Charities Bureau at the time this contract is signed, the charitable organization may cancel this contract at any time after it is signed.

Procedure for cancelling this contract: The charitable organization may cancel this contract by giving the ~~(professional fundraiser)~~ (fund raising counsel) written notice of cancellation. This notice can be in the form of a letter indicating that the charitable organization does not intend to be bound by the contract. The notice of cancellation may be hand-delivered or mailed to the ~~(professional fundraiser)~~ (fund raising counsel). If mailed, it must be sent to the following address:

Name: Wilde/LWRA Inc.
Address: 693 East Central Street, Franklin, Massachusetts 02038

The charitable organization must also mail a duplicate copy of the notice of cancellation to the State of New York, Office of the Attorney General, Charities Bureau, The Capitol, Albany, NY 12224.



ADDENDUM
TO THE
MEMORANDUM OF AGREEMENT
BETWEEN
L. W. ROBBINS ASSOCIATES INC.
AND
THE FUND FOR ANIMALS INC.
DATED SEPTEMBER 1, 1999

The above described "Memorandum of Agreement" has been assigned to Wilde/LWRA, Inc., d/b/a L. W. Robbins Associates of Holliston, Massachusetts. All rights and obligations of both parties will continue until this "Memorandum of Agreement" is cancelled or expires on August 31, 2000. This assignment is acknowledged in connection with the sale of L. W. Robbins Associates Inc. to Wilde/LWRA, Inc. effective as of March 15, 1999.

Accepted for The Fund for Animals Inc.

By: [Signature]

Title: President

Dated: 09/12/99

By: [Signature]

Title: Asst. Secretary

Dated: 10/12/99

Accepted for Wilde/LWRA, Inc.,
d/b/a L. W. Robbins Associates

By: [Signature]

Title: President

Dated: 9/30/99

FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

THE FUND FOR ANIMALS, INC.

December 31, 2000

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors
The Fund for Animals, Inc.

We have audited the accompanying statement of financial position of The Fund for Animals, Inc. as of December 31, 2000, and the related statements of activities and changes in net assets, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Fund for Animals, Inc. at December 31, 2000, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Grant Thornton JDF

New York, New York
April 11, 2001

The Fund for Animals, Inc.

STATEMENT OF FINANCIAL POSITION

December 31, 2000

ASSETS

Cash and cash equivalents		\$ 1,704,253
Investments		
Operating	\$8,736,996	
Board-designated - Black Beauty Ranch account	<u>4,817,781</u>	13,554,777
Prepaid expenses and other		259,460
Fixed assets		
Library of animal books	10,000	
Furniture and fixtures	252,801	
Equipment	364,723	
Building and improvements	1,444,472	
Land	<u>1,299,198</u>	
	3,371,194	
Less accumulated depreciation	<u>1,195,534</u>	2,175,660
Security deposits and other		<u>63,526</u>
		<u>\$17,757,676</u>

LIABILITIES AND NET ASSETS

Accounts payable and accrued expenses		\$ 112,609
Net assets		
Unrestricted		
Operating		12,645,550
Board-designated		<u>4,999,517</u>
Total net assets		<u>17,645,067</u>
		<u>\$17,757,676</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

STATEMENT OF ACTIVITIES AND
CHANGES IN NET ASSETS

Year ended December 31, 2000

Support		
Contributions	\$3,292,137	
Bequests	<u>2,833,421</u>	\$ 6,125,558
Revenue		
Investment income	635,333	
Net realized gain on sale of investments	129,587	
Net unrealized depreciation of investments	<u>(78,430)</u>	<u>686,490</u>
Total support and revenue		6,812,048
Expenses		
Program services		
Humane education	1,208,289	
Animal rescue and protection	2,543,896	
Legislative activities	<u>573,306</u>	
Total program services		4,325,491
Supporting services		
Management and general	593,531	
Fund raising	<u>467,179</u>	
Total supporting services		<u>1,060,710</u>
Total expenses		<u>5,386,201</u>
Change in net assets		<u>1,425,847</u>
Net assets at January 1, 2000		
Unrestricted		
Operating		10,984,479
Board-designated		<u>5,234,741</u>
		<u>16,219,220</u>
Net assets at December 31, 2000		
Unrestricted		
Operating		12,645,550
Board-designated		<u>4,999,517</u>
		<u>\$17,645,067</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

STATEMENT OF FUNCTIONAL EXPENSES

Year ended December 31, 2000

	Program services			Supporting services		Total expenses
	Humane education	Animal rescue and protection	Legislative activities	Management and general	Fund raising	
Animal welfare, rescue operations and cruelty investigations		\$ 761,048	\$ 761,048			\$ 761,048
Black Beauty Ranch operating expenses		535,924	535,924			535,924
Have-a-Heart Clinic, New York		186,482	186,482			186,482
Wild Life Rehabilitation Center, Ramona, California		23,414	23,414			23,414
Rabbit Sanctuary, South Carolina		26,674	26,674			26,674
Other		1,533,542	1,533,542			1,533,542
				\$ 4,177		\$ 4,177
Data processing	\$ 178,326	1,564	\$ 16,397	2,610	\$ 247,569	446,466
Educational expense	162,080		38,901		34,227	235,208
Printed literature	50,128	12,209	6,696	8,473	2,904	80,410
Other media		360,263	433,300			793,563
Field expenses and travel		33,826	33,826	22,550		56,376
Donations and services to allied organizations		72,158	72,158	48,105		120,263
Insurance				74,455		74,455
Employee benefits	5,937	638	435	17,938	33,200	58,148
Investment advisory fees	103,513	4,086	8,941	9,302	103,686	229,528
Miscellaneous	21,200	190,401		153,050	5,000	369,651
Postage	70,405	108,399	3,766	60,596	5,002	248,108
Professional fees		1,310	1,174	5,797	6,752	15,422
Rent	6,466					6,466
Rental of office equipment	440,250	44,239	47,709	105,651	25,328	663,177
Salaries and related payroll taxes	125,607	14,291	10,575	33,025	7,684	191,182
Stationery and office supplies	43,824	8,685	5,238	10,177	1,904	69,828
Telephone	553	773	174	4,831		6,331
Utilities						
Total expenses before depreciation	1,208,280	2,386,384	573,306	560,737	467,179	5,195,895
Depreciation		157,512		32,794		190,306
Total expenses	\$ 1,208,280	\$ 2,543,896	\$ 573,306	\$ 593,531	\$ 467,179	\$ 5,386,201

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

STATEMENT OF CASH FLOWS

Year ended December 31, 2000

Cash flows from operating activities	\$ 1,425,847
Change in net assets	
Adjustments to reconcile change in net assets to net cash provided by operating activities	
Depreciation	190,306
Net realized gain on investment transactions	(129,587)
Net unrealized depreciation of investments	78,430
Decrease in prepaid expenses and other	3,362
Increase in security deposits and other	(24,928)
Increase in accounts payable and accrued expenses	<u>61,131</u>
Net cash provided by operating activities	1,604,561
Cash flows from investing activities	
Purchase of and reinvestments in securities (principally in United States government obligations)	(2,470,260)
Proceeds from sales of investments and reinvestments in securities (principally in United States government obligations)	1,681,590
Purchases of fixed assets	<u>(209,296)</u>
Net cash used in investing activities	<u>(997,966)</u>
Net increase in cash and cash equivalents	606,595
Cash and cash equivalents, beginning of year	<u>1,097,658</u>
Cash and cash equivalents, end of year	<u>\$ 1,704,253</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS

December 31, 2000

NOTE A - SUMMARY OF ACCOUNTING POLICIES

The Fund for Animals, Inc. (the "Fund") is a New York not-for-profit corporation, qualifying under Section 501(c)(3) of the Internal Revenue Code. The Fund's purpose is the alleviation of fear and 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.

A summary of the Fund's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

1. *Investments*

Investments are stated at market value. Marketable securities acquired by gift are initially recorded at publicly traded values at the date of donation and, if not publicly traded, then at values determined by the management of the Fund, which, in their opinion, represents fair value at the date of donation.

2. *Fixed Assets*

Fixed assets acquired by purchase are stated at cost. Fixed assets acquired by gift, consisting principally of land valued at approximately \$48,400, are recorded at values determined by independent appraisal, or at values determined by the management of the Fund, which, in their opinion, represent fair market value at the dates of donation.

Depreciation is provided for in amounts sufficient to relate the cost or value of depreciable assets to expenses over their estimated service lives on a straight-line basis.

3. *Allocation of Costs and Expenses*

Costs and expenses that are incurred for or attributable to a program or supporting service are allocated directly to that category. Costs and expenses that apply to more than one functional purpose are allocated based on the amount of time employees spend on various program

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2000

NOTE A (continued)

services as determined from their daily time and expense records. Costs of printed material are allocated on the basis of the uses made of the material, content, distribution and the intended audience.

4. *Donated Services*

The financial statements of the Fund do not reflect any financial valuation for the donation of personal services to the Fund. Along with hundreds of volunteers, Marian Probst, the Fund's President, serves without salary. The value of contributed time is not reflected in the accompanying financial statements because it is not susceptible to objective measurement.

5. *Contributions and Bequests*

All contributions and bequests are considered to be available for unrestricted use unless specifically restricted by the donor.

6. *Use of Estimates in Financial Statements*

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

7. *Cash and Cash Equivalents*

The Fund considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2000

NOTE B - INVESTMENTS

The investments of the Fund as of December 31, 2000, were as follows:

	<u>Operating</u>	<u>Board Designated</u>
Government obligations	\$7,475,320	\$4,151,275
Common stock	<u>1,261,676</u>	<u>666,506</u>
	<u>\$8,736,996</u>	<u>\$4,817,781</u>

NOTE C - JOINT COSTS

In 2000, the Fund incurred costs for multipurpose activities of approximately \$806,000. These costs were for newsletters, bulletins and mailings that included fund-raising-related articles. Of these costs, approximately \$342,000 was allocated to fund raising and \$464,000 was allocated to program services.

NOTE D - COMMITMENTS AND CONTINGENCIES

The Fund leases office facilities under operating leases. The approximate minimum annual payments for these leases are as follows:

2001	\$ 247,000
2002	255,000
2003	269,000
2004	182,000
2005	<u>115,000</u>
	<u>\$1,068,000</u>