

Return of Organization Exempt From Income Tax

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

2004

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.

Header section containing organization details: American Society For The Prevention Of Cruelty To Animals, EIN 13-1623829, address 424 East 92nd Street, New York, NY 10128-6804.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions.)

Main table with 21 rows detailing revenue (Total: 50,267,338) and expenses (Total: 45,429,824), resulting in a net asset increase of 4,837,514.

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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of 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 \$ 1,232,661 noncash \$ 244,420)	1,477,081	1,477,081		
23	Specific assistance to individuals (attach schedule)	0			
24	Benefits paid to or for members (attach schedule)	0			
25	Compensation of officers, directors, etc.	756,163	584,204	85,307	86,652
26	Other salaries and wages	14,608,907	12,788,894	111,340	1,708,673
27	Pension plan contributions	1,416,204	1,257,592	13,224	145,388
28	Other employee benefits	2,041,333	1,812,707	19,061	209,565
29	Payroll taxes	1,129,344	1,002,859	10,546	115,939
30	Professional fundraising fees	1,301,661			1,301,661
31	Accounting fees	71,957	61,847	4,692	5,418
32	Legal fees	235,119	52,379	165,062	17,678
33	Supplies	1,164,862	1,124,431	2,539	37,892
34	Telephone	375,511	322,889	3,606	49,016
35	Postage and shipping	558,595	528,000	1,126	29,469
36	Occupancy	1,382,368	1,247,203	9,267	125,898
37	Equipment rental and maintenance	550,700	498,815	6,899	44,986
38	Printing and publications	634,382	584,182	330	49,870
39	Travel	597,140	522,708	11,299	63,133
40	Conferences, conventions, and meetings	536,472	466,194	11,036	59,242
41	Interest	0			
42	Depreciation, depletion, etc. (attach schedule)	1,066,973	992,596	7,884	66,493
43	Other expenses not covered above (itemize):				
	a Insurance	382,051	360,327	2,647	19,077
	b Direct Mail Costs	9,382,512	3,862,617	142,810	5,377,085
	c Veterinary and Medical Services	2,407,289	2,407,289		
	d Advertising and Other Professional Services	1,701,692	1,368,431	18,401	314,860
	e Media Productions	1,318,090	1,318,090		
	f Miscellaneous	333,418	252,553	32,854	48,011
44	Total functional expenses (add lines 22 through 43). <i>Organizations completing columns (B)-(D), carry these totals to lines 13-15</i>	45,429,824	34,893,888	659,930	9,876,006

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 \$ 8,990,250 ; (ii) the amount allocated to Program services \$ 3,862,617 ;
 (iii) the amount allocated to Management and general \$ 142,810 ; and (iv) the amount allocated to Fundraising \$ 4,984,823

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? <input checked="" type="checkbox"/> Animal Welfare - Prevention of cruelty to animals	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others)
a SEE STATEMENT 1	
Animal hospital and mobile veterinary clinics (Grants and allocations \$ 43,351)	7,551,174
b	
Animal Poison Control Center (Grants and allocations \$ 30,085)	4,489,865
c	
Humane Education (Grants and allocations \$ 1,389,164)	9,378,918
d	
Communications (Grants and allocations \$ 23)	4,462,047
e Other program services (attach schedule) (Grants and allocations \$ 14,402)	9,011,884
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	34,893,888

Part IV Balance Sheets (See page 25 of 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	566,968	45	560,679	
	46 Savings and temporary cash investments	6,745,360	46	5,366,384	
	47 a Accounts receivable	1,443,075			
	b Less: allowance for doubtful accounts	0	2,016,876	1,443,075	
	48 a Pledges receivable	0			
	b Less: allowance for doubtful accounts	0	0	0	
	49 Grants receivable				
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		0	0	
	51 a Other notes and loans receivable (attach schedule)	0			
	b Less: allowance for doubtful accounts	0	0	0	
	52 Inventories for sale or use	138,384	52	121,225	
	53 Prepaid expenses and deferred charges	884,019	53	926,147	
	54 Investments—securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	30,743,303	54	39,184,245	
	55 a Investments—land, buildings, and equipment: basis	0			
	b Less: accumulated depreciation (attach schedule)	0	0	0	
56 Investments—other (attach schedule)		0	0		
57 a Land, buildings, and equipment: basis	27,840,622				
b Less: accumulated depreciation (attach schedule)	8,376,106	19,058,337	19,464,516		
58 Other assets (describe <input type="checkbox"/> Beneficial interests in perpetual trusts)		13,190,543	13,971,059		
59 Total assets (add lines 45 through 58) (must equal line 74)		73,343,790	59	81,037,330	
Liabilities	60 Accounts payable and accrued expenses	2,465,809	60	3,146,433	
	61 Grants payable		61		
	62 Deferred revenue	903,229	62	1,280,774	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		0	0	
	64 a Tax-exempt bond liabilities (attach schedule)		0	0	
	b Mortgages and other notes payable (attach schedule)		0	0	
	65 Other liabilities (describe <input type="checkbox"/> See attached worksheet)		5,581,277	65	4,529,782
66 Total liabilities (add lines 60 through 65)		8,950,315	66	8,956,989	
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	47,808,696	67	54,723,907	
	68 Temporarily restricted	2,649,237	68	2,640,376	
	69 Permanently restricted	14,235,542	69	14,716,058	
	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)		64,693,475	73	72,080,341
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)		73,643,790	74	81,037,330

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

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

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

a	Total revenue, gains, and other support per audited financial statements		a	45,474,765
b	Amounts included on line a but not on line 12, Form 990:			
	(1) Net unrealized gains on investments	\$		
	(2) Donated services and use of facilities	\$		
	(3) Recoveries of prior year grants	\$		
	(4) Other (specify):			
	Investment income	\$ 517,924		
	Add amounts on lines (1) through (4)		b	517,924
c	Line a minus line b		c	44,956,841
d	Amounts included on line 12, Form 990 but not on line a:			
	(1) Investment expenses not included on line 6b, Form 990	\$		
	(2) Other (specify):			
	Bequests for endowment	\$ 3,306,974		
	Eminent domain recovery	\$ 2,003,523		
	Add amounts on lines (1) and (2)		d	5,310,497
e	Total revenue per line 12, Form 990 (line c plus line d)		e	50,267,338

a	Total expenses and losses per audited financial statements		a	45,429,824
b	Amounts included on line a but not on line 17, Form 990:			
	(1) Donated services and use of facilities	\$		
	(2) Prior year adjustments reported on line 20, Form 990	\$		
	(3) Losses reported on line 20, Form 990	\$		
	(4) Other (specify):			
	Add amounts on lines (1) through (4)		b	0
c	Line a minus line b		c	45,429,824
d	Amounts included on line 17, Form 990 but not on line a:			
	(1) Investment expenses not included on line 6b, Form 990	\$		
	(2) Other (specify):	\$		
	Add amounts on lines (1) and (2)		d	0
e	Total expenses per line 17, Form 990 (line c plus line d)		e	45,429,824

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Name Edwin J. Sayres City 424 E. 92nd St. ST NY ZIP 10128	Title President Hr/WK 40	306,499	16,176	24,000
Name Stephen Musso City 424 E. 92nd St. ST NY ZIP 10128	Title Sr.VP- Hr/WK Operations 40	160,617	10,919	0
Name Stephen Zawistowski City 424 E. 92nd St. ST NY ZIP 10128	Title Sr.VP- National Hr/WK Program 40	155,889	15,087	0
Name Stephen Eudene City 424 E. 92nd St. ST NY ZIP 10128	Title Sr. VP- Hr/WK CFO 40	133,158	10,716	0
Name City ST ZIP	Title Hr/WK			
Name City ST ZIP	Title Hr/WK			
Name Members of Board of City Directors - Statement B ST ZIP	Title Hr/WK	0	0	0
Name City ST ZIP	Title Hr/WK			
Name City ST ZIP	Title Hr/WK			
Name City ST ZIP	Title Hr/WK			

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
If "Yes," attach schedule—see page 28 of the instructions.

Part VI Other Information (See page 28 of the instructions.)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	X	
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		X
b	If "Yes," enter the name of the organization <input type="checkbox"/> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a	Enter direct and indirect political expenditures. See line 81 instructions <input type="checkbox"/> 81a None		
b	Did the organization file Form 1120-POL for this year?		X
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? . . . Volunteer dog walkers	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.) <input type="checkbox"/> 82b N/A		
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? 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.	N/A	
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 <input type="checkbox"/> None ; section 4912 <input type="checkbox"/> None ; section 4955 <input type="checkbox"/> None		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <input type="checkbox"/> None		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization <input type="checkbox"/> None		
90 a	List the states with which a copy of this return is filed <input type="checkbox"/> Statement 10		
b	Number of employees employed in the pay period that includes March 12, 2004 (See instructions.) <input type="checkbox"/> 90b 294		
91	The books are in care of <input type="checkbox"/> Name A S P C A Telephone no. <input type="checkbox"/> (212)876-7700 Located at <input type="checkbox"/> 424 East 92nd Street City New York ST NY ZIP + 4 <input type="checkbox"/> 10128-6804		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041— Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/> 92 N/A		

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E)
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	Related or exempt function income
93 Program service revenue:					
a Animal hospital and clinics					4,266,887
b Animal poison control center					3,589,177
c Animal placement fees					189,636
d Animal behavior training fees					123,815
e Education/outreach revenue					158,725
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	29,198	
96 Dividends and interest from securities			14	1,246,440	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	113,468	
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	9,572	
101 Net income or (loss) from special events			01	359,342	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a Advertising	511120	24,400			
b Royalties/licensing			15	1,470,723	
c List sales			13	451,430	
d Eminent domain recovery			18	2,003,523	
e					
104 Subtotal (add columns (B), (D), and (E))		24,400		5,683,696	8,328,240
105 Total (add line 104, columns (B), (D), and (E))					14,036,336

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 page 34 of 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).
▼	SEE STATEMENT 9

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%		0	0
	%		0	0
	%		0	0
	%		0	0

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

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

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

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

Please 

Date 6/17/05

Sr. VP & CFO

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

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

OMB No 1545-0047

2004

Department of the Treasury
Internal Revenue Service

Supplementary Information—(See separate instructions.)

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

Name of the organization American Society For The Prevention Of Cruelty To Animals	Employer identification number 13-1623829
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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
Name Dr. Steven Hansen Str 1717 S. Philo Rd City Urbana ST IL Zip 61802 Country USA	Title Sr.VP-APCC Avg hr/wk 40	143,128	14,123	0
Name Barbara Garber Str 424 E. 92nd St. City New York ST NY Zip 10128 Country USA	Title Sr.VP Corporate Partners Avg hr/wk 40	138,832	5,842	0
Name Lee Murray Str 424 E. 92nd St. City New York ST NY Zip 10128 Country USA	Title Sr.VP Human Resources Avg hr/wk 40	122,470	906	0
Name Jo Sullivan Str 424 E. 92nd St. City New York ST NY Zip 10128 Country USA	Title Sr.VP-Development & Comm. Avg hr/wk 40	122,662	5,846	0
Name Ellen Hirshberg Str 424 E. 92nd St. City New York ST NY Zip 10128 Country USA	Title Veterinarian Avg hr/wk 40	122,255	5,719	0
Total number of other employees paid over \$50,000	95			

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

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Name Pottish Freyberg Marcus & Velazquez LLP Check here if a business <input type="checkbox"/> Str 641 Lexington Ave City NY ZIP 10022 Country USA	Legal- Eminent Domain	702,812
Name Telefund Check here if a business <input checked="" type="checkbox"/> Str 1129 State Street, Suite 3E City Santa Barbara ST CA ZIP 93101 Country USA	Telemarketer	669,400
Name O'Brien, McConnel & Pearson Check here if a business <input checked="" type="checkbox"/> Str 1726 M Street NW City DC ZIP 20036 Country USA	Fund Raising Consultant	458,750
Name ARQ Architects Check here if a business <input type="checkbox"/> Str 1 Government Street, Suite 2 City Kittery ST MAINE ZIP 03904 Country USA	Architect	284,584
Name Convio, Inc Check here if a business <input checked="" type="checkbox"/> Str 11921 No. MoPAC Expressway City Austin ST TEXAS ZIP 78759 Country USA	Website Consultant	218,645
Total number of others receiving over \$50,000 for professional services		10

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>544,886</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	X	
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? See Part V, Form 990	X	
e	Transfer of any part of its income or assets?		X
3 a	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.)	X	
b	Do you have a section 403(b) annuity plan for your employees?	X	
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		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 ▶ _____ City _____ ST _____ Country _____
 - 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.)
 - 11 a 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.)
 - 11 b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

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

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

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

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

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

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	35,744,236	32,746,227	29,903,340	22,957,235	121,351,038
16 Membership fees received					0
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	7,469,017	6,334,207	5,536,454	4,967,839	24,307,517
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	2,472,843	2,501,046	3,076,501	3,584,764	11,635,154
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
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					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0
23 Total of lines 15 through 22	45,686,096	41,581,480	38,516,295	31,509,838	157,293,709
24 Line 23 minus line 17	38,217,079	35,247,273	32,979,841	26,541,999	132,986,192
25 Enter 1% of line 23	456,861	415,815	385,163	315,098	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	▶	26a	2,659,724
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 2000 through 2003 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	132,986,192
d Add: Amounts from column (e) for lines: 18 11,635,154 19 0	▶	26d	11,635,154
22 0 26b 0	▶	26e	121,351,038
e Public support (line 26c minus line 26d total)	▶	26f	91.25%

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:

(2003) _____ (2002) _____ (2001) _____ (2000) _____

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

(2003) _____ (2002) _____ (2001) _____ (2000) _____

c Add: Amounts from column (e) for lines: 15 0 16 0	▶	27c	0
17 0 20 0 21 0	▶	27d	0
d Add Line 27a total 0 and line 27b total 0	▶	27e	0
e Public support (line 27c total minus line 27d total)	▶	27f	0
f Total support for section 509(a)(2) test Enter amount from line 23, column (e)	▶	27g	0.00%
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	▶	27h	0.00%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

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

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)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

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

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)		124,312
37	Total lobbying expenditures to influence a legislative body (direct lobbying)		420,574
38	Total lobbying expenditures (add lines 36 and 37)	0	544,886
39	Other exempt purpose expenditures		34,349,002
40	Total exempt purpose expenditures (add lines 38 and 39)	0	34,893,888
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	If the amount on line 40 is—		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is—		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
41		0	1,000,000
42	Grassroots nontaxable amount (enter 25% of line 41)	0	250,000
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	0	0
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	0	0

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) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total	
45	Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
46	Lobbying ceiling amount (150% of line 45(e))					6,000,000
47	Total lobbying expenditures	544,886	470,368	532,384	653,149	2,200,787
48	Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
49	Grassroots ceiling amount (150% of line 48(e))					1,500,000
50	Grassroots lobbying expenditures	124,312	102,770	114,414	182,021	523,517

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:

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

Yes	No	Amount
		0

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

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Part III, Statement 1 - Program Service Accomplishments

a - Animal Hospital and Mobile Veterinary Clinics (\$7,551,174)

The Bergh Memorial Animal Hospital continues to provide some of the most efficient, comprehensive and state-of-the-art primary veterinary care in the nation. It is here that our drive to end euthanasia encounters the often-grim reality of an animal's condition, but amazingly enough, we are winning the battle. During 2004, almost 19,000 animals were treated. These included many of the animals seen on the "Animal Precinct" TV program that are taken from inhumane conditions to be given a second chance at a healthy life in a loving home. With the addition of a board certified Veterinary Pathologist, the hospital has enhanced its ability to both document and prosecute cruelty cases with increased proficiency. In 2004 with the addition of a Director of Medicine, both ultrasound and endoscopy capabilities are available at the Bergh Memorial Animal Hospital. As part of our commitment to continuing education, the hospital staff received advanced training in anesthesia, pain and fracture management, and, emergency and critical care from specialists in the field.

"ASPCA Cares" is a community outreach program that provides resources, education, and veterinary services to needy animals and pet owners in New York City's five boroughs. The mission of ASPCA Cares is to help put an end to the euthanasia of adoptable animals within New York City's five boroughs by addressing the animal crisis at its source - in the heart of the city's local communities. Recognizing that many of the most serious overpopulation and animal health crises arise in neighborhoods with limited access to veterinary care and education on animal issues, ASPCA Cares brings these services directly to needy communities.

The ASPCA Cares fleet includes two fully equipped mobile veterinary clinics, along with the original unit which now serves as a vaccination van. ASPCA Cares provides free and low-cost spay/neuter surgeries, vaccination clinics, medical wellness exams and disaster relief services to needy animals. In 2004, ASPCA Cares performed more than 9,100 spay/neuter surgeries, an increase of 32% over 2003. That number was reached because ASPCA Cares was able to operate the clinics seven days a week in all five boroughs, as well as provide vaccination clinics.

Additionally, educational seminars are offered on topics such as proper animal care, bite prevention, population control and the humane treatment of animals. Grants are awarded to qualified animal rescue groups in New York City through the Partners in Caring program, which is run in conjunction with the ASPCA's National Shelter Outreach Department.

b - ASPCA Animal Poison Control Center (\$4,489,865)

The ASPCA Animal Poison Control Center is the premier animal poison control center in North America, with 24 veterinarians including 5 board-certified veterinary toxicologists and 14 certified veterinary technicians. Located in Urbana, Illinois, the specially trained staff provides assistance to pet owners and specific analysis and treatment recommendations to veterinarians pertaining to toxic chemicals and dangerous plants, products or substances 24 hours a day, 7 days a week. In addition, the ASPCA Animal Poison Control Center provides extensive veterinary toxicology consulting on a wide array of subjects including legal cases, formulation issues, product liability, regulatory reporting and bio surveillance.

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Part III, Statement 1 - Program Service Accomplishments

b - ASPCA Animal Poison Control Center (cont'd)

In 2004, the use of the Animal Poison Control Center increased 9% to include over 95,000 individual cases, and approximately 80,000 animals were helped.

Major initiatives, which help the poison control center save more animals include:

- Media campaigns to practicing veterinarians, advertising in veterinary professional journals, and a significant media blitz for National Poison Prevention Week media campaign which focused on the dangers of human medications and included radio, print and TV coverage reaching an audience of over 17 million. The APCC also authored 18 articles for veterinary journals, and provided 14 veterinary continuing education seminars.
- The Veterinary Lifeline Partner Program, which was launched in 2002 to enable veterinary hospitals to rapidly access poison center experts in an emergency, increased its membership 36% in 2004 to approximately 3,000 veterinary clinics across North America. This program allows veterinarians to establish an account with automated billing and also provides a copy of the patient's record, including poison center recommendations, by email or fax.
- The Illinois Animal Terrorism Information Hotline, which was launched in July 2003, continued providing surveillance and reporting services in 2004. A joint project involving the Illinois Department of Public Health, the Illinois Department of Agriculture and the APCC, the hotline provides veterinarians and government and health agencies in the state with the ability to report 24 hours a day any suspicious nuclear, biological or chemical incidents involving food animals, wildlife and pets in Illinois. The service is meant to assist in early identification of potential acts of terrorism involving animals, so that officials can respond rapidly, thereby lessening the event's impact on human and animal health and on the state's agricultural economy.

c - Humane Education and Shelter Outreach (\$9,378,918)

The ASPCA continues to be one of the premier organizations in the world for instilling the desire in young people to appreciate the world of animals and our relationship to them. From workshops to educational materials, the ASPCA Humane Education department continues to touch the lives of elementary and secondary school children throughout the U.S. In 2004, the Humane Education Department distributed over 80,000 educational materials to people throughout the United States and other countries. In collaboration with the Corporate Partnerships Department, the ASPCA partnered with DIC Entertainment to create a public service announcement (PSA), poster, and a series of in-class lessons to promote pet care using Strawberry Shortcake characters. The poster and lessons were distributed to over 20,000 schools, and the PSA was aired on over 450 stations, together reaching over 21 million children. The department's "Learning to Care" catalog was redesigned, and several new selections were added.

The Humane Education department continued the ASPCA's long tradition of attacking the problem of animal cruelty by increasing young peoples understanding of the human-animal bond. In 2004, the ASPCA brought humane education to approximately one-third of all children in the United States.

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Part III, Statement 1 - Program Service Accomplishments

c - Humane Education and Shelter Outreach (cont'd)

The National Shelter Outreach (NSO) department is comprised of a team of seasoned professionals who are highly respected in the animal welfare community for their expertise in a variety of areas, including: animal control, cruelty investigations, sheltering issues and management. In 2004, NSO corresponded with more than 5,700 animal protection organizations and private citizens in all 50 states and 35 foreign countries and territories regarding animal sheltering and protection issues. NSO managers visited 209 animal shelters in 36 states and Puerto Rico, and the staff presented 156 training seminars and workshops to shelter professionals across the United States. Legislative Services presented 33 training seminars and workshops for criminal justice professionals.

Major new programs in 2004 included:

- The ASPCA's Meet Your Match™ Canine-ality™ Adoption Program designed to help shelters place dogs in long-term homes, including 20 regional trainings around the country.
- Specialized mentoring to 15 organizations through the Rescue Waggin' Animal Transport Program.
- Grants to 219 animal protection organizations in 44 states, DC, Puerto Rico and Canada.
- The NSO Imagine Humane program launched the Innovation Bank, an on-line resource for shelters, containing step-by-step instructions on how to implement some of the most effective programs around the country.
- Imagine Humane piloted a mentoring project with New Jersey shelters to lay the foundation for future shelter-to-shelter mentoring programs.
- Imagine Humane advanced collaboration and leadership in five target areas - northeast Ohio, New York City, New Jersey, Florida and Indiana.

The Counseling Department provided grief counseling and crisis intervention to more than 400 people calling the ASPCA Pet Loss Hotline and over the Internet. Through affiliation with the Delta Society, the ASPCA is offering a full range of animal-assisted therapy activities. We train, evaluate and place Pet Partner teams in hospitals, nursing homes, and community sites throughout New York City. The PAWS-N-BOOKS program provides dogs especially trained to help children with their reading skills to schools and libraries.

d - Communications (\$4,462,047)

The Media Relations and Advertising, Public Information and Communications departments give the ASPCA the vital exposure via television, radio, print media and the Internet, that it needs to provide valuable information to the public. In 2004 donated media resources were received for a nationwide television PSA valued at over \$1.2 million.

The Public Information department provides an important service as a clearinghouse, resource and referral center for the ASPCA and for animal related informational needs of the community. Its skilled and dedicated animal welfare professionals serve as the day-to-day experts on the ASPCA's history, programs and services as well as assessing, resolving and referring animal welfare related dilemmas and situations of all kinds from the public. This department responds to an average of 1,500 inquiries each week ranging from simple requests for information to more complex emergency situations.

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Part III, Statement 1 - Program Service Accomplishments

d - Communications (cont'd)

In 2004, the ASPCA's Public Information Department handled over 39,000 e-mails, 18,000 phone calls and 6,500 letters to the Society from all over the country on every conceivable animal welfare topic. They provided guidance and information about animal welfare issues and humane pet care at various animal events, including the Westminster Dog Show held each year at NYC's Madison Square Garden, and on local television accompanied by ASPCA animals for adoption.

The ASPCA's website, aspc.org is an electronic hub of up-to-date information on every conceivable animal-welfare subject, from pet nutrition to animal legislation, and reaches millions of web surfers around the world. The highly creative Animaland website continues to educate an ever increasing number of children about animals.

e - Animal Placement and Behavior Training (\$4,277,784)

The ASPCA's local adoption services continue to make the New York metro area a better place for companion animals, adopting out over 1,900 animals in 2004. Increases in adoptions were due, in large part, to the success of the mobile adoption program and themed adoption events. Animal Placement participated in over 80 adoption events, generating over 265 adoptions.

The ASPCA is a founding member of the Mayor's Alliance for New York City's Animals, and is an active participant in the Maddie's Fund plan to help make New York City "No Kill" for all healthy and treatable cats and dogs. In awarding the Mayor's Alliance a start-up grant of \$5 MM to be allocated over a five-year period starting in 2005, the ASPCA created the financial platform that was necessary to initiate the Maddie's Fund grant for the NYC "No Kill" effort

The ASPCA Behavioral Center continued the difficult but rewarding job of doing everything possible to give every animal that comes through the ASPCA's doors the best chance possible for a permanent and safe adoption

f - Humane Law Enforcement (\$3,131,969)

In 2004, the ASPCA's Humane Law Enforcement (HLE) department continued to be one of the most visible animal enforcement units in the world, through its participation in *Animal Precinct*, one of the most popular shows on cable television. Audiences have grown dramatically, as the show completed its fourth season. *Animal Precinct* highlights the day-to-day experiences of the men and women "behind the badge" and their heroic response to the mistreatment of animals. In 2004, ASPCA Humane Law Enforcement agents made 54 arrests, initiated 4,009 cruelty investigations, seized 147 animals pursuant to cruelty investigations, answered some 48,000 phone inquires, responded to approximately 13,000 e-mails and conducted training seminars which instructed NYPD Police Academy recruits in the investigation of animal cruelty.

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Part III, Statement 1 - Program Service Accomplishments

g - Government Affairs and Public Policy (\$1,602,131)

Much of the ASPCA's ability to bring the perpetrators of animal cruelty to justice depends on the success that the Government Affairs and Legislative Services departments have in their efforts to influence legislators in New York State and around the country to toughen animal cruelty laws.

Public Policy Making:

In 2004, the Government Affairs department hosted three live discussions on *washingtonpost.com* as follows:

1. *Fighting Animal Cruelty in the United States*, guest, Anne Marie Lucas
2. *Deeming Dogs Dangerous by Breed in the United States: Fact or Politics?*, guest, Dr. Stephen Zawistowski and Dr. Pam Reid
3. *Animal Cruelty and the Need for Reform*, guest, Matthew Scully, former speechwriter for President George W. Bush.

The *Washingtonpost.com* is visited by 8.5 million new visitors each month, and each discussion is permanently archived on the *washingtonpost.com* site. The *Washingtonpost.com* is the most definitive on-line resource for members of Congress and state legislators and decision makers to learn about important issues facing the public.

In 2004, the Government Affairs and Public Policy department completed the *ASPCA Compendium of State and Federal Animal Protection Laws*, which will be available on CD Rom early in 2005.

Legislative Initiatives

In 2004, Government Affairs launched letter-writing campaigns on various issues, which generated over 100,000 letters to members of Congress. These efforts included the following issues:

- Protecting Animals Transported by Foreign Carriers
- Preserving the "Dolphin Safe" Tuna Label and Prohibiting Dolphin Deadly Tuna
- Protecting Endangered and Threatened Species from Unlawful Exploitation
- Safe Air Transport for Animals Acts
- The Puppy Protection Act
- The "Captive Wildlife Safety Act"
- Regulation Banning the Use of Sick, Injured and Disabled Cattle for Human Consumption
-

The Legislative Services Division of National Shelter Outreach issued 311 "Advocacy Alerts" in 2004 in support of or in opposition to laws affecting animals. They influenced passage of 48 pieces of legislation protecting animals in 20 states. Some notable successes were an animal fighting felony bill in Iowa, A non-economic damages for animal bill in Connecticut, penalty increase for animal cruelty in New Jersey, stronger animal cruelty laws in Alaska, and passage of ten pieces of animal friendly legislation in Illinois.

Legislative Services presented 33 training seminars and workshops for justice professional across the United States.

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Statement 2: Schedule - Gain on Sale of Publicly Traded Securities - Line 8

Gross Sales Proceeds		3,297,173	
Original Cost	3,194,910		Line 8a
Sales Expenses	<u>92,691</u>		
Total Cost and Sales Expenses		<u>3,287,601</u>	Line 8b
Net Loss		<u><u>9,572</u></u>	Lines 8c & d

Statement 3: Special Fundraising Events - Line 9

<u>Description</u>	<u>Gross Receipts</u>	<u>Direct Expenses</u>	<u>Gross Income</u>
Bergh Ball	685,000	200,347	484,653
Equine Event	178,522	116,797	61,725
Humane Awards Luncheon	85,015	72,017	12,998
Other Events	<u>56,925</u>	<u>5,509</u>	<u>51,416</u>
Totals	1,005,462	394,670	610,792
Less contributions included in Line 1a	<u>(251,450)</u>		<u>(251,450)</u>
	<u><u>754,012</u></u>	<u><u>394,670</u></u>	<u><u>359,342</u></u>
	Gross Revenue to Line 9a	Direct Expenses to Line 9b	Net Income to Line 9c

Statement 4: Other Changes in Net Assets - Line 20

Unrealized gains on investment securities	2,742,324
Net increase in value of trust interests	480,516
Adjustment to minimum accrued pension liability	<u>(673,488)</u>
Total Other Changes in Net Assets	<u><u>2,549,352</u></u>

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Statement 5: Schedule of Cash and Non-Cash Grants - Line 22
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NON-CASH DONATIONS

Humane Education- Special Projects

A grant of \$60,000 from The Kenneth A. Scott Charitable Trust to the ASPCA was given for the development of a Humane Education Science Project Guide in Grades 7-12. Each guide will promote and raise awareness to improve the situation of animals in relation to human society. The total cost of designing, producing, printing and distributing all materials is \$60,000. \$ 60,000

Donation of Resting Benches

In 2004, the ASPCA purchased 117 large granite resting benches from Animal Care & Equipment Services. These benches were donated to the Bergen County Animal Shelter in New Jersey. The total cost of this purchase was \$6,435. 6,435

Donation of Emergency Generators

In 2004, the ASPCA purchased two electrical backup emergency generators for the New York City Animal Care & Control locations in Brooklyn and Staten Island. These generators are intended for maintaining electrical power in event of a emergency or disaster. The total cost associated with this project (design, materials, & installation) was \$163,197. 163,197

Humane Law Enforcement - Partners in Caring Grant

The Partner In Caring Grant Program for the Humane Law Enforcement (HLE) Division was instituted to provide veterinary services to Humane Law Enforcement clients who are investigated and found to be at no fault other than lacking funds for veterinary care. Those clients who have made a good faith effort to seek veterinary assistance, but who lack the funds to do so, are awarded grant payments which are made directly to the providing veterinarian. The total amount spent on this grant was \$14,788. 14,788

Total non-cash donations \$244,420

CASH GRANTS Cash grants were awarded to the following organizations to assist the ASPCA with its mission of alleviating fear, pain, cruelty and suffering in animals through scientific research, development and maintenance of shelters and animal care facilities, and the promotion of measures for developing the general appreciation and practice of humanity to and kind treatment of animals.

<u>Name</u>	<u>Address</u>	<u>Amount</u>
Humane Farm Animal Care	Herndon, VA	\$215,000
University of Illinois-College of Veterinary Medicine	Urbana, IL	30,000
Eastern Veterinary Historical	Collegeville, PA	25,000
John Hopkins University	Baltimore, MD	25,000
Humane Society of Broward County	Fort Lauderdale, FL	20,000
United Pegasus Foundation	Arcadia, CA	20,000
Alley Cat Allies	Washington, DC	17,500
Dutchess Co. SPCA	Hyde Park, NY	17,500
Maine Citizens for Fair Bear Hunting	Falmouth, ME	17,500
Equine Advocates	Rego Park, NY	17,000
Brooklyn Animal Resource Coalition	Brooklyn, NY	16,240
Young-Williams Animal Shelter	Knoxville, TN	16,000
Citizens for Animals Protection	Houston, TX	15,000
County of Los Angeles - Department of Animal Care and Control	Long Beach, CA	15,000

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Statement 5: Schedule of Cash and Non-Cash Grants - Line 22

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<u>Name</u>	<u>Address</u>	<u>Amount</u>
Humane Society of Huron Valley	Ann Arbor, MI	15,000
Humane Society SPCA of Bexar County	San Antonio, TX	15,000
Merrimack River Feline Rescue Society	Salisbury, MA	15,000
PAWS	San Francisco, CA	15,000
Saint Charles County Humane Society	Saint Peters, MO	15,000
The Alternatives Congress Trust Inc.	Gaithersburg, MD	15,000
No More Homeless Pets Inc.	Gainesville, FL	14,900
Equine Protection on North America	Epping, NH	14,500
New York Horse Rescue	Manorville, NY	14,500
Lifesavers Inc.	Lancaster, CA	13,000
Animal People	Clinton, WA	10,000
Animal Shelter Assistance Program	Goleta, CA	10,000
Institute for the Development of Earth Awareness	New York, NY	10,000
Mainline Rescue Inc.	Wayne, PA	10,000
Marin Humane Society	Novato, CA	10,000
Maricopa County Animal Control Services	Phoenix, AZ	10,000
National Council on Pet Population Study and Policy	Coleraine, MN	10,000
Neighborhood Cats, Inc.	New York, NY	10,000
Santa Barbara Co. Animal Services	Santa Barbara, CA	10,000
Summit for the Animals	Peachtree, GA	10,000
Tait Every Animal Matters	Westbrook, CT	10,000
University of Pennsylvania	Philadelphia, PA	10,000
United Animal Nations	Sacramento, CA	10,000
The Responsible Animal Care Society	Westbank, BC Canada	9,500
The Federation of Animal Care & Control Agencies	Vancouver, WA	8,500
Northern Ocean County Animal Facility	Jackson, NJ	8,392
Stafford Township Animal Control	Manahawkin, NJ	8,392
Friends of Animal Care	Plantation, FL	7,000
City Critters Inc.	New York, NY	6,000
Wildhorses in Need	Solvang, CA	6,000
The Dog and Cat Shelter	Sheridan, WY	5,300
American Humane	Denver, CO	5,000
Animal Adoption Network, Inc.	Fairfield, CT	5,000
Animal Care Conference	San Clemente, CA	5,000
Animal Friends	Pittsburgh, PA	5,000
Animal Rescue League of Iowa, Inc.	Des Moines, IA	5,000
Animal Rescue League Western Pennsylvania	Pittsburgh, PA	5,000
Cat Fancier's Association Inc.	Manasquan, NJ	5,000
Days End Farm Horse Rescue	Lisbon, MD	5,000
Denver for Cruelty Free Circuses	Denver, CO	5,000
Dubuque Humane Society	Dubuque, IA	5,000
Glen Cove Animal Lovers League	Glen Cove, NY	5,000
Greater West Metro Humane Society	Minneapolis, MN	5,000
Humane Alliance	Asheville, NC	5,000
Humane Society of Sumner County	Hendersonville, TN	5,000
Humane Society of Tampa Bay	Tampa, FL	5,000
Lewis Clark Animal Shelter	Lewiston, ID	5,000
New York City Animal Care and Control	New York, NY	5,000
New York Women in Communications, Inc.	New York, NY	5,000
Pintler Pets	Anaconda, MT	5,000
Rescue	Phoenix, AZ	5,000
Safe Horizon	New York, NY	5,000
Shelter Outreach Services	Ithaca, NY	5,000
Sheltering Tree Animal Rescue Society	Lawton, OK	5,000
Society of Animal Welfare Administrators	Denver, CO	5,000
St. Hubert's Animal Welfare Center	Madison, NJ	5,000

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Statement 5: Schedule of Cash and Non-Cash Grants - Line 22

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<u>Name</u>	<u>Address</u>	<u>Amount</u>
Tribe of Heart	Ithaca, NY	5,000
Western Pennsylvania Humane Society	Pittsburgh, PA	5,000
Greyhound Pets of America - Central Florida Chapter	Melbourne, FL	4,500
Certification Council for Pet Dog Trainers	Norwalk, CT	4,300
Humane Society of Morrow County	Mount Gilead, OH	4,000
Mayor's Alliance for NYC Animals	New York, NY	4,000
Mississippi Animal Care & Protection Association	Jackson, MS	4,000
New England Federation of Humane Societies	West Kennebunk, ME	4,000
Strays & Others Inc.	New Canaan, CT	3,500
Illinois Animal Welfare Federation	Peoria, IL	3,075
Minnesota Conference	St Paul, MN	3,010
Animal Welfare Federation of New Jersey	Wayne, NJ	3,000
Association of Shelter Veterinarians	Jamaica Plain, MA	3,000
Auburn University Foundation Scott Ritchey Research Center	Auburn University, AL	3,000
Best Friends Animal Sanctuary	Kanab, UT	3,000
Bobby & The Strays	Ozone Park, NY	3,000
Bond County Humane Society	Greenville, IL	3,000
For the Love of Horses	Spartansburg, PA	3,000
H.O.R.S.E. of Connecticut	Washington, CT	3,000
Homeward Bound Pet Shelter	Decatur, IL	3,000
New York State Humane Association	Kingston, NY	3,000
North Country Animal League	Morrisville, VT	3,000
Pet Savers Foundation	Port Washington, NY	3,000
Quixote Humane Society	Peralta, NM	3,000
SPAY USA	Stratford, CT	3,000
Urban Cat League	New York, NY	3,000
Virginia Animal Control Association	Fredericksburg, VA	3,000
Animal Welfare League Charlotte County Florida	Port Charlotte, FL	2,500
Another Chance for Horses	Bernville, PA	2,500
Bloomington Animal Care and Control	Bloomington, IN	2,500
Burleson Animal Services	Burleson, TX	2,500
Desoto County Board of County	Arcadia, FL	2,500
Equine Rescue Resource Inc.	Pine Bush, NY	2,500
Glenn Highland Farm Inc.	Morris, NY	2,500
Going Home Greyhounds Inc.	Wexford, PA	2,500
Greyhound Adoptions of Ohio	Chagrin Falls, OH	2,500
Greyhound Pets of America Tampa Bay	Maderia Beach, FL	2,500
Hart Animal Shelter	Brainerd, MN	2,500
Humane Society of Decatur & Macon County	Decatur, IL	2,500
Humane Society of Pinellas	Pinellas Park, FL	2,500
Humane Society of Polk County	Winter Haven, FL	2,500
Last Chance of Corral	Athens, OH	2,500
Oklahoma Humane Federation	Oklahoma City, OK	2,500
Perry County Humane Society	Linden, TN	2,500
S.A.F.E. Haven for Cats	Raleigh, NC	2,500
Spartanburg Humane Society	Spartanburg, SC	2,500
Stephens County Humane Society	Duncan, OK	2,500
Suncoast Humane Society	Englewood, FL	2,500
University of Missouri	Colombia, MO	2,475
Animal Medical Center	New York, NY	2,400
Humane Association of Wilcon County	Lebanon, TN	2,400
Humane Society of Williamette Valley	Salem, OR	2,380
Paws All Around	Bronx, NY	2,152
Adirondack Humane Society	Plattsburgh, NY	2,000
Animal Care Expo	Williston, ND	2,000
Animal Haven	Flushing, NY	2,000

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<u>Name</u>	<u>Address</u>	<u>Amount</u>
Asociacion Pro Albergue Y Proteccion De Animales, Inc.	Mayaguez, PR	2,000
Caring for Creatures	Palmyra, VA	2,000
Caroline County Humane Society	Ridgely, MD	2,000
Colorado Federation of Animal Welfare Agencies	Denver, CO	2,000
Feline Friends Inc	Boca Raton, FL	2,000
Fulton County Animal Services Southern Hope Humane Society	Atlanta, GA	2,000
Greenbriar County Humane Society	Lewisburg, WV	2,000
Greyhound Gang	Kanab, UT	2,000
Greyhound Pets of America/Greater Orlando	Casselberry, FL	2,000
Greyhound Rescue League of Texas, Inc.	Addison, TX	2,000
Homeless Animal Rescue Team	Cumberland Center, ME	2,000
Humane Society of Knox County	Thomaston, ME	2,000
Huntington-Cabell-Wayne Shelter	Huntington, WV	2,000
Massachusetts Animal Coalition	West Borough, MA	2,000
Montana Animal Care Association	Helena, MT	2,000
North Carolina Animal Rabies Control Association	Washington, NC	2,000
Oklahoma City Animal Welfare Division	Oklahoma City, OK	2,000
Puerto Rico Animal Welfare Society	Aguadilla, PR	2,000
Second Chance for Animals Inc.	Somerset, NJ	2,000
St. Tammany Parrish Department of Animal Control	Covington, LA	2,000
Friends of Animals	Hartford, CT	1,750
APHE-Association of Professional Humane Educators	Alameda, CA	1,500
New Mexico Animal Control Association	Santa Fe, NM	1,500
Pasadena Humane Society	Pasadena, CA	1,500
Sitka Police Department	Sitka, AK	1,500
Texas Animal Control Association	Lufkin, TX	1,500
New York City Bar Association Animal Law Conference	New York, NY	1,500
Greyhound Friends of North Carolina, Inc.	Greensboro, NC	1,389
Fort Worth Animal Services	Fort Worth, TX	1,350
Sebastian County Humane Society	Fort Smith, AR	1,300
Humane Society of the US	Gaithersburg, MD	1,200
SPCA of Kenai Peninsula	Sterling, AK	1,200
Arizona State Humane Conference	Phoenix, AZ	1,100
Greyhound Pets of America	Springfield, MO	1,011
Alabama Animal Control Association	Decatur, AL	1,000
Alaska Animal Control Association	Valdez, AK	1,000
Animal Control Association of Tennessee	Knoxville, TN	1,000
Arkansas State Animal Control Association	Nashville, AR	1,000
Austin Humane Society	Austin, TX	1,000
Calhoun County Humane Society	Anniston, AL	1,000
Canadian Association of Professional Pet Dog Trainers	Lantzville, BC Canada	1,000
Canine Companions for Independence	Farmingdale, NY	1,000
Chesapeake Safe Harbor	Bremen, ME	1,000
Federated Humane Societies of Pennsylvania	Williamsport, PA	1,000
Feline Rescue of Staten Island	Staten Island, NY	1,000
First Coast No More Homeless Pets, Inc.	Jacksonville, FL	1,000
Florida Animal Control Association	Tampa, FL	1,000
Francis' Friends	Woodside, NY	1,000
Friends of the High New York	New York, NY	1,000
Georgia Animal Control Association	Conyers, GA	1,000
Humane Society of Louisiana	New Orleans, LA	1,000
Humane Society of Westmoreland County	Greensburg, PA	1,000
Interdisciplinary Forum for Applied Animal Behavior	Westwood, KS	1,000
Liberty Humane Society	Jersey City, NJ	1,000

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Statement 5: Schedule of Cash and Non-Cash Grants - Line 22

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<u>Name</u>	<u>Address</u>	<u>Amount</u>
Louis Animal Foundation Inc.	Mountain Home, AR	1,000
Louisiana Animal Control Association	Baton Rouge, LA	1,000
Maine Federation of Humane Societies- Bangor Humane Society	Bangor, ME	1,000
Michigan Purebred Dog Rescue Alliance	Dexter, MI	1,000
Mid Atlantic Great Dane Rescue	Boonton, NJ	1,000
Monroe County Humane Association	Bloomington, IN	1,000
Nashville Humane Association	Nashville, TN	1,000
NYC Siamese	New York, NY	1,000
Operation Spot	Saint Clair, MO	1,000
Richmond SPCA	Richmond, VA	1,000
Save-A-Gato	San Juan, PR	1,000
South Carolina Animal Care and Control Association	Colombia, SC	1,000
South Dakota Animal Control Association	Sturgis, SD	1,000
Southeastern Animal Control Association	Evans, GA	1,000
SPCA of Luzerne County	Wilkes Barre, PA	1,000
SPCA Serving Erie County	Tonawanda, NY	1,000
Spokane County Animal Control	Spokane, WA	1,000
Susan Brandt Rational Animal- Media for Care	New York, NY	1,000
VA Paws	Pilot, VA	1,000
Vieques Humane Society	Vieques, PR	1,000
Wise County Animal Control	Decatur, TX	1,000
Animal Sciences Educational Stipends (26 Individuals)		16,750
Misc. Grants under \$1,000 each		25,196
	Total cash grants	<u>\$1,232,661</u>
	Total cash and non-cash grants	<u>\$1,477,081</u>

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**Statement 6: Schedule of Land, Building, Equipment and Accumulated
Depreciation (Line 57), and Depreciation Expense (Line 42)**

<u>Description</u>	<u>Cost</u>	<u>Depreciation Expense</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
Land	5,850,500			5,850,500
Building	14,761,877	337,658	4,207,470	10,554,407
Fixtures	2,607,683	140,511	609,022	1,998,661
Furniture & Equipment	3,769,497	565,968	3,044,712	724,785
Automobiles	851,065	95,613	514,902	336,163
Sub-Totals	<u>27,840,622</u>	<u>1,139,750</u>	<u>8,376,106</u>	<u>19,464,516</u>
Included in rental expenses (Line 6b)		(72,777)		
Depreciation (Line 42)		<u>1,066,973</u>		

Statement 7: Schedule of Investments in Securities - Line 54

<u>Description</u>	<u>Market Value at December 31</u>	
	<u>2004</u>	<u>2003</u>
Equity Investments	8,861,127	8,444,711
U. S. Gov't & Corporate Bonds	731,206	1,018,032
Certificates of Deposit	1,460,337	0
Mutual Bond Funds	4,761,924	4,124,531
Mutual Stock Funds	21,560,502	16,516,880
Private Equity & Hedge Funds	1,809,149	639,149
Total	<u>39,184,245</u>	<u>30,743,303</u>

American Society for the Prevention of Cruelty to Animals
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2004 Form 990 - Return of Organization Exempt From Income Tax - Part V
Statement 8: Members of Board of Directors

<u>Name and Address</u>	<u>Title & Time Devoted</u>	<u>Total 2003 Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Acct and other Allowances</u>
Hoyle C. Jones	Chairman	None	None	None
James W. Gerard	Treasurer	None	None	None
Linda Lloyd Lambert	Vice Chairman	None	None	None
William Secord	Secretary	None	None	None
Penelope Ayers	Director	None	None	None
Alexandra G. Bishop	Director	None	None	None
J. Elizabeth Bradham	Director	None	None	None
Reenie Brown	Director	None	None	None
Wendy H. Carhart	Director	None	None	None
Patricia J. Crawford	Director	None	None	None
Jonathan D. Farkas	Director	None	None	None
Franklin Maisano	Director	None	None	None
William Morrison Matthews	Director	None	None	None
Sean McCarthy	Director *	None	None	None
Gurdon H. Metz	Director	None	None	None
Michael F.X. Murdoch	Director	None	None	None
James L. Nederlander	Director	None	None	None
Marsha Reines Perelman	Director	None	None	None
George Stuart Perry	Director	None	None	None
Helen S.C. Pilkington	Director	None	None	None
Gail Sanger	Director *	None	None	None
Richard Silverman	Director	None	None	None
Sally Spooner	Director *	None	None	None
Richard C. Thompson	Director	None	None	None
Cathy Wallach	Director	None	None	None
John M. B. O'Connor	Director **	None	None	None

The above unpaid directors provided guidance to the Society in various ways to the extent necessary.

*Their address is: 424 East 92nd Street
New York, NY 10126*

** New in 2004/2005*

*** Resigned in 2004*

Statement 9 : 2004 FORM 990 - Part VIII

Relationship of Activities to the Accomplishment of Exempt Purposes

The program fees reported in Column (E), Part VII, Page 6 of Form 990 contribute importantly to the accomplishment of the ASPCA's exempt purpose in fulfilling its mission to prevent cruelty and alleviate fear, pain, and suffering in animals as follows:

Part VII

Line No.

- 93a Our animal hospital and mobile clinics provide veterinary care for sick, injured and abused animals and perform spay and neuter operations in underserved areas in New York City to prevent pet overpopulation which leads to animal suffering.
- 93b The ASPCA Animal Poison Control Center is a 24 hour, 365 day a year emergency telephone hotline continuously staffed by veterinarians trained in animal toxicology to alleviate suffering and save animals lives. The fees charged partially cover a substantial technological investment in this program.
- 93c Fees charged for our animal placement program cover a small portion of the costs of housing, feeding, medical care and humane supervision of companion animals until they are adopted into good homes.
- 93d Fees cover a portion of the costs of hundreds of companion animal behavior training classes in support of responsible pet ownership, and specialized behavior therapy for troubled animals to make them more adoptable .
- 93e Fees for educational materials cover a small part of the cost of developing and producing a wide variety of humane educational materials for use by educators, animal shelters, children and parents.

American Society for the Prevention of Cruelty to Animals
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Statement 10: List of States Receiving Form 990 - Line 90

Alabama	Indiana	New Hampshire	Rhode Island
Alaska	Kansas	New Jersey	South Carolina
Arizona	Kentucky	New Mexico	Tennessee
Arkansas	Louisiana	New York	Utah
California	Maine	North Carolina	Virginia
Colorado	Maryland	North Dakota	Washington
Connecticut	Massachusetts	Ohio	West Virginia
Florida	Michigan	Oklahoma	Wisconsin
Georgia	Minnesota	Oregon	
Illinois	Mississippi	Pennsylvania	

Line 65 (990) - Other liabilities

		Beginning	End
1	Gift Annuity Obligations	1,627,975	2,066,492
2	Pension obligations	3,953,302	2,463,290
3			
4			
5			
6			
7			
8			
9			
10			
11	Total other liabilities	5,581,277	4,529,782

BY-LAWS
OF
THE AMERICAN SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS (1)*

ARTICLE I

Origins and Purposes

1. The American Society for the Prevention of Cruelty to Animals ("ASPCA"), the first humane society in America, was incorporated in 1866 by a special Act of the New York State Legislature. The ASPCA's purpose, as stated by its founder, Henry Bergh, is "to provide effective means for the prevention of cruelty to animals throughout the United States. We further endeavor, throughout the United States, to alleviate the pain, fear and suffering of animals whatever the cause.

2. The ASPCA accomplishes these purposes through a professional and volunteer staff by providing a broad range of programs to alleviate the immediate effects of injury and mistreatment of animals, and by working to prevent additional cruelties in the future. Hospitals, clinics and animal shelters provide direct and immediate care to animals. Adoption and foster care programs provide new homes for companion animals. Throughout New York State humane law enforcement agents investigate and apprehend individuals suspected of animal mistreatment. Educational and legislative activities provide opportunities to ensure that all animals regardless of species will continue to receive appropriate care and treatment in the future.

ARTICLE II

Members

1. The ASPCA shall have two categories of members: Executive Members and Members.

(a) Executive Members shall consist of (1) those persons who are serving as members of the Board of Directors and (2) those persons who have previously served as Chairman of the Board and who are not serving as members of the Board. Only Executive Members shall have full voting rights. Executive Members shall make such annual contributions or pay such annual dues as may be established from time to time by the Board, and in so doing shall also be Members. (8)

The Notes and footnote numbers referring to them do not form any part of the By-Laws. They are entirely supplied by the ASPCA General Counsel as Editor.

(b) Members shall consist of one or more categories such as life, patron, supporting, junior and/or such other categories or designations as may be established from time to time by the Board. Members shall make such annual contributions or pay such annual or life dues as may be established from time to time by the Board.

2. For the purpose of determining executive members entitled to vote at any meeting or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive a distribution or the allotment of any rights, or for the purpose of any other action by the members, the board of directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than fifty nor less than ten days before the date of such meeting.

ARTICLE III

Board of Directors

1. The ASPCA shall be managed by its Board of Directors.

2. The Board of Directors shall be composed of not less than twelve nor more than twenty-eight members. The Directors shall have the power to increase or decrease, their own number within the limits above specified by resolution adopted by a majority of the entire Board. Until any such action by the Board, the number of Directors constituting the whole Board shall be twenty-one.

3. For the purpose of staggering their terms of office, the Directors shall be divided into three classes as nearly equal in number as may be possible and the term of office of the several classes shall expire in successive years.

4. Directors shall be elected for three year terms, or for such shorter terms as are designated by the Board in order to maintain the near equality of class size, and shall hold office until the expiration of the term for which elected and until the election and qualification of a successor. No decrease in the number of Directors shall shorten the term of any incumbent Director. (7)

5. Vacancies on the Board resulting from an increase in the number of or resulting from death, resignation, removal or incapacity may be filled upon nomination -by the Nominating Committee and by vote of a majority of the Directors then in office. Any Director so elected shall hold office until the next Annual Meeting of Executive Members and until the election of a successor. (3)

6. Any Director absent from three consecutive Board meetings may, unless excused by the Board, be removed by vote of a simple majority of those present, a quorum being present, and such removal shall be placed on the Agenda of the fourth consecutive meeting.

7. Any Director may be removed for other cause by the vote of a majority of the entire Board.

8. Directors shall serve as such without compensation.

9. The Board may from time to time designate from among former Directors and other persons interested in the ASPCA's activities one or more Honorary or Emeritus Directors, who may be invited to attend meetings of the Board and who shall be available to the ASPCA for consultation and advice. Former Chairmen are invited to attend all meetings of the Board and may participate in Board deliberations; but, like Honorary and Emeritus Directors, shall not have voting rights or other privileges, duties, obligations or responsibilities of duly elected Directors.

ARTICLE IV

Nominating Committee

1. Nominations for members of the Board of Directors shall be made by a Nominating Committee to be composed of five (5) members chosen by the Board of Directors. Persons elected to the Nominating Committee are required to be members of the ASPCA.

2. One (1) member of the Nominating Committee shall be elected by the Board of Directors at each Annual Meeting of the Board of Directors, to serve for a two year term, which may not be extended nor may the member be re-elected for additional successive terms. For the purpose of staggering their term of office, said members of the Nominating Committee shall be divided into two (2) classes, are not required to be members of the Board of Directors, and said term of office shall expire in successive years at each Annual Meeting of the Board of Directors of the ASPCA.

3. Three (3) members of the Nominating Committee shall be members of the Board of Directors elected by the Board of Directors at its Annual Meeting to serve for a term of three years, and may serve for up to three consecutive terms. For the purpose of staggering their terms of office, said members of the Nominating Committee shall be divided into three (3) classes and the term of office shall expire in successive years at each Annual Meeting of the Board of Directors of the ASPCA.

4. The Nominating Committee shall elect a Chairman of said committee. To qualify for the position of the Chairman of the Nominating Committee, the applicant must serve as a Member of the Nominating Committee for a three (3) year term.

5. Each member of the Nominating Committee may vote by proxy on candidates for nominations to the Board of Directors. In the event of a deadlock in the Nominating Committee with respect to the selection of a candidate for nomination to the Board of Directors, this deadlock shall be decided by a majority vote of the Board of Directors.

6. The Nominating Committee shall also report by no later than the regularly scheduled meeting of the Board of Directors that is held in the month prior to the Annual Meeting of Members, the nominations which it intends to submit to the next Annual Meeting of the Board for all officers and for members of the Nominating Committee to succeed any member of the Nominating Committee whose term expires at the next Annual Meeting of the Board.

7. At the regularly scheduled annual meeting of the Executive Members, the Nominating Committee shall submit to the Executive Members its nominations for candidates to fill any vacancies on the Board of Directors. The number of candidates so nominated may exceed the number of vacancies; provided, that the number of candidates nominated shall not exceed the maximum number of members of the Board of Directors then permitted by Article 3, section 2 of these by-laws. Following the Nominating Committee's submission of its nominations for candidates to fill vacancies on the Board of Directors, the Executive Members shall proceed to vote on the election of such nominated candidates as provided in these by-laws.

8. Prior to the date of the Annual Meeting of the Executive Members, the Nominating Committee shall inform the Executive Committee of the Board of Directors of its proposed nominees for election to the Board of Directors. The Executive Committee of the Board of Directors shall not have approval or voting rights with respect to the Nominating Committee's choices, but the Nominating Committee shall consider in good faith the Executive Committee's comments and suggestions concerning any Board of Director nominees.

9. Any member of the ASPCA shall have the right to suggest for consideration by the Nominating Committee other members to serve on the Nominating Committee or candidates for nomination to the Board of Directors and all members are encouraged to do so. The names and biographical information of any proposed nominees must be provided in writing to the Nominating Committee no later than January 31 of each year so that the Nominating Committee may have sufficient opportunity to review and consider the candidates' qualifications for the next Annual Meeting and all such proposed nominees shall be considered by the Nominating Committee.

10. Vacancies occurring on the Nominating Committee may be filled for the unexpired balance of the term by the Board of Directors as soon as practical after the vacancy occurs. Vacancies occurring by reason of expansion of the size of the Nominating Committee shall, to the extent practical, be filled for terms of less than three years so as to maintain the equality of class size.

ARTICLE V

Executive Committee and Other Committees and Boards

1. The Board of Directors by resolution adopted by a majority of the entire Board may designate from among its members an Executive Committee consisting of three or more Directors. The Executive Committee shall have the authority of the Board, except that it shall not have authority as to the following matters: (a) the filling of vacancies on the Board or on the Nominating or Executive Committees; (b) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (c) the adoption of the annual operating budget for the ASPCA; (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (e) submitting to members any action requiring members' approval; and (f) any other matters prohibited to Executive Committees by law. The Board may designate one or more Directors as alternate members of the Executive Committee, who may replace any absent members at any meeting of such Committee.

2. The Board of Directors may by resolution create The ASPCA National Advisory Board to be composed of members of the ASPCA found to be of good character and having

special merit and expertise. If said Advisory Board is created, the Board of Directors may determine the number of mem2rs, choose the members from among persons nominated by the Chairman for three-year terms, except that persons selected to fill vacancies shall serve the unexpired balance of the terms to which they are selected, generally provide by resolution for its operation and dissolve it at any time. Said Advisory Board may divide its membership into regional advisory boards not fewer than eleven in number, and shall meet at least once per year in person or by proxy and advise the officers, Board of Directors and staff on issues they deem appropriate or on which their advice is requested, but they shall not issue public statements for the ASPCA or Advisory Board without the approval of the Chairman, the President or the Board of Directors.

3. The Board of Directors may create such other committees as it may deem desirable. The members of such committees shall be appointed by the Chairman with the consent of the Board. Committees shall be limited to the powers specifically delegated to them by the Board and in no case shall have the power of the Executive Committee.

ARTICLE VI

Officers

1. At its Annual Meeting, the Board of Directors shall elect from its number a Chairman, one or more Vice Chairmen, a Secretary and a Treasurer. From time to time the Board may designate such other officers and assistants, none of whom need be members of the Board, as it may determine. From time to time the Board may also designate a Vice Chairman as First Vice Chairman and designate Vice Chairmen for particular areas of operation, but no such designation shall limit the scope of their positions. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

2. Each officer shall hold office for the term of one year and until the election and qualification of a successor.

3. The Chairman shall preside at all meetings of the Members, of the Executive Members and of the Board and shall be the Chief Executive Officer of the ASPCA. The other officers shall each have such powers as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred by the Board of Directors. The Chairman may designate the Society's General Counsel as its Parliamentarian.

4. The ASPCA shall employ a President who may also be its chief administrative and operations officer. The President shall be appointed by and shall serve at the pleasure of and at the compensation fixed by the Chairman with the advice and consent of the Board of Directors. He may attend meetings of the Board and of all committees except the Nominating Committee, except when specifically excused. He shall perform such other additional duties as may be requested of him by the Chairman of the Board or the Board. The ASPCA shall have such other paid executives and staff as may from time to time be appointed by the President consistent with annual budgets approved by the Board.

5. The Chairman and Treasurer shall on behalf of the Board of Directors present to the Annual Meeting of the members of the ASPCA a report certified by an independent firm of

certified public accountants selected by the Board showing in appropriate detail the following: (a) the assets and liabilities, including trust funds, of the ASPCA as of the end of the immediately preceding fiscal year; (b) the principal changes in assets and liabilities, including trust funds, during said fiscal year; (c) the revenue or receipts of the ASPCA, both unrestricted and restricted, during said fiscal year; (d) the expenses or disbursements of the ASPCA, for both general and restricted purposes, during said fiscal year; and (e) the number of members of the ASPCA as of the date of the report together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found. Such annual report of the Board of Directors shall be filed with the records of the ASPCA and either a copy or an abstract thereof entered into the minutes of the said annual meetings.

6. Any officer may be removed by a two-thirds majority of the entire Board with or without cause.

ARTICLE VI

Meetings

1. The Annual Meeting of the Members for the transaction of such business as may properly come before the meeting shall be held between the first day of April and the thirty-first day of October at such time and place as may be determined by the Board of Directors, or in the absence of such determination by the Board, by the Chairman, (4)

2. The Annual Meeting of the Members shall be held on notice given to each Executive Member and Member by either (a) first class mail, in which case it shall be given not less than ten nor more than fifty days before the date of the meeting, or (b) any other class of mail, in which case it shall be given not less than thirty nor more than sixty days before the date of the meeting. The Board may fix, in advance, a date as the record date for the purpose of determining the Executive Members and Members entitled to receive notice of the Annual Meeting. Such record date shall not be more than fifty nor less than ten days before the date of the meeting.

3. At the Annual Meeting of the Members of the ASPCA, one hundred members over the age of eighteen who contribute or pay dues annually amounting to not less than \$20.00 or who are life members or one-tenth of the total number of such members, whichever is less, present in person or by proxy, shall be a quorum for the transaction of business, but a lesser number may adjourn to a certain day.

4. The Annual Meeting of the Executive Members of the ASPCA for the election of members of the Board of Directors and for such other business that may properly come before the meeting shall be held during the first week of April. Notice of the Annual Meeting of the Executive Members shall be given to the Executive Members not less than ten nor more than fifty days before such meeting. Special meetings of the Executive Members may be called by the Secretary at the request of the Chairman, or in the absence of the Chairman at the request of a Vice Chairman, stating the object of such meeting, and also shall be so called when requested in writing by ten percent of the Executive Members. At all meetings of the Executive Members, a majority thereof present in person or by proxy shall be a quorum for the transaction of business, but a lesser number may adjourn to a certain day.

5. The Annual Meeting of the Board of Directors for the election of officers and to choose members of the Nominating Committee and for such other business as may properly come before the meeting shall be held following the Annual Meeting of Executive Members. No notice need be given of such meeting. Other meetings of the Board of Directors shall be held on written notice to each Director mailed (first class, postage prepaid) not less than three nor more than thirty days before the date of the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board, unless so required by the By-Laws or by statute.

6. At such times as the total number of Directors fixed by the By-Laws or by resolution is fifteen or less, the quorum for the transaction of business at meetings of the Board of Directors shall be at least one-third of the entire number of Directors. At such times as the total number of Directors fixed by the By-Laws or by resolution is more than fifteen, the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. At meetings of the Nominating Committee and Executive Committee a quorum shall be one half. At all other committee meetings a quorum shall be one third. No Director may attend or vote by proxy at a meeting of the Board or of a committee.

7. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. Except as otherwise provided in the By-Laws or by statute, the act of a majority of those present at a meeting in person or by proxy and eligible to vote, if a quorum is present, shall constitute the act of the meeting.

9. One or more Executive Members or members of the Board or any Committee thereof may participate in a meeting of such body by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

10. Subject to applicable law, the certificate of incorporation, these By-Laws and any rules of order of the Society, the parliamentary authority at all meetings shall be Robert's Rules of Order, latest edition approved by The Robert's Rules Association.

ARTICLE VIII

Special Agents

1. Special Agents of the ASPCA shall be appointed from time to time by the Chairman and may be removed by the Chairman at will. The foregoing shall not be construed to limit the authority of the President to set standards of conduct and work rules of the agents and to discipline them. Special Agents shall, in performing their duties as New York State Peace Officers, enforce and be subject to and governed by the existing laws of the State of New York, all other applicable laws and by such rules as may be prescribed and issued by the ASPCA.

2. The appointment of every Special Agent shall be in writing signed by the Chairman or the President under the seal of the ASPCA. No member of the Board shall be a Special Agent.
(5)

3. Special Agents shall receive such salary or pecuniary compensation for their services as such as may from time to time be approved by the Board of Directors or as may be provided for in annual budgets approved by the Board of Directors.

4. Only Special Agents may, upon being designated according to law as Special Agents of the ASPCA and specifically assigned to the task of humane law enforcement, make lawful arrests, issue summonses, appearance tickets or similar instruments, seek and obtain warrants, execute warrants and prefer complaints before any court, tribunal or magistrate having jurisdiction, for the violation of any law relating to or affecting the prevention of cruelty to animals and may aid in presenting the law and facts to such court, tribunal or magistrate in any proceeding therein.

5. No Special Agent is authorized to incur any debt or pecuniary liability on the part of the ASPCA by his acts or omissions nor shall any, acts or omissions on his part contrary to or in excess of or unauthorized by law of the State of New York be deemed as within the scope of his authority as such Special Agent, or as authorized, sanctioned or ratified by the ASPCA.

ARTICLE IX

Badges

All badges of the ASPCA shall be in such form as the Board of Directors may from time to time designate. All badges of the ASPCA are to be its property, and are to be worn only by the Special Agents and such other employees as are specifically designated by the Chairman, President or Board of Directors, and during their or its pleasure and under such rules as shall be prescribed.

ARTICLE X

Seal

The seal of the ASPCA shall be circular in form and shall have inscribed thereon the name of the ASPCA and the year and state of its organization.

ARTICLE X

Fiscal Year

The fiscal year of the ASPCA shall commence on the first day of January of each year.

ARTICLE XII

Indemnification

The ASPCA shall indemnify members of the Board of Directors and officers of the ASPCA to the full extent permitted under Sections 721 through 727 of the New York Not-For-Profit

Corporation Law or the corresponding provisions of any succeeding law.

ARTICLE XIII

Amendments

The By-Laws of the ASPCA may be adopted, amended and repealed only by the Board of Directors or by the Executive Members of the ASPCA. No alteration shall be made in any of the By-Laws of the ASPCA by the Board of Directors or by the Executive Members unless such alteration shall be proposed in writing at a meeting of the Board or Executive Members, as the case may be, and entered at length on the minutes of such meeting and then approved of by such body at a subsequent meeting thereof. Prior to the second meeting a copy of the proposed alteration shall be sent with the notice of the meeting of the Board or Executive Members, as the case may be.

NOTES

- (1) These By-Laws were adopted on November 17, 1993.
- (2) Article III, section 4. was amended by signed instrument in lieu of Board meeting as of September 26, 1994.
- (3) Article III, section 5. was amended by signed instrument in lieu of Board meeting as of September 26, 1994.
- (4) Article VII, section 1. was amended on April 12, 1994.
- (5) Article VIII, section 2. was amended on May 25, 1994.
- (6) Article II, section 2. was added, Article III, section 4. was amended, Article IV, sections 1., 2., 3., 4., 5., 6. and 7. were amended, Article VI, section 4. was amended, Article VII, sections 1. and 4. were amended on January 24, 1996.
- (7) Article III, section 4. was amended on April 3, 1996.
- (8) Article II, section 1(a) was amended on November 19, 1997.
- (9) Article IV was amended on June 19, 2002.

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 ▶
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print	Name of Exempt Organization AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS	Employer identification number 13-1623829
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions 424 EAST 92ND STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, N.Y. 10128-6804	

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

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

• The books are in the care of ▶ THE ORGANIZATION, 424 EAST 92ND STREET, NY, NY 10128

Telephone No. ▶ (212) 876-7700 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 AUGUST 15, 2005 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2004 or
- ▶ tax year beginning _____, 20__, and ending _____, 20__.

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.