

Return of Organization Exempt From Income Tax

2011

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning , 2011, **and ending** , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HUMANE AMERICA ANIMAL FOUNDATION Doing Business As			D Employer identification number 95-4761276	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	E Telephone number (800) 728-3273	
	City or town, state or country, and ZIP + 4 REDONDO BEACH, CA 90277			G Gross receipts \$ 2,015,154.	
	F Name and address of principal officer:			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ WWW.ADOPTAPET.COM					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶					
				L Year of formation: 1999	
				M State of legal domicile: CA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO REDUCE EUTHANASIA IN ANIMAL SHELTERS BY INCREASING PUBLIC AWARENESS MAKING INFOMATION ABOUT PETS IN SHELTERS AVAILABLE ON THE INTERNET & FACILITATING VOLUNTEERISM IN SHELTERS & ANIMAL RESCUE ORGANIZATIONS				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)		3	3.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)		4	2.	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)		5	6.	
	6 Total number of volunteers (estimate if necessary)		6	3,000.	
	7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	85,874.	
	b Net unrelated business taxable income from Form 990-T, line 34		7b	84,874.	
	Revenue			Prior Year	Current Year
		8 Contributions and grants (Part VIII, line 1h)		1,406,295.	1,927,134.
9 Program service revenue (Part VIII, line 2g)		0	0		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		3,005.	2,146.		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		183,069.	85,874.		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		1,592,369.	2,015,154.		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		68,655.	125,153.		
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	0		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		445,044.	488,014.		
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0		
Expenses	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 175,515.				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		811,349.	1,049,454.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		1,325,048.	1,662,621.	
	19 Revenue less expenses. Subtract line 18 from line 12		267,321.	352,533.	
Net Assets or Fund Balances			Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)		1,169,110.	1,515,637.	
	21 Total liabilities (Part X, line 26)		6,652.	8,279.	
22 Net assets or fund balances. Subtract line 21 from line 20.		1,162,458.	1,507,358.		

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____	
	Type or print name and title _____	

Paid Preparer Use Only	Print/Type preparer's name CHI YANG		Preparer's signature _____		Date _____		Check <input type="checkbox"/> if self-employed <input type="checkbox"/> PTIN P00168765	
	Firm's name ▶ J. ARTHUR GREENFIELD & CO. LLP					Firm's EIN ▶ 95-2118809		
	Firm's address ▶ 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124					Phone no. 310-208-2646		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 1,429,812. including grants of \$ 125,153.) (Revenue \$ 1,927,134.)

MAKING INFORMATION ABOUT PETS IN SHELTERS AVAILABLE ON THE INTERNET AND ENCOURAGING AND FACILITATING VOLUNTEERISM IN SHELTERS AND ANIMAL RESCUE ORGANIZATIONS.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 1,429,812.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	N/A	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question numbers (1a-14b), Yes/No boxes, and numerical responses. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax shelter and contribution rules.

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 4 columns: Question, Yes, No. Rows 1a-9. Includes questions about voting members, family relationships, and governance decisions.

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

Table with 4 columns: Question, Yes, No. Rows 10a-16b. Includes questions about local chapters, conflict of interest policy, whistleblower policy, and compensation review.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, IL,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

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

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID MEYER PRESIDENT	40.00	X		X		X		133,950.	0	0
(2) STEVE ABBEY OFFICER	1.00	X		X				0	0	0
(3) AMY LUWIS OFFICER	1.00	X		X				0	0	0
(4) ABBIE J MOORE EXECUTIVE DIRECTOR	40.00			X				95,067.	0	0
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,927,134.				
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f ATTACHMENT 5 ▶		1,927,134.				
Program Service Revenue	2a		Business Code					
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f ▶		0				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 2 ▶		2,146.			2,146.
4		Income from investment of tax-exempt bond proceeds ▶		0				
5		Royalties ▶		0				
6a		Gross rents	(i) Real	(ii) Personal				
b		Less: rental expenses						
c		Rental income or (loss)						
d		Net rental income or (loss) ▶			0			
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b		Less: cost or other basis and sales expenses						
c		Gain or (loss)						
d		Net gain or (loss) ▶			0			
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a						
b		Less: direct expenses b						
c	Net income or (loss) from fundraising events ▶			0				
9a	Gross income from gaming activities See Part IV, line 19 a							
b	Less: direct expenses b							
c	Net income or (loss) from gaming activities ▶			0				
10a	Gross sales of inventory, less returns and allowances a							
b	Less: cost of goods sold b							
c	Net income or (loss) from sales of inventory ▶			0				
Miscellaneous Revenue			Business Code					
11a	ADVERTISING	541800		85,874.		85,874.		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d ▶			85,874.				
12	Total revenue. See instructions ▶			2,015,154.		85,874.	2,146.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	125,153.	125,153.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	219,392.	183,214.	16,485.	19,693.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	202,089.	202,089.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	37,194.	32,941.	2,051.	2,202.
10 Payroll taxes	29,339.	28,207.	1,700.	-568.
11 Fees for services (non-employees).				
a Management	0			
b Legal	3,429.	1,652.	1,777.	
c Accounting	5,218.		5,218.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other	0			
12 Advertising and promotion	189,188.	189,113.	75.	
13 Office expenses	533.	533.		
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	40,188.	37,746.	175.	2,267.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	1,211.	1,211.		
20 Interest	25.	25.		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	412,766.	411,794.	486.	486.
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a <u>AUTO EXPENSES</u>	95.	29.	66.	
b <u>EQUIPMENT RENTAL & MAINTENAN</u>	62.	51.	11.	
c <u>BANK CHARGES</u>	98.	38.	60.	
d <u>BOOKS & REFERENCE</u>	592.	592.		
e All other expenses <u>ATTACHMENT 3</u>	396,049.	215,424.	29,190.	151,435.
25 Total functional expenses. Add lines 1 through 24e	1,662,621.	1,429,812.	57,294.	175,515.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	153,409.	1	175,342.
	2 Savings and temporary cash investments	326,454.	2	538,385.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges ATCH. 4.	23,962.	9	83,352.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a 87,137.		
	b Less: accumulated depreciation	10b 79,684.	10c 8,284.	7,453.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	657,001.	15	711,105.
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,169,110.	16	1,515,637.	
Liabilities	17 Accounts payable and accrued expenses	6,652.	17	8,279.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	6,652.	26	8,279.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	1,162,458.	32	1,507,358.
33 Total net assets or fund balances	1,162,458.	33	1,507,358.	
34 Total liabilities and net assets/fund balances	1,169,110.	34	1,515,637.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,015,154.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,662,621.
3	Revenue less expenses. Subtract line 2 from line 1	3	352,533.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,162,458.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-7,633.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,507,358.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	N/A	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: **HUMANE AMERICA ANIMAL FOUNDATION**
Employer identification number: **95-4761276**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 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 exempt 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)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		X
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		X
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	644,029.	1,101,412.	892,225.	1,406,295.	1,927,134.	5,971,095.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	644,029.	1,101,412.	892,225.	1,406,295.	1,927,134.	5,971,095.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						4,186,430.
6 Public support. Subtract line 5 from line 4						1,784,665.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	644,029.	1,101,412.	892,225.	1,406,295.	1,927,134.	5,971,095.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	45.	8,550.	4,203.	3,005.		15,803.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		358,631.	177,869.	183,069.	85,874.	805,443.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						6,792,341.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	26.27%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	42.38%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished; 3 Gross receipts from activities that are not an unrelated trade or business under section 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on; 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV); 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Value, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) 15 %; Row 16: Public support percentage from 2010 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) 17 %; Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17 18 %

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization []

19b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization []

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Schedule of Contributors

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

2011

Name of the organization HUMANE AMERICA ANIMAL FOUNDATION	Employer identification number 95-4761276
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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 an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **HUMANE AMERICA ANIMAL FOUNDATION**

Employer identification number
95-4761276

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BAYER ANIMAL HEALTHCARE P.O. BOX 390 SHAWNEE MISSION, KS 66201	\$ 769,127.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	PETSMART CHARITIES 19601 N. 27TH AVE PHOENIX, CA 85027	\$ 57,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	NESTLE PURINA PETCARE COMPANY CHECKERBOARD SQUARE ST. LOUIS, MO 63164	\$ 1,048,344.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number
95-4761276

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number 95-4761276

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and two questions about donor advisement.

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

Form for Part II Conservation Easements. Includes questions about purpose of easements, number of easements, acreage, and monitoring. Includes a table for 'Held at the End of the Tax Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

Schedule D (Form 990) 2011

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

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

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

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

b If "Yes," explain the arrangement in Part XIV and complete the following table:

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows for 1a-1g: Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations, (ii) related organizations

Yes/No grid for 3a(i), 3a(ii), 3b

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

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

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

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows for 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) WEBSITE DEVELOPMENT COSTS (NET)	711,105.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	711,105.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,015,154.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,662,621.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	352,533.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-83,567.
9	Total adjustments (net). Add lines 4 through 8	9	-83,567.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	268,966.

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

1	Total revenue, gains, and other support per audited financial statements	1	2,060,641.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	45,487.
e	Add lines 2a through 2d	2e	45,487.
3	Subtract line 2e from line 1	3	2,015,154.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,015,154.

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

1	Total expenses and losses per audited financial statements	1	1,791,675.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	129,054.
e	Add lines 2a through 2d	2e	129,054.
3	Subtract line 2e from line 1	3	1,662,621.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,662,621.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

990, SCHEDULE D, PART XI, LINE 8

THIS IS THE NET DIFFERENCE BETWEEN THE AMOUNTS ON PART XII, LINE 2D AND PART XIII, LINE 2D.

990, SCHEDULE D, PART XII, LINE 2D

THE \$45,487. DIFFERENCE CONSISTS OF THE FOLLOWINGS:

1) 2011 GIFTS & ADVERTISING INCOME REC'D IN 2012	\$ 105,000
2) 2010 GIFTS & ADVERTISING INCOME REC'D IN 2011	(118,552)
3) MISCELLANEOUS BOOK ADJUSTMENT ON INCOME	854
4) 2011 EXPENSES RELATED TO UBTI THAT WAS NETTED AGAINST INCOME	58,185

TOTAL	\$ 45,487
	=====

Part XIV Supplemental Information (continued)

990, SCHEDULE D, PART XIII, LINE 2D

THE \$129,054. DIFFERENCE CONSISTS OF THE FOLLOWINGS:

1) 2010 ACCRUED EXPENSES PAID IN 2011	\$ (54,908)
2) 2011 ACCRUED EXPENSES PAID IN 2012	27,868
3) TEMPORARY BOOK/TAX DIFFERENCES ON VARIOUS EXPENSES	97,909
4) EXPENSES RELATED TO UBTI THAT WAS NETTED AGAINST INCOME	58,185

TOTAL	129,054
	=====

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

Part I General Information on Grants and Assistance

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

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ANIMAL TRUST FOUNDATION P.O. BOX 191425 SAN DIEGO, CA 92159	95-2837685	501(C)(3)	75,000.				QUALIFIED CHARITABLE
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 30.
- 3 Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

FORM 990, SCHEDULE I, PART I, LINE 2 - GRANT-MONITORING

INFORMATION AVAILABLE UPON REQUEST.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

FORM 990, PART I, LINE 6 - ACTIVITIES & GOVERNANCE

THE ORGANIZATION CURRENTLY UTILIZES TWO (2) VOLUNTEERS WHO DO SOME SHELTER OUTREACH WORK. THE ORGANIZATION ALSO MAINTAINS A DATABASE OF OVER 3,000 VOLUNTEERS WHO HAVE SIGNED UP ON THE WEBSITE TO BE CONSIDERED FOR VOLUNTEER OPPORTUNITIES AT THEIR LOCAL SHELTERS AND RESCUE GROUPS, BUT THE ORGANIZATION CAN ALSO CALL UPON THESE VOLUNTEERS TO WORK FOR ADOPT-A-PET.COM

FORM 990, PART VI, SECTION B, LINE 11 - FORM 990 REVIEW PROCESS

THE BOARD OF DIRECTORS MEETS AT A MINIMUM OF QUARTERLY VIA TELECONFERENCE AND REVIEWS ALL IMPORTANT DOCUMENTS AND FILINGS AT THAT TIME. ALL BOARD MEMBERS REVIEW THE FORM 990.

FORM 990, PART VI, SECTION B, LINE 15 - COMPENSATION REVIEW PROCESS

THE BOARD OF DIRECTORS REVIEWS ALL COMPENSATION-RELATED MATTERS INCLUDING STARTING SALARIES, SALARY INCREASE AND BENEFITS, TAKING INTO ACCOUNT AVAILABLE DATA ON COMPARABLE POSITIONS IN SIMILAR ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 19 - DISCLOSURE

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 5

THE CHANGE IN NET ASSETS IN THE AMOUNT OF \$7,633 REPRESENTS PRIOR YEAR

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

ADJUSTMENTS.

FORM 990, PART VI, SECTION B, LINE 12

THE BOARD OF DIRECTORS MEETS AT A MINIMUM OF QUARTERLY TO DISCUSS AND REVIEW ALL IMPORTANT MATTERS. ANY CONFLICT OF INTEREST SHALL BE DISCLOSED AT THAT TIME AND REFLECTED IN THE MINUTES OF THE MEETING.

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HUMANE AMERICA ANIMAL FOUNDATION AIMS TO REDUCE EUTHANASIA IN ANIMAL SHELTERS BY INCREASING PUBLIC AWARENESS AND OWNERSHIP OF SHELTER PETS, MAKING INFORMATION ABOUT PETS IN SHELTERS AVAILBALE ON THE INTERNET, AND ENCOURAGING AND FACILITATING VOLUNTEERISM IN SHELTERS AND ANIMAL RESCUE ORGANIZATIONS.

ATTACHMENT 2FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
CITIBANK INTEREST INCOME	2,146.			2,146.
TOTALS	<u>2,146.</u>			<u>2,146.</u>

ATTACHMENT 3

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

ATTACHMENT 3 (CONT'D)FORM 990, PART IX - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>(A) TOTAL EXPENSES</u>	<u>(B) PROGRAM SERVICE EXP.</u>	<u>(C) MANAGEMENT AND GENERAL</u>	<u>(D) FUNDRAISING EXPENSES</u>
ADMINISTRATIVE EXPENSES	2,219.	1,456.		763.
RESEARCH	222.	222.		
COMPUTER EXPENSES	9,864.	8,962.	820.	82.
INTERNET EXPENSES/WEBSITE HOST	79,364.	78,739.		625.
MAILING SERVICES	7.	7.		
MEMBERSHIP DUES	197.	197.		
TRADE SHOW EXPENSES	7,720.	7,720.		
PAYROLL SERVICE FEES	3,082.	2,449.	609.	24.
CONSULTING FEES	37,162.	35,012.	2,150.	
RENT	3,360.	3,200.	160.	
OFFICE SUPPLIES	9,149.	8,924.	213.	12.
OUTSIDE SERVICES	5,607.	5,607.		
POSTAGE & SHIPPING	3,889.	3,490.	161.	238.
PRINTING & COPYING	512.	512.		
TELEPHONE	24,992.	24,098.	398.	496.
FEDERAL TAXES	17,107.		17,107.	
STATE TAXES	7,503.		7,503.	
PENALTY	19.		19.	
VIDEO PRODUCTS	33,181.	33,181.		
VIDEO PRODUCTION	1,383.	1,383.		
AD/SPONSORSHIP COMMISSION FEES	141,200.			141,200.
FILING FEES	315.	265.	50.	
FUNDRAISING EXPENSES	7,995.			7,995.

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

ATTACHMENT 3 (CONT'D)FORM 990, PART IX - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>(A) TOTAL EXPENSES</u>	<u>(B) PROGRAM SERVICE EXP.</u>	<u>(C) MANAGEMENT AND GENERAL EXPENSES</u>	<u>(D) FUNDRAISING EXPENSES</u>
TOTALS	<u>396,049.</u>	<u>215,424.</u>	<u>29,190.</u>	<u>151,435.</u>

ATTACHMENT 4FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PREPAID FEDERAL & STATE TAXES	83,352.
TOTALS	<u>83,352.</u>

ATTACHMENT 5

FORM 990, PART VIII - CONTRIBUTIONS

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>FEDERATED CAMPAIGNS</u>	<u>MEMBERSHIP DUES</u>	<u>FUNDRAISING EVENTS</u>	<u>RELATED ORGANIZATIONS</u>	<u>GOVERNMENT GRANTS</u>	<u>ALL OTHER CONTRIBUTIONS</u>
BAYER ANIMAL HEALTHCARE P.O. BOX 390 SHAWNEE MISSION, KS 66201	VAR						769,127.
PETSMART CHARITIES 19601 N. 27TH AVE PHOENIX, CA 85027	VAR						57,000.
MISC. CASH DONATIONS	VAR						30,052.
MUTT LYNCH WINERY P.O. BOX 511 HEALDSBURG, CA 95448	01/07/2011						10,000.
ONE3TWO, INC. 3500 W CARRIAGE DR. SANTA ANA, CA 92704	VAR						7,611.
DAVID BACKES	04/21/2011						5,000.
NESTLE PURINA PETCARE COMPANY CHECKERBOARD SQUARE ST. LOUIS, MO 63164	VAR						1,048,344.
TOTALS							<u>1,927,134.</u>

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

See separate instructions.

Attach to your tax return.

Name(s) shown on return

Identifying number

HUMANE AMERICA ANIMAL FOUNDATION

95-4761276

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

Table with 13 rows for general depreciation calculations, including lines 1-13 for maximum amount, total cost, threshold, reduction, and carryover.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

Table with 3 rows (14-16) for special depreciation allowance and other depreciation.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

Table with 2 rows (17-18) for MACRS deductions and election to group assets.

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

Table with 7 columns (a-g) for asset classification, month/year, basis, recovery period, convention, method, and depreciation deduction.

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

Table with 6 columns for class life, 12-year, and 40-year alternative depreciation systems.

Part IV Summary (See instructions.)

Table with 3 rows (21-23) for summary of listed property, total depreciation, and section 263A costs.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		Yes	No	24b If "Yes," is the evidence written?		Yes	No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year	
42 Amortization of costs that begins during your 2011 tax year (see instructions):						
SEE AMORTIZATION DETAIL		492,833.			82,139.	
43 Amortization of costs that began before your 2011 tax year					43	356,590.
44 Total. Add amounts in column (f). See the instructions for where to report					44	438,729.

Description of Property
GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
OFFICE EQUIPMENT	07/01/2000	2,953.	100.000			2,953.	2,953.	2,953.	200DB	HY			5		
OFFICE EQUIPMENT	07/01/2001	4,229.	100.000			4,229.	4,229.	4,229.	200DB	HY			5		
OFFICE FURNITURE	06/04/2002	1,470.	100.000			1,470.	1,470.	1,470.	200DB	HY			7		
OFFICE EQUIPMENT	07/01/2002	1,325.	100.000			1,325.	1,325.	1,325.	200DB	HY			5		
HARDWARE UPGRADE	06/12/2003	2,025.	100.000			2,025.	2,025.	2,025.	SL	HY	5.000		5		
OFFICE EQUIPMENT	02/21/2003	1,525.	100.000			1,525.	1,525.	1,525.	200DB	HY			5		
OFFICE EQUIPMENT	04/28/2003	4,083.	100.000			4,083.	4,083.	4,083.	200DB	HY			5		
DELL COMPUTER	12/19/2005	2,291.	100.000			2,291.	2,291.	2,291.	200DB	HY			5		
COMP USA COMPUTER	12/27/2005	945.	100.000			945.	944.	944.	200DB	HY			5		
DELL SERVER	04/09/2006	3,516.	100.000			3,516.	3,313.	3,516.	200DB	HY			5		203.
OFFICE EQUIPMENT	07/01/2006	1,020.	100.000			1,020.	962.	1,020.	200DB	HY			5		58.
DELL SERVER	01/25/2007	1,851.	100.000			1,851.	1,530.	1,743.	200DB	HY			5		213.
COMPUTER EQUIPMENT	03/06/2007	2,371.	100.000			2,371.	1,961.	2,234.	200DB	HY			5		273.
DELL SERVER	09/19/2007	2,262.	100.000			2,262.	1,871.	2,132.	200DB	HY			5		261.
DELL SERVER	12/10/2007	4,358.	100.000			4,358.	3,606.	4,108.	200DB	HY			5		502.
APPLE COMPUTER	07/24/2007	1,794.	100.000			1,794.	1,484.	1,691.	200DB	HY			5		207.
COMPUTER EQUIPMENT	05/15/2009	807.	100.000			807.	419.	574.	200DB	HY			5		155.
DELL SERVER	02/17/2009	5,712.	100.000			5,712.	2,970.	4,067.	200DB	HY			5		1,097.
DELL SERVER	10/08/2010	750.	100.000			750.	38.	323.	200DB	MQ			5		285.
Less: Retired Assets															
Subtotals						51,415.	39,104.	43,962.							4,858.

Listed Property

TELEPHONE SYSTEM	07/01/2000	8,204.	100.000			8,204.	8,204.	8,204.	200DB	HY			7		
COMPUTERS/MONITOR	07/01/2001	7,795.	100.000			7,795.	7,795.	7,795.	200DB	HY			5		
DIGITAL CAMERAS	07/01/2001	2,425.	100.000			2,425.	2,425.	2,425.	200DB	HY			5		
TELEPHONE SYSTEM	07/01/2001	1,092.	100.000			1,092.	1,092.	1,092.	200DB	HY			7		
Less: Retired Assets															
Subtotals		35,722.				35,722.	35,722.	35,722.							
TOTALS		87,137.				87,137.	74,826.	79,684.							4,858.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
WEBSITE DEV COSTS	07/01/2001	4,125.	4,125.	4,125.	A	3.000	
WEBSITE DEV COSTS	07/01/2003	20,700.	20,700.	20,700.	A	3.000	
WEBSITE DEV COSTS	07/01/2004	128,201.	128,201.	128,201.	A	3.000	
WEBSITE DEV COSTS	07/01/2005	65,881.	65,881.	65,881.	A	3.000	
WEBSITE DEV COSTS	07/01/2006	111,609.	111,609.	111,609.	A	3.000	
TOTALS		2,182,933.	1,033,099.	1,471,828.			436,729.

*Assets Retired
JSA
1X9024 1 000

FEDERAL FOOTNOTES

DEPRECIATION & AMORTIZATION EXPENSES
=====

6.95% OF TOTAL DEPRECIATION AND AMORTIZATION EXPENSES, OR \$30,821.,
ARE ALLOCATED TO ADVERTISING INCOME (UBTI).