

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

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

B Check if applicable:

- ☒ Address change
☐ Name change
☐ Initial return
☐ Final return
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

HUMANE SOCIETY OF THE UNITED STATES

Number and street (or P.O. box if mail is not delivered to street address)

Room/suite

2100 L STREET, NW

City or town, state or country, and ZIP + 4

WASHINGTON, DC 20037

D Employer identification number

53-0225390

E Telephone number

(202) 452-1100

F Accounting method:

☐ Cash☒ Accrual

Other (specify) ▶

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

H and I are not applicable to section 527 organizations.

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

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

H(c) Are all affiliates included? ☐ Yes ☐ No

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

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

I Group Exemption Number ▶

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

G Website: WWW.HSUS.ORG

J Organization type (check only one) ☒ 501(c)(3) (insert no.) 4947(a)(1) or 527K Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 125,240,605.

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

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	116,960,975.	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash \$ 116,782,904. noncash \$ 178,071.)	1d	116,960,975.	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	2,959,531.	
	3	Membership dues and assessments	3		
	4	Interest on savings and temporary cash investments	4		
	5	Dividends and interest from securities	5	3,676,326.	
	6a	Gross rents	6a	195,579.	
Expenses	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	195,579.	
	7	Other investment income (describe ▶)	7		
	8a	Gross amount from sales of assets other than inventory	(A) Securities	8a	7,220.
	b	Less: cost or other basis and sales expenses	8b	349,483.	
	c	Gain or (loss) (attach schedule)	8c	-342,263.	
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	-342,263.	
	9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
	a	Gross revenue (not including \$ of contributions reported on line 1a)	9a		
	b	Less: direct expenses other than fundraising expenses	9b		
Net Assets	c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		
	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
	11	Other revenue (from Part VII, line 103)	11	1,440,974.	
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	124,891,122.	
	13	Program services (from line 44, column (B))	13	67,975,231.	
	14	Management and general (from line 44, column (C))	14	6,138,848.	
	15	Fundraising (from line 44, column (D))	15	11,900,184.	
	16	Payments to affiliates (attach schedule)	16		
17	Total expenses (add lines 16 and 44, column (A))	17	86,014,263.		
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	38,876,859.	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	111,021,299.	
	20	Other changes in net assets or fund balances (attach explanation) STMT 1	20	50,160,576.	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	200,058,734.	

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

Form 990 (2005)

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print

File by the extended due date for filing the return. See instructions.

Name of Exempt Organization

THE HUMANE SOCIETY OF THE UNITED STATES

Number, street, and room or suite no. If a P.O. box, see instructions.

2100 L STREET, NW

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

WASHINGTON, DC 20037

Employer identification number

53-0225390

For IRS use only

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

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

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

• The books are in the care of **▶ CONTROLLER**

Telephone No. **▶ 202 452-1100**

FAX No. **▶**

• If the organization does **not** have an office or place of business in the United States, check this box. ☐

• If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) **▶** ☐. If this is for the **whole** group, check this box **▶** ☐. If it is for **part** of the group, check this box **▶** ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/2006**

5 For calendar year **2005**, or other tax year beginning **▶** and ending **▶**

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

7 State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **\$ NONE**

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 **\$**

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions **\$ NONE**

Signature and Verification

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

Signature **▶** *David Cotton*

Title **▶** *CPA/agent*

Date **▶** *8/14/06*

Notice to Applicant - To Be Completed by the IRS

☐ We **have** approved this application. Please attach this form to the organization's return.

☐ We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

☐ We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

☐ We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.

☐ Other **▶**

Director

By: **▶**

Date

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

Type or print

Name

GRANT THORNTON LLP

Number and street (include suite, room, or apt. no.) or a P.O. box number

2010 CORPORATE RIDGE, SUITE 400

City or town, province or state, and country (including postal or ZIP code)

MCLEAN, VA 22102

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns.

Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization		Employer identification number
	THE HUMANE SOCIETY OF THE UNITED STATES		53-0225390
	Number, street, and room or suite no. If a P.O. box, see instructions.		
	2100 L STREET, NW		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	WASHINGTON, DC 20037		

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

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

- The books are in the care of ► CONTROLLER

Telephone No. ► 202 452-1100

FAX No. ►

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

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 08/15, 2006, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2005 or
► ☐ tax year beginning , and ending

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

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

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. \$

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

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

Form **8868** (Rev. 12-2004)

Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule)	(cash \$ <u>8,100,645.</u> noncash \$ <u> </u>) If this amount includes foreign grants, check here <input checked="" type="checkbox"/>	22 8,100,645.	8,100,645.	STMT 2	STMT 45
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25 1,191,467.	941,259.	83,403.		
26 Other salaries and wages	26 13,904,484.	10,988,748.	993,997.	1,921,739.	
27 Pension plan contributions	27 975,647.	771,033.	69,632.	134,982.	
28 Other employee benefits	28 1,854,591.	1,465,644.	132,362.	256,585.	
29 Payroll taxes	29 1,337,767.	1,057,208.	95,477.	185,082.	
30 Professional fundraising fees	30 1,855,457.			1,855,457.	
31 Accounting fees	31 100,285.	79,253.	7,157.	13,875.	
32 Legal fees	32 640,736.	506,360.	45,729.	88,647.	
33 Supplies	33 2,811,515.	2,221,880.	200,658.	388,977.	
34 Telephone	34 671,229.	530,458.	47,906.	92,865.	
35 Postage and shipping	35 855,219.	675,861.	61,037.	118,321.	
36 Occupancy	36 1,248,579.	986,725.	89,111.	172,743.	
37 Equipment rental and maintenance	37				
38 Printing and publications	38				
39 Travel	39 3,271,259.	2,585,206.	233,470.	452,583.	
40 Conferences, conventions, and meetings	40				
41 Interest	41				
42 Depreciation, depletion, etc. (attach schedule)	42 1,016,913.	803,645.	72,577.	140,691.	
43 Other expenses not covered above (itemize):	STMT 46				
a MAILINGS	43a 28,607,222.	22,375,125.	2,752,270.	3,479,827.	
b CONSULTANT & CONTRACTED S	43b 8,171,844.	6,458,032.	583,226.	1,130,586.	
c INSURANCE & BONDS	43c 549,964.	434,625.	39,251.	76,088.	
d PROPERTY TAXES	43d 180,496.	142,642.	12,882.	24,972.	
e EDUC'L MATERIAL & PUBLICA	43e 5,868,187.	4,637,503.	418,813.	811,871.	
f INVESTMENT EXP & TRUSTEES	43f 2,800,757.	2,213,379.	199,890.	387,488.	
g	43g				
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15).	44 86,014,263.	67,975,231.	6,138,848.	11,900,184.	

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

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

If "Yes," enter (i) the aggregate amount of these joint costs \$ 31,202,495.; (ii) the amount allocated to Program services \$ 23,505,506.;

(iii) the amount allocated to Management and general \$ 936,075.; and (iv) the amount allocated to Fundraising \$ 6,760,914.

Form **990** (2005)

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

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

What is the organization's primary exempt purpose? ► SEE STATEMENT 47

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

Program Service Expenses

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

a COMMUNICATIONS - SEE FOOTNOTE 1

(Grants and allocations \$ 27,544.) If this amount includes foreign grants, check here ► ☐

10,986,235.

b REGIONAL AND LOCAL PROGRAMS - SEE FOOTNOTE 1.

(Grants and allocations \$ 5,757,888.) If this amount includes foreign grants, check here ► ☐

27,979,370.

C DOMESTIC ANIMALS PROGRAMS - SEE FOOTNOTE 1

(Grants and allocations \$ 717,535.) If this amount includes foreign grants, check here ►

6,261,297.

d CAMPAIGNS, LEGISLATION, AND LITIGATION - SEE FOOTNOTE 1

(Grants and allocations \$ 638,465.) If this amount includes foreign grants, check here ► ☐

10,300,538.

e Other program services (attach schedule) SEE STATEMENT 48

(Grants and allocations \$ 959,213.) If this amount includes foreign grants, check here ☒ X

12,447,791.

f Total of Program Service Expenses (should equal line 44, column (B), Program services),		67,975,231.
--	--	--------------------

Form 990 (2005)

Part IV Balance Sheets (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
Assets	45 Cash - non-interest-bearing	9,182.	45	9,125.	
	46 Savings and temporary cash investments	20,819,222.	46	39,115,154.	
	47a Accounts receivable	47a 3,262,577.			
	b Less: allowance for doubtful accounts	47b	3,422,272.	47c 3,262,577.	
	48a Pledges receivable	48a 15,544,677.			
	b Less: allowance for doubtful accounts	48b 798,569.	6,222,578.	48c 14,746,108.	
	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	STMT. 49.	1,377,831.	53	1,756,762.
54 Investments - securities (attach schedule) STMT. 50	<input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	83,620,760.	54	116,302,003.	
55a Investments - land, buildings, and equipment: basis	55a				
b Less: accumulated depreciation (attach schedule)	55b		55c		
56 Investments - other (attach schedule)	STMT. 51.	162,896.	56	196,832.	
57a Land, buildings, and equipment: basis STMT. 52	57a 20,171,444.				
b Less: accumulated depreciation (attach schedule)	57b 9,207,714.	8,638,943.	57c	10,963,730.	
58 Other assets (describe STMT 53)		940,248.	58	36,657,055.	
59 Total assets (must equal line 74). Add lines 45 through 58.		125,213,932.	59	223,009,346.	
Liabilities	60 Accounts payable and accrued expenses	6,551,671.	60	14,174,843.	
	61 Grants payable		61		
	62 Deferred revenue		62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a Tax-exempt bond liabilities (attach schedule)		64a		
	b Mortgages and other notes payable (attach schedule)		64b		
65 Other liabilities (describe STMT 54)		7,640,962.	65	8,775,769.	
66 Total liabilities. Add lines 60 through 65.		14,192,633.	66	22,950,612.	
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	81,782,886.	67	146,043,183.	
	68 Temporarily restricted	9,983,461.	68	34,760,144.	
	69 Permanently restricted	19,254,952.	69	19,255,407.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund		71		
	72 Retained earnings, endowment, accumulated income, or other funds		72		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		111,021,299.	73	200,058,734.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73.		125,213,932.	74	223,009,346.

Form 990 (2005)

Yes	No
-----	----

- [illegible]

- | | |
|---|---|
|  |  |
| 75b | X |

- | | | |
|-----|---|--|
| | | |
| 75c | X | |

- | | |
|-----|---|
| 75d | X |
|-----|---|

(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

Yes	No
-----	----




- | | | |
|----|--|---|
| | | |
| 76 | | X |

- | | | |
|----|--|---|
| 77 | | X |
| | | |

- | | | |
|-----|---|--|
| 78a | X | |
|-----|---|--|

- | | |
|-----|---|
| 78b | X |
|-----|---|

- | | | |
|----|--|---|
| 79 | | X |
|----|--|---|

- | | | |
|---|---|---|
|  |  |  |
| 80a | X | 80b |

-

- 

- | | |
|-----|---|
| 81b | X |
|-----|---|

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
82 b	2,593,348.		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	N/A	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	N/A	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members	N/A	
d	Section 162(e) lobbying and political expenditures	N/A	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	N/A	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	N/A	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	N/A	
b	Gross receipts, included on line 12, for public use of club facilities	N/A	
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders	N/A	
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	N/A	
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		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ N/A; section 4912 ▶ N/A; section 4955 ▶ N/A		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	N/A	
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization	N/A	
90 a	List the states with which a copy of this return is filed ▶ SEE STATEMENT 64		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	371	
91 a	The books are in care of ▶ CONTROLLER Telephone no. ▶ 202-452-1100		
	Located at ▶ 2100 L STREET, NW, WASHINGTON, DC ZIP + 4 ▶ 20037		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
	If "Yes," enter the name of the foreign country ▶ SEE FOOTNOTE 3		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the United States?	X	
	If "Yes," enter the name of the foreign country ▶ SEE FOOTNOTE 3		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here		
	and enter the amount of tax-exempt interest received or accrued during the tax year	N/A	

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

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a STMT 72		400,070.		423,159.	2,136,302.
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					
96 Dividends and interest from securities			14	3,676,326.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	195,579.	
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	-342,263.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b ROYALTIES			15	1,072,656.	
c MISCELLANEOUS INC.			01	84,122.	
d LIST RENTALS			13	284,196.	
e					
104 Subtotal (add columns (B), (D), and (E))		400,070.		5,393,775.	2,136,302.
105 Total (add line 104, columns (B), (D), and (E))					7,930,147.

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

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

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	STMT 73

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

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

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

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

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

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer <u>Mary K. Berge</u>		Date <u>8/14/06</u>	
Paid Preparer's Use Only	Type or print name and title <u>Mary K. Berge, Assistant Treasurer/Controller</u>			
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed)	EIN		Phone no.
	address, and ZIP + 4			
	<u>Margaret Allen Bradshaw, CPA</u>	<u>8/11/06</u>	<input type="checkbox"/>	
	<u>GRANT THORNTON LLP</u>			
	<u>2010 CORPORATE RIDGE, SUITE 400</u>			
	<u>MCLEAN, VA 22102</u>			<u>703-847-7500</u>

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information - (See separate instructions.)

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

OMB No. 1545-0047

2005

Name of the organization

HUMANE SOCIETY OF THE UNITED STATES

Employer identification number

53-0225390

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 67				
Total number of other employees paid over \$50,000 . . . ►		112		

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 68		
Total number of others receiving over \$50,000 for professional services ►		NONE

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 69		
Total number of other contractors receiving over \$50,000 for other services ►		27

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

Schedule A (Form 990 or 990-EZ) 2005

Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>1,859,148.</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1	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 substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? STMT. 70	2d	X
e Transfer of any part of its income or assets?	2e	X
3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.) STMT. 71	3a	X
b Do you have a section 403(b) annuity plan for your employees?	3b	X
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c	X
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5** ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► _____
10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
11b ☐ A community trust. Section 170(b)(1)(A)(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). Check the box that describes the type of supporting organization: ► ☐ Type 1 ☐ Type 2 ☐ Type 3

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

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

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

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

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	66,837,615.	61,100,425.	61,301,992.	50,575,165.	239815197.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	2,712,560.	1,921,137.	673,560.	775,509.	6,082,766.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	4,585,054.	6,425,003.	5,339,727.	5,493,414.	21,843,198.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	74,135,229.	69,446,565.	67,315,279.	56,844,088.	267741161.
24 Line 23 minus line 17.	71,422,669.	67,525,428.	66,641,719.	56,068,579.	261658395.
25 Enter 1% of line 23.	741,352.	694,466.	673,153.	568,441.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶ 26a					5,233,168.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ 26b					
c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c					261658395.
d Add: Amounts from column (e) for lines: 18 <u>21,843,198.</u> 19 _____ 22 _____ 26b _____ ▶ 26d					21,843,198.
e Public support (line 26c minus line 26d total) ▶ 26e					239815197.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ 26f					91.6520 %
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: NOT APPLICABLE (2004) _____ (2003) _____ (2002) _____ (2001) _____ b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2004) _____ (2003) _____ (2002) _____ (2001) _____ c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶ 27c					
d Add: Line 27a total. . . and line 27b total. ▶ 27d					
e Public support (line 27c total minus line 27d total). ▶ 27e					
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f					
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ 27g					%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ 27h					%
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

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

NOT APPLICABLE

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

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

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLECheck **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

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

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying) . . .	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying) . . .	37	
38 Total lobbying expenditures (add lines 36 and 37) . . .	38	
39 Other exempt purpose expenditures . . .	39	
40 Total exempt purpose expenditures (add lines 38 and 39) . . .	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is -		
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	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
Lobbying nontaxable					
45 amount					
Lobbying ceiling amount					
46 (150% of line 45(e)) . . .					
47 Total lobbying expenditures					
Grassroots nontaxable					
48 amount					
Grassroots ceiling amount					
49 (150% of line 48(e)) . . .					
Grassroots lobbying					
50 expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

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		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.) . . .		X	
c Media advertisements	X		128,514.
d Mailings to members, legislators, or the public	X		177,636.
e Publications, or published or broadcast statements	X		228,443.
f Grants to other organizations for lobbying purposes	X		786,500.
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		87,784.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	X		450,271.
i Total lobbying expenditures (Add lines c through h.)			1,859,148.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities. STMT 72

19

Schedule of Contributors

OMB No. 1545-0047

2005

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization

HUMANE SOCIETY OF THE UNITED STATES

Employer identification number

53-0225390

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

General Rule -

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

Special Rules -

☒ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

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

Name of organization **HUMANE SOCIETY OF THE UNITED STATES**

Employer identification number

53-0225390**Part I** Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>		<u>2,800,000.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>		<u>6,200,000.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES
=====DESCRIPTION
-----AMOUNT

PENSION ADJUSTMENT	841,786.
NET ASSETS ACQUIRED FROM FFA	18,418,663.
UNREALIZED GAIN ON INVESTMENTS	5,602,423.
NET BEG. ASSETS OF AFFILIATES	25,297,704.

TOTAL	50,160,576.
	=====

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

=====

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----	-----	-----	-----
GRANTS PAID =====			
1-800-SAVE-A-PET.COM 2438 BUTLER AVENUE LOS ANGELES, CA 90064	NONE		162,000.
ADAMS COUNTY, NEBRASK ATTN: DONNA FEGLER DAISS, FOURTH AND DENVER STREET BOX 71 HASTINGS, NE 68902-0071	NONE		5,000.
AFGHAN STRAY ANIMAL LEAGUE C/O PAMELA CONSTABLE, 3823 SOUTH 14TH STREET ARLINGTON, VA 22204	NONE		3,621.
ALTERNATIVES CONGRESS INC., 700 PROFESSIONAL DRIVE GAITHERSBURG, MD 20879	NONE		35,000.
AMADOR COMMUNITY FOUN 114 MAIN STREET, SUITE 212, ATTN: SHANNON LOWRY JACKSON, CA 95642	NONE		5,000.
AMER ANIMAL HOSPITAL ATTN: JANICE TRUMPETER, 12575 W. BAYAUD AVENUE LAKEWOOD, CO 80228	NONE		145,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
AMERICAN FILM INSTITU 2021 NORTH WESTERN AVENUE LOS ANGELES, CA 90027-1625	NONE		7,500.
AMERICAN HORSE COUNCI TION, 1616 H STREET, N W - 7TH FLOOR WASHINGTON, DC 20006	NONE		1,000.
AMERICAN TORTOISE RES 23852 PACIFIC COAST HIGHWAY, SUITE 928 - ATTN: SUS MALIBU, CA 90265	NONE		2,000.
AMES ANIMAL SHELTER ATTN: LORNA LAVENDER AMES, IA 50010	NONE		144.
ANNE K. TAYLOR FUND 2724 ARVIN ROAD BILLINGS, MT 59102	NONE		2,500.
ANIMAL AID - VERMILLI 5937 VETERANS MEMORIAL DRIVE ABBEVILLE, LA 70510	NONE		50,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANIMAL CARE CONFERENCE STATE HUMANE ASSOC. OF CALIF., P O BOX 2098 EL CERRITO, CA 94530	NONE		4,500.
ANIMAL CONTROL OFFICE OF MASSACHUSETTS - DENNIS, POLICE DEPT. - 685 RT. SOUTH DENNIS, MA 02660-2674	NONE		300.
ANIMAL LAW REVIEW LEWIS AND CLARK LAW SCHOOL, 10015 S.W. TERWILLIGER PORTLAND, OR 97219-7799	NONE		1,000.
ANIMAL PLACE 3448 LAGUNA CREEK TRAIL, ATTN: KIM STURLA VACAVILLE, CA 95688	NONE		11,000.
ANIMAL PROTECTION NEW P O BOX 1215 SANTA FE, NM 87504	NONE		1,250.
ANIMAL PROTECTION VOT ATTN: ELISABETH JENNINGS, P O BOX 11651 ALBUQUERQUE, NM 87192	NONE		7,000.

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

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----		PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
ANIMAL RESCUE LEAGUE P O BOX 265, ATTN: AMY WHITEHEAD BOSTON, MA 02117	NONE			2,500.
ANIMAL RESCUE LEAGUE 5452 NE 22ND STREET, C/O TOM COLVIN DES MOINES, IA 50313-2528	NONE			15,000.
ANIMAL RESCUE LEAGUE HAMPSHIRE, 545 ROUTE 101 BEDFORD, NH 03110	NONE			200.
ANIMAL UMBRELLA, INC. P O BOX 2675 ACTON, MA 01720	NONE			100.
ANIMAL WELFARE FEDERA NEW JERSEY - C/O KAREN DIXON, 816 NORTH DELSEA DRI GLASSBORO, NJ 08028	NONE			5,000.
ANIMALS S.O.S. HAMPSHIRE, 545 ROUTE 101 BEDFORD, NH 03110	NONE			3,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANNIE JUDAH 8500 NEW HAMPSHIRE, #226 SILVER SPRING, MD 20903	NONE		676.
ANTARCTICA PROJECT - 1630 CONNECTICUT AVENUE, N W, 3RD FLOOR WASHINGTON, DC 20009	NONE		10,000.
ANTI CRUELTY SOCIETY ATTN: NADINE WALMSLEY CHICAGO, IL 60610	NONE		1,000.
ARIZONA HUMANE SOCIETY ATTN: CHERYL NAUMANN, 1521 W. DOBEINS ROAD PHOENIX, AZ 85041	NONE		25,000.
ARIZONANS FOR HUMANE 1000 EAST APACHE, SUITE 109, SCOTT PELTZ, TREASURE TEMPE, AZ 85281	NONE		183,000.
ARKANSAS STATE ANIMAL ASSOCIATION - C/O JONESBORO, ANIMAL CONTROL, 1628 S ATTN: KIM JOHNSON, JO, AR 72401	NONE		200.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASOCIACION DE RESCATE Y CONSERVACION DE VIDA SILVE ASSOCIATION ANIMAL CONTROL, 1628 S. JONESBORO, AR 72401	NONE		2,000.
BAD RAP 3059 RICHMOND BLVD. OAKLAND, CA 94611	NONE		5,000.
BEATRICE HUMANE SOCIE P O BOX 646 BEATRICE, NE 68310	NONE		500.
BEATRICE HUMANE SOCIETY PO BOX 15469 WILMINGTON, DE 19850-5469	NONE		578.
BEST FRIENDS ANIMAL S 5001 ANGEL CANYON ROAD KANAB, UT 84741-5000	NONE		125,000.
BIG BEND DART, INC. C/O HAVEN COOK, PRESIDENT, 310 N. DELLVIEW DRIVE TALLAHASSEE, FL 32303	NONE		1,500.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
RECIPIENT NAME AND ADDRESS -----	FOUNDATION STATUS OF RECIPIENT -----		
BOONE COUNTY ANIMAL C CONTROL - ATTN: BECKY REITER, 5643 IDLEWILD ROAD BURLINGTON, KY 41005	NONE		10,000.
BORN FREE USA P O BOX 32160 WASHINGTON, DC 20007	NONE		10,000.
BROWARD WORKSHOP ISSU 350 E. LAS OLAS BLVD., STE 800, AT: CHARLIE CAULKI FORT LAUDERDALE, FL 33301	NONE		75,000.
BUCHANAN COUNTY BOARD SUPERVISORS - ADMIN. OFFICE, P. O. DRAWER 950 - C/ CAUDILL, GRUNDY, VA 24614	NONE		1,500.
BUCKNELL UNIVERSITY STUDENT ACCOUNTS, MARTS HALL LEWISBURG, PA 17837	NONE		1,500.
BUFFALO FIELD CAMPAIG P O BOX 957 WEST YELLOWSTONE, MT 59758	NONE		5,500.

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

<p>CALCASIEU PARISH ANIM 5500A- SWIFT PLANT RD LAKE CHARLES, LA 70615</p>	<p>NONE</p>	<p>10,000.</p>
<p>CAPITAL AREA HUMANE S MR STEPHEN HEAVEN, EXEC DIR., 7095 WEST GRAND RIVE LANSING, MI 48906</p>	<p>NONE</p>	<p>15,000.</p>
<p>CAT WRITERS ASSOCIATI 1761 WICKERSHAM LANE, C/O FRAN PENNOCK SHAW, TREAS LANCASTER, PA 17603</p>	<p>NONE</p>	<p>2,368.</p>
<p>CENTER FOR WILDLIFE L UNM, INSTIT. OF PUBLIC LAW, 1117 STANFORD NE ALBUQUERQUE, NM 87131-1446</p>	<p>NONE</p>	<p>20,000.</p>
<p>CHESTER COUNTY TREASU PUBLIC WORKS DEPARTMENT, POST OFFICE DRAWER 580 CHESTER, SC 29706</p>	<p>NONE</p>	<p>3,000.</p>
<p>CHIPPWA COUNTY HUMAN ASSOCIATION, INC., P.O. BOX 562 CHIPPWA FALLS, WI 54729</p>	<p>NONE</p>	<p>1,000.</p>

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----	-----	-----	-----
CHURCHE'S CENTER FOR PEOPLE - TONY ENDS, DIRECTOR, P.O. BOX 40 SINSINAWA, WI 53824	NONE		500.
CITY OF BURLESON ATTN: SHERI CAMPBELL HUSBAND, 141 WEST RENFRO BURLESON, TX 76028-4296	NONE		10,000.
CITY OF GARDEN CITY 301 N 8TH STREET, PO BOX 499 GARDEN CITY, KS 67846	NONE		2,500.
COLORADO FED ANML WEL C/O MARTHA SMITH, 2884 SOUTH URSULA COURT AURORA, CO 80014	NONE		1,000.
COLORADO VETERINARY M FOUNDATION / S A R T, 789 SHERMAN STREET SUITE 550 DENVER, CO 80203	NONE		10,000.
COMMITTEE TO PROTECT SUSAN SCHWAB, TREASURER, P O BOX 442176 SOMERVILLE, MA 02144	NONE		105,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMITTEE TO RESTORE SHOOTING BAN - ATTN: JULIE, BAKER, P O BOX 81183 LANSING, MI 48908	NONE		525,000.
CONNECTICUT COUNCIL F EDUCATION, 6 LONG HILL FARM, C/O J. LEWIN GUILFORD, CT 06437	NONE		5,000.
CONNECTICUT MUNICIPAL CONTROL OFFICERS ASSOC. - C/O, LINDA WENNER - P O STORRS, CT 06268-0197	NONE		250.
COROLIA WILD HORSE FU 500 HUNT CLUB DRIVE, P O BOX 361 COROLIA, NC 27927	NONE		1,000.
DANDELION DOG RESCUE 14 FULLERTON RD FORKS, WA 09331	NONE		500.
DAVID SHELDRIK WILDLIFE TRUST 14 FULLERTON RD FORKS, WA 09331	NONE		3,500.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
DAYS END FARM HORSE R 15856 FREDERICK ROAD, P O BOX 309 LISBON, MD 21765	NONE		5,000.
DENVER DUMB FRIENDS L 2080 S. QUEBEC STREET, HUMANE SOCIETY OF DENVER, I DENVER, CO 80231-3298	NONE		20,000.
DORIS DAY ANIMAL FOUN 227 MASSACHUSETTS AVE N E, SUITE 227, ATTN BEN GLE WASHINGTON, DC 20002	NONE		1,000.
DORIS DIXON - ACH/EFT 2841 COLONY ROAD ANN ARBOR, MI 48104	NONE		55.
DUBUQUE HUMANE SOCIET 175 N. CRESCENT RIDGE, ATTN: JANE MCCALL DUBUQUE, IA 52003-5214	NONE		10,000.
EARTH ISLAND INSTITUT 300 BROADWAY, SUITE NO. 28, ATTN: MARK BERMAN SAN FRANCISCO, CA 94133-9905	NONE		4,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUINE ADVOCATES, INC P O BOX 354 CHATHAM, NY 12037	NONE		25,257.
EAST BAY SPCA 3323 BALDWIN STREET OAKLAND, CA 94621	NONE		27,970.
ESTHER HONEY FOUNDATION P O BOX 354 CHATHAM, NY 12037	NONE		2,000.
FARM SANCTUARY ATTN: GENE BAUSTON, 3100 AIKENS ROAD WATKINS GLEN, NY 14891	NONE		50,000.
FAYETTEVILLE ANIMAL S 1640 ARMSTRONG AVENUE FAYETTEVILLE, AR 72701	NONE		5,000.
FEDERATED HUMANE SOCI WESTERN PA HUMANE SOCIETY, 1101 WESTERN AVENUE PITTSBURGH, PA 15233-2084	NONE		7,500.

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

=====

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----		PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
FLANDERS FIRE & RESCU NO. 1, P O BOX 621 FLANDERS, NJ 07836	NONE			100.
FLATHEAD SPAY & NEUTE FORCE, INC., P.O. BOX 2095 WHITEFISH, MT 59937	NONE			345.
FLORIDA ANIMAL FRIEND ATTN: LESLIE MANN, 4220 S W 67TH TERRACE DAVIE, FL 33314	NONE			2,000.
FLORIDA ANIMAL FRIENDS PO BOX 15469 WILMINGTON, DE 19850-5469	NONE			800.
FLORIDA INSTITUTE TEC OFFICE OF FINANCIAL AID, 150 WEST UNIVERSITY BLVD. MELBOURNE, FL 32901	NONE			1,500.
FRANKLIN COUNTY HUMAN 30 SUNSET MEADOW ST. ALBANS, VT 05478	NONE			1,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FREDERICK COUNTY HUMA 5712-D INDUSTRY LANE FREDERICK, MD 21704	NONE			500.
GEESPEACE, INC. 6405 LAKEVIEW DRIVE, ATTN: DAVID FELD FALLS CHURCH, VA 22041	NONE			20,000.
GERALDINE R DODGE FOU BOX 1239, 163 MADISON AVENUE MORRISTOWN, NJ 07962-1239	NONE			7,500.
GREY2K USA P O BOX 442117-ATN CAREY THEIL, 240B ELM STREET, S SOMERVILLE, MA 02144	NONE			10,000.
GREYHOUND WELFARE, IN P O BOX 5273 TAKOMA PARK, MD 20913	NONE			25.
HAPPY TRAILS FARM ANI TUARY, INC., 5623 NEW MILFORD ROAD RAVENNA, OH 44266	NONE			1,750.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEARTLAND PET CONNECT HASTINGS ANIMAL SHELTER ASSOC., INC. - 1807 WEST J HASTINGS, NE 68901	NONE		300.
HECKHAVEN WILDLIFE REHAB CENTER 6927 STARBOARD DRIVE LAKE CHARLES, LA 70605	NONE		10,000.
HOUSTON SPCA 900 PORTWAY DRIVE HOUSTON, TX 77024	NONE		115,000.
HUMANE ALLIANCE OF WN 231 HAYWOOD STREET, ATTN: QUITA MAZZINA ASHEVILLE, NC 28801	NONE		327,000.
HUMANE ASSOCIATION OF INC. - HAGA, 1317 HEARST DRIVE ATLANTA, GA 30319	NONE		475.
HUMANE FARM ANIMAL CA P O BOX 727, ATTN: ADELE DOUGLASS HERNDON, VA 20172-0727	NONE		150,000.

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

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
HUMANE RESEARCH COUNCIL C/O CHE GREEN, P.O. BOX 70180 SEATTLE, WA 98127-0179	NONE		10,000.
HUMANE SOC SEATTLE/KI ATTN: NANCY MCKENNEY, 13212 SE EASTGATE WAY BELLEVUE, WA 98005-4408	NONE		15,000.
HUMANE SOC. SOUTH MIS 13756 WASHINGTON AVENUE, ATTN: TARA HIGH GULFPORT, MS 39503	NONE		623,383.
HUMANE SOCIETY BOULDER ATTN: JAN MCRUGH-SMITH, 2323 55TH STREET BOULDER, CO 80301	NONE		15,000.
HUMANE SOCIETY BROWAR INC.- AT: CHRISTOPHER AGOSTINO, 2070 GRIFFIN ROAD FORT LAUDERDALE, FL 33312-5997	NONE		20,000.
HUMANE SOCIETY OF ESC COUNTY, 2763 SOUTH BLVD. BREWTON, AL 36426	NONE		1,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUMANE SOCIETY OF KEN 3077 WILSON DRIVE, N W, ATTN: KAREN TERPSTRA GRAND RAPIDS, MI 49544-7565	NONE		20,000.
HUMANE SOCIETY OF KNO P.O. BOX 1294 ROCKLAND, ME 04841-1294	NONE		1,000.
HUMANE SOCIETY OF MISSISSIPPI 2615 25TH AVENUE GULFPORT, MS 39501	NONE		100,000.
HUMANE SOCIETY OF NOR 1840 EAST LANCASTER FT WORTH, TX 76103	NONE		50,000.
HUMANE SOCIETY OF PIK REGION, ATTN: WESLEY METZLER, 610 ABBOTT LANE COLORADO SPRINGS, CO 80905	NONE		10,000.
HUMANE SOCIETY OF SANTA CLARA VALLEY P.O. BOX 1294 ROCKLAND, ME 04841-1294	NONE		27,970.

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----		-----	-----	-----
HUMANE SOCIETY OF THE ATTN: J.S. CANDY CLARK, 1640 ARMSTRONG ROAD FAYETTEVILLE, AR 72701-7231		NONE		6,000.
HUMANE SOCIETY OF WAS COUNTY, 13011 MAUGANSVILLE ROAD HAGERSTOWN, MD 21740		NONE		1,000.
HUMANE SOCIETY SEBAST P O BOX 10953, ATTN: BARBARA SNOW FT. SMITH, AR 72917		NONE		305.
HUMANE SOCIETY SOUTHE 2050 SPINDLETOP ROAD BEAUMONT, TX 77701		NONE		50,000.
ILLINOIS ANIMAL WELFA ERATION - C/O ANIMAL CARE, LEAGUE - 1013 GARFIELD OAK PARK, IL 60304		NONE		1,000.
INSTITUTE FOR ANIMALS CIETY - ATTN: KIM STALLWOOD, 3500 BOSTON STREET, BALTIMORE, MD 21224		NONE		5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL CONFERE ECOLOGY AND TRANS. - ICOET, C/O CENTER FOR TRANS. P O BOX 8601-N C STATE, NC 27695-8601	NONE		5,000.
INTERNATIONAL INST. H PO BOX 260 SURREY, ME 04684	NONE		1,000.
INTERNATIONAL SOCIETY PROTECTION OF MUSTANGS&BURROS, PO BOX 55 LANTRY, SD 57636-0055	NONE		5,000.
INTERNATIONAL SOCIETY TORY TOXICOLOGY & PHARMACOLOGY, 6546 BELLEVUE COLUMBIA, MD 21046-1054	NONE		2,500.
INTL SOCIETY FOR ANTH C/O KATHERINE KRUGER, 3900 DELANCY ST PHILADELPHIA, PA 19104-6010	NONE		5,000.
IOWA NETWORK FOR COMM AGRICULTURE - C/O G. GUTHRIE, 58444 260TH STREET NEVADA, IA 50201	NONE		600.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ISAZ C/O DR. JAMES SERPELL, UNIV OF PENNSYLVANIA -3900 PHILADELPHIA, PA 19104-6010	NONE			1,500.
JANE GOODALL INSTITUT 8700 GEORGIA AVE., SUITE 500 SILVER SPRING, MD 20910	NONE			7,500.
JOANNE BOURBEAU - AC PO BOX 303 JACKSONVILLE, VT 05342	NONE			50.
JOHN ANCRUM SPCA SC DOGFIGHTING TASK FORCE, 3861 LEEDS AVENUE CHARLESTON, SC 29405	NONE			15,000.
JOHNS HOPKINS CENTER 8700 GEORGIA AVE., SUITE 500 SILVER SPRING, MD 20910	NONE			5,000.
KAUAI HUMANE SOCIETY ATTN: REBECCA RHOADES, P O BOX 3330 LIHUE, HI 96766-6330	NONE			15,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAFAYETTE ANIMAL CONT 705 W. UNIVERSITY AVE. LAFAYETTE, LA 70506-3543	NONE		10,000.
LAURA BLAKELY SWARTZ 4112 FRANKLIN STREET KENSINGTON, MD 20895	NONE		1,000.
LEAGUE OF HUMANE VOTE C/O BRIDGET SOEDER, 6805 MAYFIELD ROAD, #1114 MAYFIELD HEIGHTS, OH 44124	NONE		1,000.
LEWIS & CLARK LAW SCH 10015 SW TERWILLIGER BLVD. PORTLAND, OR 97219	NONE		2,000.
LINDA BLAIR WORLDHEAR FOUNDATION, 10061 RIVERSIDE DRIVE, #1003 TOLUCA LAKE, CA 91602	NONE		25,000.
LOUISIANA SPCA 701 THAYER STREET NEW ORLEANS, LA 70114	NONE		2,500,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOUISIANA SPCA 701 THAYER STREET NEW ORLEANS, LA 70114	NONE		500,000.
LOUISIANA STATE UNIVE MED., C/O DEAN, MICHAEL GROVES, SKIP BERTMAN AT RI BATON ROUGE, LA 70803	NONE		100,000.
MARGARET B MITCHELL S NEUTER CLINIC, 16222 LEE HWY BRISTOL, VA 24202	NONE		400.
MARQUETTE COUNTY HUMA SOCIETY, INC., P O BOX 842 - ATTN: CARON MARQUETTE, MI 49855	NONE		6,000.
MARSHALL LEGACY INSTI 2425 WILSON BOULEVARD, SUITE 313 ARLINGTON, VA 22201	NONE		5,000.
MASSACHUSETTS ANIMAL C/O TREASURER, 56 ANNIE MOORE ROAD BOLTON, MA 01740	NONE		250.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEADOWCREEK, INC. P.O. BOX 100, MEADOWCREEK FOX, AR 72051	NONE		22,550.
MEOW RESCUE PO BOX 58 KIRKLAND, WA 98083	NONE		1,000.
METROPOLITON WASH COU GOVT C/O STEVE DICKSTEIN, 777 N CAPITAL ST., NE STE WASHINGTON, DC 20002	NONE		500.
MICHIGAN HUMANE SOCIE ATTN: CAL MORGAN, SUITE 175, 26711 NORTHWESTERN SOUTHFIELD, MI 48034	NONE		25,000.
MICHIGAN STATE UNIVER ANIMAL SCIENCE DEPARTMENT, 1290 ANTHONY HALL EAST LANSING, MI 48824	NONE		2,000.
MIDWEST ORGANIC & SUS EDUCATION SERVICES, MOSES, PO BOX 339 SPRING VALLEY, WI 54767	NONE		600.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS			
MINNESOTA (MN) CONFER C/O BILL FORBES, 13416 XERXES AVENUE S BURNSVILLE, MN 55337-2140	NONE		300.
MISSOURI ANIMAL CONTR 4400 RAYTOWN ROAD KANSAS CITY, MO 64129	NONE		450.
MONITOR 1506 19TH STREET N W, 3RD FLOOR WASHINGTON, DC 20036	NONE		12,000.
MONTGOMERY COUNTY HUM 14645 ROTHGEB DRIVE, ATTN: HEATHER BRANCROFT ROCKVILLE, MD 20854	NONE		15,000.
MORGAN COUNTY HUMANE 690 W. MITCHELL STREET MARTINSVILLE, IN 46151	NONE		1,000.
MS BOARD OF ANIMAL HE PO BOX 3889 JACKSON, MS 39207	NONE		10,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
NEBRASKA HUMANE SOCIE ATTN: MARK LANGAN, 8929 FORT STREET OMAHA, NE 68134	NONE		36,000.
NEIGHBORHOOD CATS 2565 BROADWAY, NO. 555 NEW YORK, NY 10025	NONE		5,000.
NEW ENGLAND ANIMAL CO HUMANE ACADEMY/BARTON/COLE HAL, 291 MAST ROAD DURHAM, NH 03824	NONE		250.
NEW ENGLAND FED OF HU NEPHS C/O STEVE JACOBSEN, ANIM WELFARE SOC, PO BOX WEST KENNEBUNK, ME 04094	NONE		1,000.
NEW HAMPSHIRE FED. OF 24 MONTGOMERY STREET CONCORD, NH 03301	NONE		500.
NEW JERSEY CERTIFIED CONTROL OFFICER ASSOCIATION, PO BOX 207 LIVINGSTON, NJ 07039	NONE		5,000.

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

=====

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
NEW YORK STATE HUMANE C/O SONDRRA WOODVINE, PO BOX 3068 KINGSTON, NY 12402	NONE			5,000.
NO VOICE UNHEARD PO BOX 4171 SANTA CRUZ, CA 95063	NONE			500.
NORTHEASTERN UNIVERSI 135 RICHARDS HALL, 360 HUNTINGTON AVENUE BOSTON, MA 02115	NONE			41,145.
NORTHERN PLAINS SUSTA AGRICULTURE SOCIETY, 9824 79TH STREET, SE FULLERTON, ND 58441-9725	NONE			250.
OCEAN MAMMAL INSTITUT PO BOX 14422 READING, PA 19612	NONE			700.
OHIO COUNTY DOG WARDE 1512 S. US HIGHWAY 68, SUITE A 100 URBANA, OH 43078	NONE			28,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OHIO SPCA PO BOX 546 GROVE CITY, OH 43213	NONE		2,000.
OKLAHOMA HUMANE FEDER C/O MARY FREIBURGER, TREAS., #4 PEBBLECREEK RD. NORMAN, OK 73072	NONE		575.
OREGON HUMANE SOCIETY P O BOX 11364, 1067 N E COLUMBIA BLVD. PORTLAND, OR 97211	NONE		16,000.
OUR COMPANIONS DOMEST ANIMAL SANCTUARY, PO BOX 673 BLOOMFIELD, CT 06002	NONE		1,000.
PAN AFRICAN SANCTUARI P.O. BOX 351651 LOS ANGELES, CA 90035	NONE		2,000.
PANHANDLE ANIMAL WELF 752 LOVEJOY ROAD FORT WALTON BEACH, FL 32548	NONE		1,400.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PAW PRINT PUBLISHING, PO BOX 2205 LEXINGTON, KY 40588	NONE			250.
PAWS 9695 HWY 23 SOUTH BELLE CHASE, LA 70037	NONE			7,500.
PAWS IN THE CITY P.O. BOX 515966 DALLAS, TX 75251	NONE			5,000.
PAWS, WA 15305 44TH AVENUE, WEST, PO BOX 1037 LYNNWOOD, WA 98046	NONE			10,300.
PAWS/CA PO BOX 849 GALT, CA 95632	NONE			25,000.
PEARL RIVER COUNTY SP 1700 PALESTINE ROAD PICAYUNE, MS 39466	NONE			15,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEARLAND ANIMAL SHELT 2002 OLD ALVIN ROAD PEARLAND, TX 77581	NONE		7,000.
PEBBLE HILL GROVE 9047 MOULTRIE HIGHWAY QUITMAN, GA 31643	NONE		480.
PENINSULA CITIZENS FO PROTECTION OF WHALES, 612 SCHMITT ROAD PORT ANGELES, WA 98363	NONE		650.
PET GROUP UNITED, INC 4022 MAPLETON AVE. LOUISVILLE, KY 40215	NONE		2,000.
PET RESCUE SOCIETY, I PO BOX 13976 ARLINGTON, TX 76094	NONE		65.
PET SAFE COALITION, I PO BOX 288 LOCUST VALLEY, NY 11560	NONE		1,500.

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

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----		PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
PETFINDER.COM ATTN: TERRI WHITE, 20 E. CALLE DE FELICIDAD TUCSON, AZ 85716	NONE			2,000.
PETSAVERS FOUNDATION 59 SOUTH BAYLES AVE. PORT WASHINGTON, NY 11050-3728	NONE			7,500.
PETS-DC PRIDE OF PETS, PO 75125 WASHINGTON, DC 20013-0125	NONE			500.
PHYSICIANS FOR SOCIAL RESPONSIBILITY, 921 SW MORRISON ST; SUITE 206 PORTLAND, OR 97205	NONE			500.
PLAQUEMINES PARISH AN 3706 NAIN ST. BELLE CHASSE, LA 70037	NONE			10,000.
POOCH PARADE, INC. PO BOX 892 WESTERVILLE, OH 43086-0892	NONE			3,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
POTTER LEAGUE FOR ANI PO BOX 412 NEWPORT, RI 02840	NONE			1,000.
PROGRESSIVE ANIMAL (P WELFARE SOCIETY, 15305 44TH AVENUE W LYNNWOOD, WA 98037	NONE			2,000.
PULASKI COUNTY HUMANE P O BOX 1046 - 80 DUBLIN PARK, ROAD -ATTN: E. REBE DUBLIN, VA 24084	NONE			1,500.
RANSOM, CURTIS PO BOX 15469 WILMINGTON, DE 19850-5469	NONE			70.
RETURN TO FREEDOM, IN C/O NEDA DEMAYO, P O BOX 926, 4115 JALAWA ROAD LOMPOC, CA 93438	NONE			25,257.
ROSS'S SIGN SHOP ROSS R. KING, 11379 TRADE CENTER DR. #310 RANCHO CORDOVA, CA 95742	NONE			100.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----	-----	-----	-----
RUTLAND COUNTY HUMANE 765 STEVENS ROAD, P.O. BOX 558 PITTSFORD, VT 05763	NONE		1,000.
SADIE FOUNDATION PO BOX 472064 GARLAND, TX 75047	NONE		636.
SAN DIEGO HUMANE SOCIETY S.P.C.A. - ATTN: MARK GOLDSTEIN, 5500 GAINES STREET SAN DIEGO, CA 92110	NONE		20,000.
SANTA FE ANIMAL SHELTER 100 CAJA DEL RIO RD. SANTA FE, NM 87507	NONE		20,000.
SAVE A PET.COM 2438 BUTLER AVE LOS ANGELES, CA 90064	NONE		100,000.
SAVE THE MANATEE CLUB 500 N MAITLAND AVE., SUITE 210 MAITLAND, FL 32751	NONE		3,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAWA-SOCIETY OF ANIMA 6000 EAST EVANS AVENUE, SUITE #3-205 DENVER, CO 80222	NONE		8,125.
SHAMBALA ROAR FOUNDATION PO BOX 189 ACTION, CA 93510	NONE		2,500.
SHEETS TRUCK & EQUIPM TERRELL SHEETS, P.O. BOX 38 DUPLISSIS, LA 70728-0038	NONE		8,096.
SHOWING ANIMALS RESPE AND KINDNESS, INC., PO BOX 28 GENEVA, IL 60134	NONE		2,500.
SIERRA CLUB FOUNDATIO 85 2ND STREET, SAN FRANCISCO, CA 94105	NONE		2,000.
SISTERS OF CHARITY BARTLEY SQUARE, 270 ROUTE 206 FLANDERS, NJ 07836	NONE		60.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOMERSET REGNL ANIMAL 100 COMMONS WAY BRIDGEWATER, NJ 08807	NONE		1,000.
SOUTHERN ANIMAL FOUND 1823 MAGAZINE STREET NEW ORLEANS, LA 70130	NONE		25,000.
SOUTHERN REGIONAL SPA NEUTER LEADERSHIP CONFERENCE, PO BOX 50696 JACKSONVILLE, FL 32240	NONE		3,000.
SPAY-NEUTER ASSISTANC PO BOX 70286 HOUSTON, TX 77270	NONE		5,000.
SPCA CINCINNATI 3949 COLERAIN AVENUE CINCINNATI, OH 41223	NONE		20,000.
SPCA OF TEXAS ATTN: KIM CONOVER, 362 SOUTH INDUSTRIAL BLVD DALLAS, TX 75207	NONE		135,235.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
RECIPIENT NAME AND ADDRESS -----	FOUNDATION STATUS OF RECIPIENT -----		
SPECIES SURVIVAL NETW 401 BALTIMORE ROAD ROCKVILLE, MD 20850	NONE		6,120.
ST. BERNARD PARISH AN 8201 W. JUDGE PEREZ DR. CHALMETTE, LA 70043	NONE		10,000.
ST. CHARLES HUMANE SO 13875 FRERE RIVER RD. LULING, LA 70070	NONE		10,000.
STAFFORD TOWNSHIP ANIMAL CRUELTY ACCOUNT, 260 EAST BAY AVENUE MANAHAWKIN, NJ 08050	NONE		400.
STEVE PUTNAM - ACH/E 808 COTTAGE STREET, NW VIENNA, VA 22180	NONE		700.
STRAY RESCUE OF ST. L 1463 S. 18TH ST. ST. LOUIS, MO 63104	NONE		25,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
SULLIVAN COUNTY SPCA, 104 ROCK HILL DRIVE ROCK HILL, NY 12775	NONE			5,000.
SUMTER D.A.R.T. LOGIS 720 EAST SOUTHLAND AVE. BUSHNELL, FL 33513	NONE			25,000.
SUSTAINABLE FOOD FOR 2901 NEBRASKA STREET SIOUX CITY, IA 51106	NONE			50,000.
TENNESSEE WEEK FOR TH SOS ANIMALS; ATTN: M. BUCKALEW, 518 GOODLAND STREE MEMPHIS, TN 39111	NONE			2,500.
TEXAS A&M UNIVERSITY ATTN: DR. KARCMARSKI #529082, 4700 AVENUE U; BUIL GALVESTON, TX 77551	NONE			2,000.
TEXAS ANIMAL CONTROL PO BOX 150637 LUFKIN, TX 75915-0637	NONE			1,500.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS FEDERATION OF H C/O JOAN HAMILTON-HUBER, 124 W ANDERSON LANE AUSTIN, TX 78752	NONE		1,000.
TEXAS HUMANE LEGISLAT 100 CRESCENT CT, SUITE 250 DALLAS, TX 75201	NONE		3,000.
THE LEAGUE OF HUMANE VOTERS OF NYC, PO BOX 344 NEW YORK, NY 10108	NONE		617.
THE NATIONAL ARBOR DA 211 N. 12TH STREET LINCOLN, NE 68508	NONE		5,000.
THE RAPTOR TRUST C/O LEONARD J SOUCY, JR, D.SC., 1390 WHITE BRIDGE MILLINGTON, NJ 07946	NONE		5,000.
THE RECOVERY WING 1024 MOUNT VERNON SOUTHINGTON, CT 06489	NONE		2,500.

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

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----		PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
THE ROAR FOUNDATION 6867 SOLEDAD CANYON ROAD, ATTN: TIPPI HEDREN ACTON, CA 93510	NONE			5,000.
THE SANDON SHANGRI-LA ALL CREATURES BIG AND SMALL, PO BOX 892695 TEMECULA, CA 92589	NONE			1,000.
THE SUMMIT FOR ANIMAL 708 BOOKMAN POINT, ATTN: JILL HOWARD CHURCH PEACHTREE CITY, GA 30269	NONE			5,000.
TREASURER, STATE OF M STATE OF ME ANIMAL WELFARE PRG, 28 STATE HOUSE STA AGUSTA, ME 04333-0028	NONE			1,000.
TRUSTEES OF TUFTS UNI WILDLIFE CLINIC, 200 WESTBORO ROAD N. GRAFTON, MA 01536	NONE			37,000.
UNITED PEGASUS FOUNDA 120 SOUTH FIRST AVENUE ARCADIA, CA 91006	NONE			25,257.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF ILLINOI DEPT OF ANIMAL SVCS/LINDA CASE, 1207 W. GREGORY DR URBANA, IL 61801	NONE		500.
UPPER VALLEY HUMANE S 300 OLD ROUTE 10 ENFIELD, NH 03748	NONE		1,000.
VA POLYTECH INST & ST ATTN INTERLIBRARY LOAN BLACKBURG, VA 24062-9001	NONE		1,554.
VA. FEDERATION OF HUM RT. 1 BOX 782, C/O ANNE GOWDEY ROSELAND, VA 22967	NONE		2,000.
VILLALOBOS RESCUE CEN P.O. BOX 1544 CANYON COUNTRY, CA 91386	NONE		10,000.
VIRGINIA ANIMAL CONTR 5585 SABRE ROAD NORFOLK, VA 23502	NONE		1,000.

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

=====

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
-----	-----	-----	-----
WALTER J ERNST JR. VE MEDICAL FOUNDATION, LOUISIANA STATE VET SCHOOL BATON ROUGE, LA 70803	NONE		50,000.
WASHINGTON ANIMAL CON 1300 FRANKLIN STREET, PO BOX 9810 VANCOUVER, WA 98666	NONE		1,000.
WASHINGTON ANIMAL RES 71 OGLETHORPE ST. NW WASHINGTON, DC 20011	NONE		10,000.
WASHINGTON HUMANE SOC ATTN: ROBIN WALKER, 1201 NEW YORK AVENUE, N E WASHINGTON, DC 20002	NONE		25,000.
WASHINGTON PARISH HUM 57203 HIGHWAY 439 BOGALUSA, LA 70427	NONE		5,000.
WELLS FARGO CARD SERV PAYMENT REMITTANCE CENTER, PO BOX 54349 LOS ANGELES, CA 90054-0349	NONE		1,400.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WHERE ANGELS RUN INC PO BOX 534 CONWAY, AR 72033	NONE		10,000.
WILDLIFE ADVOCACY PRO 1601 CONNECTICUT AVENUE, NW, SUITE 700 WASHINGTON, DC 20009	NONE		5,500.
WILDLIFE ORPHANAGE IN 4988 WEST 150 NORTH LA PORTE, IN 46350	NONE		2,500.
WILDLIFE REHAB & NATU SOCIETY INC., PO BOX 209 LONG BEACH, MS 39560	NONE		50,000.
WILDLIFE RESCUE & REH PO BOX 1157 BOERNE, TX 78006	NONE		2,500.
WILDLIFE TRUST C/O ROBYN CASHWELL, 1200 LINCOLN AVE., SUITE #2 PROSPECT PARK, PA 19076	NONE		2,500.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WINONA AREA HUMANE SO 1112 E. 6TH STREET, ATTN: C. ARMSTRONG WINONA, MN 55987	NONE		1,000.
WISCONSIN FEDERATED H ATTN: MEMBERSHIP CHAIR, 1901 SANDALWOOD ROAD ABRAMS, WI 54101	NONE		1,000.
WOMEN'S EDGE COALITIO 1825 CONNECTICUT AVENUE, NW, SUITE 800 WASHINGTON, DC 20009	NONE		2,500.
YOLO COUNTY ANIMAL SE 2640 E. GIBSON ROAD WOODLAND, CA 95776	NONE		500.
JS LEATHERWOOD MEM AWARD FUND C/O SOCIETY FOR MARINE MAMMALOGY PO BOX 692042 ORLANDO, FL 32869-2042	NONE		100.
FOREIGN & OTHER GRANTS - SEE FOOTNOTE 6 2100 L STREET, NW WASHINGTON, DC 20037	NONE		342,731.

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

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
		TOTAL CONTRIBUTIONS PAID	8,100,645. =====

FORM 990, PART II, LINE 25 - OFFICER COMPENSATION SCHEDULE

OFFICER NAME AND TYPE OF COMPENSATION	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
PAUL G. IRWIN COMPENSATION:	139,387.	12,351.	24,702.
G.THOMAS WAITE III COMPENSATION:	152,712.	13,532.	27,063.
ROGER A. KINDLER COMPENSATION:	147,328.	13,054.	26,108.
WAYNE PACELLE COMPENSATION:	176,429.	15,633.	31,266.
THERESA REESE COMPENSATION:	84,658.	7,501.	15,003.
JANET FRAKE COMPENSATION:	75,551.	6,695.	13,389.
PATRICIA GATONS COMPENSATION:	57,818.	5,123.	10,246.
MARY K. BERGE COMPENSATION:	107,376.	9,514.	19,028.
TOTALS	941,259.	83,403.	166,805.

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

=====

PROTECTION OF ANIMALS AND THE ENVIRONMENT.

FORM 990, PART III - OTHER PROGRAM SERVICES (LINE E)

DESCRIPTION	GRANTS AND ALLOCATIONS	EXPENSES
RESEARCH AND EDUCATION - SEE FOOTNOTE 1	103,660.	3,436,231.
INTERNATIONAL EXTERNAL AFFAIRS - SEE FOOTNOTE 1	301,251.	3,683,361.
WILDLIFE PROGRAMS - SEE FOOTNOTE 1	554,302.	5,328,199.
TOTALS	959,213.	12,447,791.

FORM 990, PART IV - PREPAID EXPENSES AND DEFERRED CHARGES
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
PREPAID EXPENSES	1,756,762. -----
TOTALS	1,756,762. =====

FORM 990, PART IV - INVESTMENTS - SECURITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
U.S. CORPORATE STOCKS	68,429,011.
FOREIGN CORPORATE STOCKS	5,628,132.
U.S. CORPORATE BONDS	2,946,237.
FOREIGN CORPORATE BONDS	411,836.
GOVERNMENT OBLIGATIONS	38,886,787.

TOTALS	116,302,003.
	=====

FORM 990, PART IV - INVESTMENTS - OTHER

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
OTHER INVESTMENTS	196,832.

TOTALS	196,832.
	=====

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
PROPERTY & EQUIP	M5	20171444.			20171444.	8,190,799.	1,016,915.		9,207,714.
TOTALS		20171444.			20171444.	8,190,799.			9,207,714.

FORM 990, PART IV - OTHER ASSETS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
ACCRUED INTEREST RECEIVABLE	214,909.
DEPOSITS	34,956.
DEF. COMP. ANNUITY CONTRACTS	598,445.
DUE TO HSUS	35,808,745.

TOTALS	36,657,055.
	=====

FORM 990, PART IV - OTHER LIABILITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
ACCRUED PENSION OBLIGATION	1,045,404.
DEF. COMP. ANNUITY CONTRACTS	598,445.
SPLIT-INT. ARRANGEMENTS LIAB.	5,747,588.
ADD. MIN. PENSION LIABILITY	NONE
OTHER LIABILITIES	1,384,332.

TOTALS	8,775,769.
	=====

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

DESCRIPTION -----	AMOUNT -----
REVENUE ATTRIBUTABLE TO WILDLIFE LAND TRUST	5,094,856.
REVENUE ATTRIBUTABLE TO NAHEE	827,050.
REVENUE ATTRIBUTABLE TO HSI	2,311,437.
REVENUE ATTRIBUTABLE TO MEADOWCREEK	304,853.
REVENUE ATTRIBUTABLE TO CRLE	75,806.
REVENUE ATTRIBUTABLE TO HSUS FFA	3,907,121.
REVENUE ATTRIBUTABLE TO HSLF	899,531.
PENSION LIABILITY ADJUSTMENT	841,786.
AFFILIATES NET INTEREST INCOME	3,971.

TOTAL	14,266,411.
	=====

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

DESCRIPTION -----	AMOUNT -----
EXPENSES ATTRIBUTABLE TO WLT	4,888,242.
EXPENSES ATTRIBUTABLE TO NAHEE	2,242,853.
EXPENSES ATTRIBUTABLE TO HSI	4,288,787.
EXPENSES ATTRIBUTABLE TO MEADOWCREEK.	59,298.
EXPENSES ATTRIBUTABLE TO CRLE	810,409.
EXPENSES ATTRIBUTABLE TO HSLF	574,989.
EXPENSES ATTRIBUTABLE TO FFA	4,337,055.
EXPENSES ATTRIBUTABLE TO EARTHVOICE INT'L.	811,623.

TOTAL	18,013,256.
	=====

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
-----	-----	-----	-----	-----
G. THOMAS WAITE III 2100 L STREET, NW WASHINGTON, DC 20037	CFO/TREASURER 40	165,231.	28,076.	NONE
ROGER A. KINDLER 2100 L STREET, NW WASHINGTON, DC 20037	VP/GENERAL COUNSEL 40	163,980.	22,511.	NONE
WAYNE PACEILLE 2100 L STREET, NW WASHINGTON, DC 20037	PRES/CEO 40	203,231.	20,097.	NONE
THERESA REESE 2100 L STREET, NW WASHINGTON, DC 20037	ASST TREASURER 40	85,265.	21,897.	NONE
JANET FRAKE 2100 L STREET, NW WASHINGTON, DC 20037	SECRETARY 40	83,920.	11,714.	NONE
PATRICIA GATONS 2100 L STREET, NW WASHINGTON, DC 20037	ASST SECRETARY 40	63,517.	9,670.	NONE
MARY K. BERGE 2100 L STREET, NW WASHINGTON, DC 20037	ASST TREASURER 40	112,538.	23,381.	NONE
ANITA WETTERSTROEM COUPE, ESQ. 2100 L STREET, NW WASHINGTON, DC 20037	VICE CHAIR 5	NONE	NONE	NONE

HUMANE SOCIETY OF THE UNITED STATES

53-0225390

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE WILLIAM LORENZ 2100 L STREET, NW WASHINGTON, DC 20037	BOARD TREASURER 5	NONE	NONE	NONE
DAVID OWEN WIEBERS, MD 2100 L STREET, NW WASHINGTON, DC 20037	CHAIR OF THE BOARD 5	NONE	NONE	NONE
LESLIE LEE ALEXANDER 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
PATRICIA MARES ASIP 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
PETER A. BENDER 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
BARBARA S. BRACK 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
DONALD W. CASHEN, PH.D. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
NEIL. B. FANG, ESQ., CPA 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JUDI FRIEDMAN 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
DAVID JOHN JHIRAD, PH.D. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
JENNIFER LEANING, M.D. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
WILLIAM F. MANCUSO 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
MARY I. MAX 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
PATRICK L. MCDONNELL 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
GIL MICHAELS 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
JUDY NEY 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JUDY J. PEIL 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
MARIAN G. PROBST 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
JOSHUA S. REICHERT, PH.D. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
JEFFREY O. ROSE, REGIONAL V.P. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
JAMES D. ROSS, ESQ. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
MARILYN G. SEYLER 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
WALTER J. STEWART, ESQ. 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE
JOHN E. TAFT 2100 L STREET, NW WASHINGTON, DC 20037	BOARD MEMBER 5	NONE	NONE	NONE

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

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----	EXPENSE ACCT AND OTHER ALLOWANCES -----
SEE FOOTNOTE 5 2100 L STREET, NW WASHINGTON, DC 20037				
	GRAND TOTALS	877,682.	137,346.	NONE
		=====	=====	=====

53-0225390

HUMANE SOCIETY OF THE UNITED STATES

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

NAME AND ADDRESS	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
------------------	--------------	---	---

SEE FOOTNOTE 7
NATIONAL OUTDOOR SPORTS ADVERT
5151 WISCONSIN AVE, NW
WASHINGTON, DC 20016

391,447.

GRAND TOTALS

391,447.

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	LOANS AND ADVANCES	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
------------------	--------------------	--------------	---	---

PAUL G. IRWIN		166,770.	9,670.	NONE
---------------	--	----------	--------	------

2100 L STREET, NW
WASHINGTON, DC 20037

EXPLANATION OF COMPENSATION PAID TO FORMER OFFICER:

COMPENSATION FOR PAUL G. IRWIN, FORMER CEO/PRESIDENT OF THE HSUS,
INCLUDES CONTRACTUAL OBLIGATIONS AS WELL AS RETIREMENT BENEFITS RELATING
TO HIS 28 YEARS OF SERVICE TO THE ORGANIZATION.

GRAND TOTALS

166,770.	9,670.	NONE
----------	--------	------

FORM 990, PART VI, LINE 90A - STATES

=====

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

53-0225390

HUMANE SOCIETY OF THE UNITED STATES

FORM 990, PART VII - PROGRAM SERVICE REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SHELTER CONSULT.					73,365.
WKSHOP/ONLINE					203,361.
EDUCATIONAL FEES					4,532.
GENESIS AWARDS					461,279.
ANIMAL CARE EXPO					316,665.
SPAY/NEUTER CLINIC					674,604.
SPONSORSHIP	541800	400,070.	42	423,159.	397,353.
LITERATURE/SUBS.					5,143.
EVENT INCOME					
TOTALS		400,070.		423,159.	2,136,302.

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES
=====

LINE NO. ---	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES -----
93A	EVALUATE ANIMAL SHELTERS THROUGHOUT THE COUNTRY TO ENSURE PROPER ANIMAL WELFARE.
93B	OFFER ANIMAL WELFARE EDUCATION.
93C	EXPERTS SPEAK ON ANIMAL WELFARE EDUCATION.
93D	GIVEN TO MEDIA WHERE ANIMAL ISSUES ARE PORTRAYED IN A POSITIVE LIGHT.
93E	CONFERENCE AND TRADESHOW TO EDUCATE PUBLIC ON ANIMAL WELFARE.
93F	CLINIC WHICH PROMOTES ANIMAL WELFARE.
93G	SALE OF LITERATURE TO FURTHER EXEMPT PURPOSE.

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

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
ANDREW ROWAN, PH.D 2100 L STREET, NW WASHINGTON, DC 20037	EVP OF OPERATIONS 40	185,854.	27,916.	NONE
JOHN GRANDY, PH.D 2100 L STREET, NW WASHINGTON, DC 20037	SR. VP, WILDLIFE 40	139,274.	24,656.	NONE
PATRICIA A. FORKAN 2100 L STREET, NW WASHINGTON, DC 20037	SR. VP, EXT. AFFAIRS 40	183,000.	23,199.	NONE
MICHAEL MARKARIAN 2100 L STREET, NW WASHINGTON, DC 20037	EVP, EXT. AFFAIRS 40	146,539.	15,129.	NONE
MARTHA ARMSTRONG 2100 L STREET, NW WASHINGTON, DC 20037	SR. VP, COMPANION 40	200,089.	24,286.	NONE
	TOTAL COMPENSATION	854,756.	115,186.	NONE

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

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
NATIONAL OUTDOOR SPORTS ADVERTISING, INC 5151 WISCONSIN AVE, NW WASHINGTON, DC 20016	DIRECT MAIL	1,757,199.
RUDEN MCCLOSKEY 200 EAST BROWARD BLVD. FT. LAUDERDALE, FL 33301	LEGAL	325,927.
GRANT THORNTON, LLP 2010 CORPORATE RIDGE, SUITE 400 MCLEAN, VA 22102	ACCOUNTING	100,683.
MEYER & GLITZENSTEIN 1601 CONNECTICUT AVE., NW WASHINGTON, DC 20009	LEGAL	61,051.
TOTAL COMPENSATION		----- 2,244,860. =====

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

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
MERSEY MASALA, INC. 11593 CHIQUITA ST. STUDIO CITY, CA 91604	PRODUCTION SERVICES	272,759.
ARIZONA LOCKBOX AND FULLFILLMENT COMPANY 3851 N. 28TH AVENUE PHOENIX, AZ 85017	LOCKBOX PROCESSOR	967,766.
MERKLE RESPONSE SERVICES, INC. 13331 PENNSYLVANIA AVE., HAGERSTOWN, MD 21742	LOCKBOX PROCESSING	426,347.
SUNSET INDUSTRIES, INC. 28403 MEADOWRUSH WAY WESLEY CHAPEL, FL 33543	TRANSPORTATION	308,358.
DATAMAX SOLUTIONS, INC. 12A MEEM AVENUE GAITHERSBURG, MD 20877	CALL CENTER	332,399.
TOTAL COMPENSATION		----- 2,307,629. =====

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

=====

SEE FORM 990, PART V

UNDER THE TERMS OF HIS WRITTEN EMPLOYMENT ARRANGEMENT, THE ORGANIZATION'S GENERAL COUNSEL IS PROVIDED A MINUTE PORTION OF THE ORGANIZATION'S FACILITIES AND SUPPLIES IN HIS OUTSIDE LEGAL PRACTICE. HE REIMBURSES THE ORGANIZATION FOR SUCH MATERIALS AND SUPPLIES.

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A

=====

AN ANNUAL AWARD IS GIVEN FROM THE SHAW SCHOLARSHIP FUND TO THE CONNEC-
TICUT SECONDARY SCHOOL STUDENT, OR STUDENT OF THE STOWE PREPARATORY
SCHOOL, STOWE, VERMONT, WHO DURING THE YEAR HAS CONTRIBUTED THE MOST TO
ANIMAL WELFARE. THE RUSSELL AND BURCH AWARD IS ALSO AWARDED ANNUALLY
BY THE SOCIETY TO SCIENTISTS WHO CONTRIBUTED THE MOST TOWARDS ALTERNA-
TIVE METHODS IN THE AREAS OF BIOMEDICAL RESEARCH, TESTING OR HIGHER
EDUCATION. THE YEATMAN MEMORIAL FUND PROVIDES SCHOLARSHIP FUNDS FOR
STUDENTS TO ATTEND ANIMAL CONTROL EDUCATION PROGRAMS.
THE ALICE MORGAN WRIGHT/EDITH GOODE FUND IS A TRUST FUND ESTABLISHED
TO AWARD GRANTS TO ORGANIZATIONS AND INDIVIDUALS INVOLVED IN ANIMAL
PROTECTION. THE BOARD OF DIRECTORS HAS DISCRETIONARY AUTHORITY TO SEL-
ECT THE APPROPRIATE GRANTEEES.

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION

=====

SEE FOOTNOTE 2

Schedule D Detail of Long-term Capital Gains and Losses

[illegible]

DEPRECIATION

[illegible]

	1,016,915.
--	------------

[illegible][illegible]

716

FEDERAL FOOTNOTES

=====

FOOTNOTE 1:

PART III - STATEMENT OF PROGRAM SERVICES ACCOMPLISHMENTS:

THIS FORM 990 COVERS THE ACTIVITIES OF THE ENTITY INCORPORATED AS THE HUMANE SOCIETY OF THE UNITED STATES (THE HSUS). THE HSUS HAS A NUMBER OF AFFILIATES THAT FILE SEPARATE 990'S, INCLUDING THE CENTER FOR RESPECT OF LIFE AND THE ENVIRONMENT (CRLE), EARTHVOICE INTERNATIONAL, INC., HUMANE SOCIETY INTERNATIONAL (HSI), THE NATIONAL ASSOCIATION FOR HUMANE AND ENVIRONMENTAL EDUCATION (NAHEE), THE HUMANE SOCIETY LEGISLATIVE FUND (HSLF) AND THE HUMANE SOCIETY OF THE UNITED STATES WILDLIFE LAND TRUST (WLT). A COMBINED REPORT ON THE FINANCIAL ACTIVITIES AND STATUS OF THE HSUS AND ITS AFFILIATES MAY BE FOUND IN THE HSUS'S ANNUAL REPORT AT WWW.HSUS.ORG.

THE HSUS, FOUNDED IN 1954, SEEKS TO STRENGTHEN THE HUMAN-ANIMAL BOND, STOP ANIMAL CRUELTY, PROTECT WILD ANIMALS AND THEIR HABITAT, AND ACT AS THE NATION'S LEADING VOICE FOR ANIMALS ON PUBLIC POLICY AND CRISIS RESPONSE.

RESEARCH AND EDUCATION

RESEARCH AND EDUCATION, WITHIN THE OPERATIONS DIVISION, ENCOMPASSES THE HSUS'S PLANNING, EVALUATION, AND RESEARCH UNIT AND ITS HIGHER EDUCATION DIVISION, HUMANE SOCIETY UNIVERSITY (HSU).

PLANNING AND EVALUATION IS RESPONSIBLE FOR CRUCIAL INTERNAL AND EXTERNAL RESEARCH AND POLLING, AND PRODUCES THE HSUS STRATEGIC PLAN. HUMANE SOCIETY UNIVERSITY (HSU) PROVIDES WORK-FORCE TRAINING PROGRAMS UNDER ITS OWN AUSPICES AND OFFERS CERTIFICATE AND DEGREE PROGRAMS IN CONJUNCTION WITH EXISTING UNIVERSITY PARTNERS. HUMANE SOCIETY PRESS (HSP) PRODUCES POLICY AND EDUCATIONAL MATERIALS ON ANIMAL WELFARE ISSUES.

PROGRAM EXPENSE: \$3,436,231
GIFTS AND GRANTS: \$103,660

REGIONAL AND LOCAL PROGRAMS

THROUGHOUT THE FINAL FOUR MONTHS OF 2005, THE SUBSTANTIAL CHALLENGES OF HURRICANE KATRINA AND ITS AFTERMATH SUPERSEDED MOST OTHER ACTIVITIES AND RESPONSIBILITIES OF THE HSUS'S REGIONAL AND LOCAL PROGRAMS DIVISION, AS WAS THE CASE WITH MUCH OF THE REST OF THE ORGANIZATION. THE HSUS SPENT MILLIONS OF DOLLARS ON 1) RESCUE, RELIEF, AND REHABILITATION OF ANIMALS DURING THE EMERGENCY PHASE OF ITS OPERATIONS IN LOUISIANA AND MISSISSIPPI, 2) PET REUNION EFFORTS,

FEDERAL FOOTNOTES (CONT'D)

=====

3) FIELD EXPENSES FOR THOUSANDS OF VOLUNTEERS 4) LOGISTICAL SUPPORT TO CONVEY SUPPLIES AND SERVICES TO THE REGION, 5) RECONSTRUCTION OF DEVASTATED INFRASTRUCTURE OF ANIMAL SHELTERS AND SOCIETIES IN THE AFFLICTED ZONES, 6) REIMBURSEMENT TO SOCIETIES THAT COOPERATED IN THE RESCUE EFFORT, 7) ON PREPAREDNESS PLANNING AND LEGISLATION, AND 8) SPONSORED A MASSIVE SPAY/NEUTER INITIATIVE TO HELP ENSURE THAT GULF COAST ANIMAL ORGANIZATIONS CAN RETURN TO THEIR FULL RANGE OF ACTIVITIES WITHOUT HAVING TO DEVOTE THEIR POST-KATRINA RESOURCES TO AN UNMANAGEABLE ANIMAL CONTROL CHALLENGE. ACCOUNTS OF THESE EXPENDITURES ARE POSTED AT WWW.HSUS.ORG (USE THE SEARCH TERM "KATRINA EXPENDITURES").

IN NORMAL TIMES, THE HSUS'S NETWORK OF SEVEN REGIONAL OFFICES AND OVER A DOZEN STATE REPRESENTATIVES PROVIDES DIRECT ASSISTANCE AND LEADERSHIP TO LOCAL HUMANE ORGANIZATIONS AND ANIMAL CARE AND CONTROL AGENCIES, PUBLIC OFFICIALS, EDUCATORS, MEDIA, AND THE GENERAL PUBLIC.

THESE OFFICES AND INDIVIDUALS EXTEND AND COMPLEMENT THE HSUS'S NATIONAL PROGRAMS AND, AT THE SAME TIME, FOCUS ON ANIMAL-RELATED PROBLEMS AT THE LOCAL AND STATE LEVELS. STAFF IN THE REGIONAL OFFICES ALSO PLAYED A MAJOR ROLE IN RESPONDING TO HURRICANES KATRINA, RITA, AND WILMA, AND HELPED WITH A RANGE OF OTHER ISSUES INCLUDING ANIMAL HOARDERS AND ANIMAL FIGHTING INVESTIGATIONS.

THE DISASTER SERVICES DIVISION, WITH EXPERTS IN RESCUE, SHELTERING, LOGISTICS, TECHNOLOGY, AND VETERINARY SERVICES, LEADS THE HSUS'S RESPONSE TO DISASTERS AS WELL AS TO LARGE-SCALE CRUELTY CASES AND OTHER MATTERS THAT REQUIRE HANDS-ON COMPETENCY.

PROGRAM EXPENSE: \$27,979,370
GIFTS AND GRANTS: \$5,757,888

DOMESTIC ANIMAL PROGRAMS

THE HSUS HAS PROGRAM SECTIONS SPECIFICALLY DEVOTED TO THE PROTECTION OF COMPANION ANIMALS, FARM ANIMALS, EQUINES, AND ANIMALS USED IN RESEARCH, TESTING, AND EDUCATION. FARM ANIMAL WELFARE ADVANCES THE HSUS'S SUPPORT FOR THE THREE R'S OF REDUCING CONSUMPTION OF FACTORY-FARMED PRODUCTS, REPLACING THE PRODUCTS OF FACTORY FARMING IN THE HUMAN DIET, AND REFINING THE METHODS BY WHICH ANIMALS ARE RAISED IN ORDER TO ENSURE THEIR WELL-BEING. ANIMAL RESEARCH ISSUES CAMPAIGNS TO ELIMINATE PAIN AND DISTRESS IN ANIMAL RESEARCH, TO REPLACE ANIMALS IN COSMETICS AND HOUSEHOLD PRODUCTS TESTING, TO END THE USE OF CHIMPANZEES IN LABORATORIES, AND TO PROMOTE STUDENT CHOICE OPTIONS IN RELATION TO DISSECTION. COMPANION ANIMALS, THROUGH ITS SIGNATURE PROGRAM PETS FOR LIFE, SEEKS TO ENCOURAGE THE DEVELOPMENT

FEDERAL FOOTNOTES (CONT'D)

=====

OF LOVING AND REWARDING COMPANION ANIMAL-HUMAN BONDS AND WORKS WITH ANIMAL SHELTERS AND RESCUE GROUPS TO PREVENT ANIMAL SUFFERING WHEN THAT BOND BREAKS. ITS WEB SITE PROVIDES NUMEROUS RESOURCES FOR THE 60 MILLION HOUSEHOLDS THAT INCLUDE COMPANION ANIMALS, WHILE ANIMAL SHELTERING MAGAZINE, ANIMAL SHELTER CONSULTATION SERVICES AND THE ANNUAL ANIMAL CARE EXPO PROVIDE ADVICE, SUPPORT AND GUIDANCE TO ANIMAL-PROTECTION PROFESSIONALS WHO HAVE HANDS-ON RESPONSIBILITY FOR MILLIONS OF ANIMALS AROUND THE NATION. EQUINE PROTECTION SEEKS TO ELIMINATE HORSE SLAUGHTER, TO DIMINISH THE NUMBER OF UNWANTED HORSES, TO DOCUMENT CRUELTY TO HORSES, TO ADVANCE THE SCIENCE OF EQUINE CONTRACEPTION AS AN ANIMAL WELFARE MEASURE, AND TO OPPOSE HORSE CLONING, AMONG OTHER GOALS.

PROGRAM EXPENSE: \$6,261,297

GIFTS AND GRANTS: \$717,535

WILDLIFE PROGRAMS

WILDLIFE PROGRAMS PROTECTS WILD ANIMALS THROUGH A RANGE OF ACTIVITIES, INCLUDING ACTIVE CAMPAIGNS ON FUR AND TRAPPING, PARTICULARLY ONE THAT SEEKS TO CALL ATTENTION TO AND STOP CANADA'S ANNUAL SLAUGHTER OF HARP SEALS. THE DEPARTMENT ALSO OVERSEES PROGRAMS ON CAPTIVE WILDLIFE; WILDLIFE REFUGES; ENDANGERED SPECIES; WILDLIFE CONTRACEPTION; PREDATOR CONTROL; MIGRATORY BIRDS; WILD ANIMALS AS PETS; WILD HORSES; MARINE MAMMALS; AND NATIONAL AND INTERNATIONAL WILDLIFE ISSUES. WILDLIFE IS ALSO THE HOME OF WILD NEIGHBORS, A SIGNATURE PROGRAM THAT ADVISES PEOPLE AND MUNICIPALITIES ON HOW TO LIVE IN HARMONY WITH WILDLIFE (SUCH AS BEAVER, CANADA GEESSE, RACCOONS, DEER AND MANY OTHER SPECIES), AND PROVIDES SUGGESTIONS FOR HUMANE MANAGEMENT OF CONFLICTS BETWEEN WILD ANIMALS AND PEOPLE VIA A HOT-LINE TO ASSIST HOUSEHOLDERS.

PROGRAM EXPENSE: \$5,328,199

GIFTS AND GRANTS: \$554,302

CAMPAIGNS, LEGISLATION, AND LITIGATION

THESE DEPARTMENTS ARE LOCATED WITHIN THE EXTERNAL AFFAIRS DIVISION. OUR CAMPAIGNS DEPARTMENT HAS THE FOLLOWING FOCUSES: FUR, FACTORY FARMING, HUNTING, AND ANIMAL CRUELTY. IN 2005, THE DEPARTMENT WORKED TO PROMOTE THE SWITCH TO CAGE-FREE EGGS ON COLLEGE CAMPUSES AND ELSEWHERE; CAMPAIGNED AGAINST INTERNET AND CANNED HUNTS, SOUGHT TO DISCOURAGE THE USE OF FUR BY DESIGNERS, RETAILERS, AND THE PUBLIC; AND WORKED TO ASSIST COMMUNITIES TRYING TO ADDRESS THE CRUELTY OF COCKFIGHTING, DOG FIGHTING, AND HOG-DOG FIGHTING. GOVERNMENT AFFAIRS

FEDERAL FOOTNOTES (CONT'D)

=====

FOCUSES ON FEDERAL, STATE AND LOCAL LEGISLATION INVOLVING WILD, CAPTIVE, AND DOMESTIC ANIMALS. THE DEPARTMENT EDUCATES CONSTITUENTS, THE GENERAL PUBLIC, GOVERNMENT OFFICIALS, AND OTHERS ON LEGISLATIVE MATTERS CONCERNING ANIMAL PROTECTION, AND ALERTS CONCERNED PARTIES TO LEGISLATION THAT WILL HELP, OR HARM ANIMALS. ANIMAL PROTECTION LITIGATION CONDUCTS PRECEDENT-SETTING LEGAL CAMPAIGNS ON BEHALF OF ANIMALS IN STATE AND FEDERAL COURTS. THE HSUS IS INVOLVED IN MORE THAN THREE DOZEN ACTIVE ANIMAL AND ENVIRONMENTAL PROTECTION CASES, INCLUDING ACTIONS TO PROTECT WHALES, DOLPHINS, MANATEES, AND OTHER WILDLIFE, TO IMPROVE THE TREATMENT OF PERFORMING ANIMALS AND ANIMALS USED IN RESEARCH, AND TO PREVENT THE MISTREATMENT OF ANIMALS IN FACTORY FARMS. OUR INVESTIGATIONS DEPARTMENT CONDUCTS NATIONAL AND LOCAL INVESTIGATIONS INTO CRUEL AND INHUMANE TREATMENT OF COMPANION ANIMALS, FARM ANIMALS, WILDLIFE AND ANIMAL FIGHTING. RECENT INVESTIGATIONS HAVE LED TO THE PROSECUTION OF MAJOR FIGURES IN ILLEGAL DOG FIGHTING ACTIVITIES, IN COCK-FIGHTING, AND IN HOG-DOG FIGHTS; UNCOVERED ABUSES IN THE TRANSPORT, HANDLING, AND SALE OF HORSES FOR SLAUGHTER; BLOWN THE LID ON TAX SCAMS BY PEOPLE WHO WRITE OFF THE COSTS OF TROPHY HUNTING EXPEDITIONS; AND DOCUMENTED THE CRUELTY OF "CANNED" HUNTS WHERE ANIMALS ARE KILLED IN SMALL ENCLOSURES.

PROGRAM EXPENSE: \$10,300,538

GIFTS AND GRANTS: \$638,465

INTERNATIONAL EXTERNAL AFFAIRS

INTERNATIONAL EXTERNAL AFFAIRS COOPERATES WITH POLICYMAKERS ON INTERNATIONAL TREATIES AND FREE TRADE AGREEMENTS TO CONDUCT BRIEFINGS AND TO HELP DRAFT LEGISLATION, REGULATIONS, POLICY STATEMENTS, AND RESOLUTIONS AFFECTING ANIMALS. INTERNATIONAL EXTERNAL AFFAIRS SUPPORTS THE EFFORTS OF GOVERNMENTS, INDUSTRIES AND NGOS TO PROMOTE THE PROTECTION OF ANIMALS THROUGH TRADE CAPACITY BUILDING PROJECTS IN DEVELOPING COUNTRIES AND INTERNATIONAL CAMPAIGNS TO REDUCE SUFFERING CAUSED BY EXPLOITATION OF MARINE MAMMALS, FACTORY FARMING, THE FUR TRADE, TROPHY HUNTING, AND ANIMAL FIGHTING AND CRUELTY. UNDER THE HSI INTERNATIONAL EXTERNAL AFFAIRS BANNER, THE HSUS HAS ALSO BEEN A REGULAR AND ACTIVE PARTICIPANT IN MEETINGS OF INTERNATIONAL BODIES SUCH AS THE INTERNATIONAL WHALING COMMISSION, THE CONVENTION FOR INTERNATIONAL TRADE IN ENDANGERED SPECIES, AND THE INTERNATIONAL UNION FOR THE CONSERVATION OF NATURE.

PROGRAM EXPENSE: \$3,683,361

GIFTS AND GRANTS: \$301,251

COMMUNICATIONS

FEDERAL FOOTNOTES (CONT'D)

=====

COMMUNICATION WITH THE PUBLIC IS A PRIMARY ACTIVITY OF THE HSUS. MEDIA RELATIONS UTILIZES THE PRESS AND OTHER PUBLIC CHANNELS TO BUILD SUPPORT FOR ANIMAL PROTECTION IN A COMPETITIVE AND CHANGING ELECTRONIC, BROADCAST AND PRINT MEDIA WORLD. THE MEDIA RELATIONS DEPARTMENT DISTRIBUTES NATIONAL AND LOCAL PRESS RELEASES ON A FULL-RANGE OF ANIMAL PROTECTION AND PROGRAM ISSUES, RANGING FROM PET TIPS, TO SPECIAL EVENTS SUCH AS NATIONAL DOG BITE PREVENTION WEEK, TO LEGISLATIVE ISSUES, TO REWARDS OFFERED IN CRUELTY CASES. E-COMMUNITY DISSEMINATES AND BUILDS PUBLIC SUPPORT BY PROVIDING INFORMATION THROUGH A MULTI-MEDIA WEB SITE THAT FEATURES ORIGINAL REPORTING, VIDEOGRAPHY, AND OTHER ELEMENTS. THE HSUS WEB SITE PROVIDES INFORMATION ON MANY OF THE ISSUES ADDRESSED BY THE ORGANIZATION, AS WELL AS PROVIDING AN AVENUE FOR CONSTRUCTIVE ACTIVISM. PROMOTIONS AND ADVERTISING FOCUS ON THE BROADER BRANDING OF THE HSUS. MEMBERSHIP SERVICES HANDLES TENS OF THOUSANDS OF PUBLIC COMMUNICATIONS EVERY YEAR. PUBLICATIONS PRODUCES HUNDREDS OF ITEMS YEARLY, INCLUDING A QUARTERLY MAGAZINE SENT TO 400,000 MEMBERS. VIDEO AND NEW MEDIA USES INNOVATIVE TECHNOLOGY TO STREAM AUDIO AND VIDEO MESSAGES AND NEWS REPORTS ABOUT ANIMAL ISSUES. THE VIDEO DEPARTMENT PRODUCES AN INTERNET "CHANNEL," ANIMAL CHANNEL, AVAILABLE TO MORE THAN 60 MILLION PEOPLE, AND ALSO PRODUCES PUBLIC SERVICE ANNOUNCEMENTS, NEWS AND INFORMATION VIDEO SEGMENTS, AND AWARENESS VIDEOS FOR TELEVISION, RADIO, AND FOR USE BY ACTIVISTS AND THE GENERAL PUBLIC. SPECIAL EVENTS ORGANIZES A NUMBER OF MAJOR CONFERENCES EACH YEAR. THE HSUS HOLLYWOOD OFFICE MANAGES AN ANNUAL AWARDS CEREMONY, THE GENESIS AWARDS, AND ANIMAL CONTENT IN ENTERTAINMENT (ACE), A FULLY INTEGRATED ENTERTAINMENT INDUSTRY RESOURCE DESIGNED TO ENCOURAGE, DEVELOP AND SUPPORT THE INCLUSION OF ANIMAL TOPICS IN FEATURE FILMS, TELEVISION PROGRAMMING AND DOCUMENTARIES.

PROGRAM EXPENSE: \$10,986,235

GIFTS AND GRANTS: \$27,544

FEDERAL FOOTNOTES

=====

FOOTNOTE 2:

PART VI-B - LOBBYING ACTIVITY BY NONELECTING PUBLIC CHARITIES

DESCRIPTION OF LOBBYING ACTIVITY

IN SUPPORT OF ITS MISSION TO PREVENT CRUELTY TO ANIMALS AND CREATE A HUMANE AND SUSTAINABLE WORLD FOR ALL ANIMALS, THE HUMANE SOCIETY OF THE UNITED STATES PLANS, COORDINATES, AND IMPLEMENTS A PUBLIC POLICY PROGRAM. THIS PROGRAM INCLUDES MAINTAINING AND EXPANDING CONTACTS WITH MEMBERS OF CONGRESS, STATE LEGISLATORS, EXECUTIVE AND REGULATORY AGENCIES, ANIMAL WELFARE COALITIONS, AND OTHER NATIONAL AND LOCAL ORGANIZATIONS. MANY OF OUR ADVOCACY EFFORTS FOCUS ON BUILDING SUPPORT FOR OR VOICING OPPOSITION TO PUBLIC POLICY INITIATIVES THAT HAVE THE POTENTIAL TO IMPACT THE WELFARE OF PETS, FARM ANIMALS, WILDLIFE, OR OTHER ANIMALS.

FEDERAL ACTIVITIES

AT THE FEDERAL LEVEL, THE HSUS ADVOCATED FOR ANIMAL WELFARE LEGISLATION RELATING TO THE FOLLOWING ISSUES IN 2005:

APPROPRIATIONS FOR VARIOUS AGENCIES FOR ENFORCEMENT OF THE ANIMAL WELFARE ACT, HUMANE METHODS OF SLAUGHTER ACT, GREAT APE CONSERVATION ACT, AND OTHER FEDERAL LAWS;

INCREASING PENALTIES FOR VIOLATIONS OF THE FEDERAL LAW AGAINST ANIMAL FIGHTING;

ASSURING THAT RESPONDING AGENCIES PLAN FOR PET EVACUATIONS DURING HURRICANES AND OTHER NATURAL DISASTERS;

BANNING "INTERNET HUNTING" AND "CANNED HUNTING" OF EXOTIC ANIMALS IN FENCED PENS;

EXPOSING A TROPHY HUNTING TAX SCAM;

EXPANDING COVERAGE OF THE HUMANE METHODS OF SLAUGHTER ACT TO PROTECT POULTRY;

HALTING THE NON-THERAPEUTIC USE OF ANTIBIOTICS ON FACTORY FARMS;

BANNING ANY PROCESSING OR MOVEMENT OF "DOWNER" LIVESTOCK;

PROVIDING REGULATION OF "PUPPY MILLS," COMMERCIAL BREEDERS WHO SELL DOGS DIRECTLY TO THE PUBLIC THROUGH THE INTERNET AND NEWSPAPER ADS;

FEDERAL FOOTNOTES (CONT'D)

=====

BANNING THE INTERSTATE TRANSPORT OF PRIMATES IN THE PET TRADE, AND FOLLOWING UP ON SUCCESSFUL 2003 LEGISLATION BANNING THE TRADE IN TIGERS, LIONS, AND OTHER BIG CATS;

PROTECTING BISON IN YELLOWSTONE NATIONAL PARK;

HALTING THE SLAUGHTER OF HORSES FOR HUMAN CONSUMPTION;

SECURING FUNDING FOR ALTERNATIVES TO ANIMAL RESEARCH,

REQUIRING THAT A BITTERING AGENT BE ADDED TO POISONOUS ANTI-FREEZE USED IN MOTOR VEHICLES;

ASSURING THAT TRANSPORTATION AUTHORITIES INCLUDE PLANS TO ALLOW FOR SAFE CROSSING OF ROADS BY WILD ANIMALS VIA UNDERPASSES OR OVERPASSES.

LOBBYING ON THESE ISSUES INCLUDED DIRECT CONTACT WITH LEGISLATORS AND THEIR STAFF, ADVERTISING, AND COLLABORATION WITH HUMANE PARTNERS. THE HSUS SENT ELECTRONIC UPDATES TO NATIONWIDE VOLUNTEERS, MEMBERS, AND OTHER INTERESTED PARTIES. IN ADDITION, THE HSUS ASSISTED IN SENDING CONSTITUENT EMAIL AND FAXES TO LAWMAKERS THROUGH A FUNCTIONALITY ON THE SOCIETY'S WEBSITE.

STATE ACTIVITIES

THE HSUS ADDRESSES ANIMAL WELFARE ISSUES THROUGH STATE LEGISLATIVE EFFORTS. WITH STAFF OF OUR GOVERNMENT AFFAIRS SECTION IN WASHINGTON, D.C., REGIONAL STAFF IN OUR FIELD SERVICES SECTION ACROSS THE COUNTRY, AND A NETWORK OF VOLUNTEERS, WE ARE ACTIVE IN MORE THAN 40 STATE CAPITOLS ACROSS THE COUNTRY. AT THE STATE LEVEL, 60 ANIMAL WELFARE BILLS WERE SIGNED INTO LAW IN 2005. THE HSUS ADVOCATED FOR LEGISLATION ON THE FOLLOWING ISSUES:

STRENGTHENING CRUELTY CODES AND ANIMAL FIGHTING LAWS;

PROTECTING SERVICE ANIMALS FROM HARM;

SUPPORTING SPAY/NEUTER PROGRAMS;

ALLOWING PET TRUSTS TO PROVIDE FOR ANIMALS IN ESTATE PLANNING;

IMPROVING THE WELFARE OF FARM ANIMALS;

FEDERAL FOOTNOTES (CONT'D)

=====

ALLOWING STUDENTS TO CHOOSE NOT TO PARTICIPATE IN CLASSROOM
DISSECTION;

RESTRICTING PRIVATE OWNERSHIP OF DANGEROUS EXOTIC ANIMALS;

BANNING "INTERNET HUNTING" AND "CANNED HUNTS" OF EXOTIC ANIMALS IN
FENCED PENS;

RESTRICTING THE USE OF BODY-GRIPPING TRAPS THAT KILL AND INJURE
WILDLIFE AND FAMILY PETS.

ALSO AT THE STATE LEVEL, THE HSUS IS ACTIVE IN CITIZEN-INITIATED
BALLOT MEASURES. IN 2005, THE HSUS WORKED WITH STATE RESIDENTS AND
COALITION PARTNERS ON STATEWIDE PETITION DRIVES TO SECURE BALLOT
PLACEMENT FOR THREE MEASURES:

IN ARIZONA, TO PROHIBIT THE USE OF GESTATION AND VEAL CRATES ON
FACTORY FARMS, PROVING MORE SPACE AND MORE HUMANE TREATMENT FOR
CALVES AND BREEDING PIGS;

IN MICHIGAN, TO REPEAL A RECENT ACT OF THE LEGISLATURE AND RESTORE
THE CENTURY-LONG PROTECTIONS FOR MOURNING DOVES;

IN MASSACHUSETTS, TO PROTECT DOGS BY INCREASING THE PENALTIES FOR
HARMING SERVICE DOGS, STRENGTHENING THE LAW AGAINST DOGFIGHTING, AND
PHASING OUT DOG RACING.

FINALLY, WHILE NOT LOBBYING BECAUSE IT IS NOT DIRECTED AT PARTICULAR
BILLS OR LEGISLATIVE PROPOSALS, HSUS TRAINING IS OFFERED TO CITIZENS
WHO ARE CONCERNED ABOUT ANIMAL WELFARE ISSUES, AND WHO WISH TO
PARTICIPATE IN THE LEGISLATIVE PROCESS AND INFLUENCE PUBLIC POLICY.
IN 2005, THE HSUS ORGANIZED AND TAUGHT "LOBBYING 101" WORKSHOPS IN A
NUMBER OF LOCATIONS. WE ALSO COMMUNICATE WITH ONLINE ADVOCATES AND
PROVIDE INFORMATION AND TRAINING REMOTELY.

FEDERAL FOOTNOTES

=====

FOOTNOTE 3:

PART VI - OTHER INFORMATION:

LINE 91B: FOREIGN COUNTRIES WHERE HSUS MAINTAINS AN OFFICE:

COSTA RICA

LINE 91C: FOREIGN COUNTRIES WHERE HSUS HAS AN INTEREST IN OR A
SIGNATURE OR OTHER AUTHORITY OVER A FINANCIAL ACCOUNT.

COSTA RICA

FEDERAL FOOTNOTES

=====

FOOTNOTE 4:

PART VI-OTHER INFORMATION:

LINE 80B: RELATED ORGANIZATIONS:

	EXEMPT
HUMANE SOCIETY INTERNATIONAL	X
THE NAT'L ASSOC. FOR HUMANE & ENVIRONMENTAL EDUCATION	X
CENTER FOR RESPECT OF LIFE AND THE ENVIRONMENT	X
EARTHVOICE INTERNATIONAL	X
EARTHKIND USA	X
THE FUND FOR ANIMALS	X
HUMANE SOCIETY OF THE US WILDLIFE LAND TRUST	X
HUMANE SOCIETY LEGISLATIVE FUND	X
HUMANE SOCIETY OF HONG KONG LIMITED (INT'L NOT FOR PROFIT)	
THE HUMANE SOCIETY INTERNATIONAL UK (INT'L NOT FOR PROFIT)	
THE HUMANE SOCIETY INTERNATIONAL GERMANY (INT'L NOT FOR PROFIT)	
THE HUMANE SOCIETY INTERNATIONAL FRANCE (INT'L NOT FOR PROFIT)	
HUMANE SOCIETY INTERNATIONAL AUSTRALIA (INT'L NOT FOR PROFIT)	
GLOBAL ALLIANCE FOR HUMANE SUSTAINABLE DEVELOPMENT (INT'L NOT FOR PROFIT)	

FEDERAL FOOTNOTES

=====

FOOTNOTE 5:

PART V-CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES:

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE PREMIUMS HAVE BEEN PAID BY THE ORGANIZATION. THIS BENEFIT IS BEING REPORTED IN TOTAL AND IS NOT SHOWN IN THE ALLOCATION OF PART V.

CURRENT YEAR PREMIUM: \$117,325

FEDERAL FOOTNOTES

=====

FOOTNOTE 6:

PART 11, LINE 22: GRANTS AND ALLOCATIONS

LISTING OF FOREIGN & OTHER GRANTS PAID:

(NO RELATIONSHIPS EXIST BETWEEN HSUS AND GRANTEEES, EXCEPT FOR HSI AUSTRALIA)

GRANT AMOUNT:

ABITPC - ANTIGUA & BA

P O BOX 1924

ANTIGUA, WEST INDIES

\$500

ADVOCATES FOR ANIMAL

P O BOX N-1496

44 TUCK-A-WAY ROAD

NASSAU, BAHAMAS

\$1,000

AGRUPACION DE AMIGOS DE LOS ANIMALS

PASTOR FERNANDEZ 15.570 DPTO. 405

LO BARNECHEA, CHILE

\$3,000

ANIMAL AID SOCIETY

27C NEEMACH MATA SCHEME

DEWALI, UDAIPUR, 313004

RAJASTHAN, INDIA

\$3,000

ANIMAL HELP FOUNDATION

MADALPUR VILLAGE

GUJARAT, INDIA

\$1,550

ANIMALS CRUSADERS

15B CLIVE ROW, 1ST FLOOR

KOLKATA, INDIA

\$1,500

ARCAS

4 AVE. 2-47, SECTOR B5, ZONA 8 MIXCO

SAN CRISTOBAL, GUATEMALA

\$6,025

ARUSHA SOCIETY FOR THE PROTECTION OF ANIMALS

P.O. BOX 10675

ARUSHA, TANZANIA

\$2,500

ASOCIACION HUMANITARI

PROTECCION ANIML DE COSTA RICA

APARTADO 73-3000

HEREDIA, COSTA RICA

\$5,000

FEDERAL FOOTNOTES (CONT'D)

=====

ASOCIACION MESA NACIO CAMPESENA SAN JOSE, COSTA RICA	\$1,350
ASOCIACION PRESERVACI FLORA Y FAUNA SAN JOSE, COSTA RICA	\$2,020
ASSOCIATION HUMANITARIA SAN FRANCISCO DE ASIS AVENIDA LOREJO 830 PIURA, PERU	\$3,000
BLUE CROSS OF INDIA 1 ELDAMS ROAD CHENNAI, INDIA	\$3,000
BOTSWANA SPCA P.O. BOX 46744 GABORONE, BOTSWANA	\$1,300
EARTHROOTS SUITE 410 401 RICHMOND STREET, WEST TORONTO, ONTARIO M5V 3A8	\$1,000
EDMONTON HUMANE SOCIETY 12251 - 67 STREET, NW EDMONTON, ALB T5B-1M8	\$15,000
ELEPHANT CONTRACEPTION PROGRAM PO BOX 1009 HOEDSPRUIT 1380 SOUTH AFRICA	\$16,000
ELSA NATURE CONSERVANCY PO BOX 2 IBARAKI 305-8691 JAPAN	\$2,000
FRIENDS OF DOGS 1A RAINEY PARK LANE CALCUTTA, INDIA	\$1,000
FUNDACION DE ESTUDIOS	

FEDERAL FOOTNOTES (CONT'D)

=====

EMPRESA LATINA-LIC ESTELAJORGE, GUSTAVO MEJIA RICART 47 PLAZA REBECA, SANTO DOMINGO	\$5,000
FUNDACION DOMINICANA ESTUDIOS MARINOS, INC. DOMINICAN REPUBLIC	\$2,500
FUNDACION PARQUE NACIONAL BONITO, HONDURAS	\$4,000
FUNDACION PROMAR PO BOX 11709-1000 SAN JOSE, COSTA RICA	\$6,750
FUNDACION RESTAURACIO DE LAN NATURALEZA NATURALEZA	\$2,025
FUNDACION RESTAURACIO DE LAN NATURALEZA NATURALEZA	\$4,000
FUNDACION VIDANIMAL NICARAGUA	\$5,000
FUNDACION ZOOLOGICA DE SALVADOR, EL SALVADOR	\$8,050
FUNDACION ZOOLOGICA DE NICARAGUA	\$4,000
GRENADA SPCA J1. RUHUI RAHAYU I #50, RING ROAD, BALIKPAPAN KALIMANTAN TIMUR 76114 INDONESIA	\$5,000
HELP IN SUFFERING MAHARANI FARM, DURGAPURA JAIPUR, 302018 RAJASTHAN, INDIA	\$3,000
HSI AUSTRALIA (RELATED ORGANIZATION) SUITE 5A, LEVEL 1 BOX 439 27 OLD BARRENJOY ROAD AVALON NSW 2107 AUSTRALIA	\$5,000
INSTITUTO DE PESQUISA	

FEDERAL FOOTNOTES (CONT'D)

=====

CONSERVACAO DE GOLFINHOS BRAZIL	\$750
KATHMANDU ANIMAL TREATMENT CENTER PO BOX 13684 KATHMANDU, NEPAL	\$2,500
KENYA SPCA LANGATA ROAD NAIROBI, KENYA	\$5,000
LEWA EDUCATIONAL TRUST PO BOX 10607 NANYUKI, KENYA	\$11,000
MAKALALI ELEPHANT CON PROGRAM, PO BOX 1009 HOEDSPRUIT 1380, SOUTH AFRICA	\$12,500
MARINE MAMMALS PO BOX 15469 WILMINGTON, DE 19850-5469	\$-5,000
NORWEGIAN SCHL OF VET LABORATORY ANIMAL UNIT PO BOX 8146 DEPT 0033 OSLO, NORWAY	\$500
PAWS PO BOX 1765 KOROR, PALAU 96940	\$2,500
PUPP SOUTH PO BOX 311, BERGVLIET 7864 CAPE TOWN, SOUTH AFRICA	\$1,000
REFUGE DE THIERNAY LAFERMETE F-58160 IMPHY, FRANCE	\$2,500
RESPECT FOR ANIMALS PO BOX 6500 NOTTINGHAM, NOTTS, UNITED KINGDOM NG4 3GB	\$23,061
SALVANATURA	

FEDERAL FOOTNOTES (CONT'D)

=====

33 AVENIDA SUR NO. 640
COLONIA FLOR BLANCA
SAN SALVADOR, EL SALVADOR CA \$6,000

SAVE OUR FRIENDS ASSOCIATION
11 JAYA MAWATHA WATAPULUWA
KANDY, SRI LANKA \$2,500

SCOOBY
C/SAN FRANCISCO #3
47400 MEDINA DE CAMPO
VALLADOLID, SPAIN \$2,000

SUBASH DANANJAYA
C/O TSUNAMI MEMORIAL ANIMAL WELFARE TRUST,
48-B SKELTON ROAD
COLOMBO 5, SRI LANKA \$2,500

TACUGAMA CHIMPANZEE FOUNDATION
PO BOX 469
FREETOWN, SIERRA LEON \$2,000

TORONTO WILDLIFE CENT
60 CARL HALL ROAD, UNIT 4
TORONTO, ON M3K 2C1 \$3,000

UNIVERSITY OF BRITISH
THE SEA AROUND US PROJECT
2259 LOWER MALL
VANCOUVER, BC V6T 1Z4 \$9,600

UNIVERSITY OF PRETORIA
DEPT. OF REPRODUCTION
PRIV. BAG XO4 ONDERSTEEPOORT
REPUBLIC OF SOUTH AFRICA \$42,500

VANCOUVER AQUARIUM SC
PO BOX 3232
VANCOUVER, BC V6B 3X8 \$500

VITA
MYTHAYA STR 62-93
MOSCOW 115191
RUSSIA \$1,500

FEDERAL FOOTNOTES (CONT'D)

=====

WHALE & DOLPHIN CONSE SOCIETY/ALEXANDER HOUSE, JAMES STREET WEST BATH BA1 2BT ENGLAND, UK	\$4,000
WILDCARE AFRICA TRUST FOREIGN GRANT PRETORIA, SOUTH AFRICA	\$3,750
WILDLIFE CLUBS OF KENYA COAST REGION PO BOX 80591 MOMBASA, KENYA	\$30,000
WORLD SOC PROTECTION 89 ALBERT EMBANKMENT LOND, UNITED KINGDOM SE1 7TP	\$15,000
WSPA COSTA RICA ASSOC. INTERNACIONAL PARA, LA PROTECCION ANIMAL COSTA RICA	\$25,000
YOLANDA ALANIZ PASINI XOCHICALCO 149-A COL NARVARTE MEXICO	\$2,000
YOUTH FOR CONSERVATION PO BOX 27689 NAIROBI, KENYA 00506	\$10,500
TOTAL:	\$342,731

FEDERAL FOOTNOTES

=====

FOOTNOTE 7:

PART V-A, LINE 75(C): COMPENSATION PAID TO INDEPENDENT CONTRACTOR FOR
PROFESSIONAL SERVICES BY RELATED ORGANIZATION.

	COMPENSATION:
THE HUMANE SOCIETY LEGISLATIVE FUND 59-3786428	
NATIONAL OUTDOOR SPORTS ADVERTISING, INC. 5151 WISCONSIN AVE., NW, WASHINGTON, DC 20016	\$34,440
THE FUND FOR ANIMALS, INC. 13-6218740	
NATIONAL OUTDOOR SPORTS ADVERTISING, INC. 5151 WISCONSIN AVE., NW, WASHINGTON, DC 20016	\$56,066
HUMANE SOCIETY OF THE UNITED STATES WILDLIFE LAND TRUST 52-1808517	
NATIONAL OUTDOOR SPORTS ADVERTISING, INC. 5151 WISCONSIN AVE., NW, WASHINGTON, DC 20016	\$300,941
TOTAL:	\$391,447