

AMENDED

IRS COPY

Form 990

Return of Organization Exempt From Income Tax

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

CMB No. 1545-0047

2003

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2003 calendar year, or tax year beginning September 1, 2003, and ending August 31, 2004

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization: National Home Office. D Employer identification number: 13-1788491. E Telephone number: (800) 227-2345. F Accounting method: Accrual.

H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? H(b) If "Yes," enter number of affiliates. H(c) Are all affiliates included? H(d) Is this a separate return filed by an organization covered by a group ruling?

G Website: Visit www.cancer.org for cancer info

J Organization type (check only one): 501(c)(3)

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12: 702,979,210

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

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

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue including government fees and contracts; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6a Gross rents; 6b Less: rental expenses; 6c Net rental income or (loss); 7 Other investment income; 8a Gross amount from sales of assets other than inventory; 8b Less: cost or other basis and sales expenses; 8c Gain or (loss); 8d Net gain or (loss); 9a Gross revenue (not including \$ of contributions reported on line 1a); 9b Less: direct expenses other than fundraising expenses; 9c Net income or (loss) from special events; 10a Gross sales of inventory, less returns and allowances; 10b Less: cost of goods sold; 10c Gross profit or (loss) from sales of inventory; 11 Other revenue (from Part VII, line 103); 12 Total revenue; 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets or fund balances; 21 Net assets or fund balances at end of year.

For Paperwork Reduction Act Notice, see the separate instructions.

MGA

Form 990 (2003)

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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 5b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ <u>116,623,193</u> noncash \$ <u>0</u>)	Statement 8 116,623,193	116,623,193		
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.				
26	Other salaries and wages	57,507,141	35,035,065	15,184,567	7,287,509
27	Pension plan contributions	9,656,261	5,804,743	2,644,096	1,207,422
28	Other employee benefits	2,562,594	1,540,472	701,694	320,428
29	Payroll taxes	4,186,098	2,526,360	1,134,240	525,498
30	Professional fundraising fees	0	0	0	0
31	Accounting fees and professional fees	42,899,750	19,740,576	8,202,283	14,956,891
32	Legal fees	556,000	255,847	106,305	193,848
33	Supplies	1,060,183	616,867	320,250	123,066
34	Telephone	6,735,028	4,425,952	1,118,294	1,190,782
35	Postage and shipping	6,581,516	2,891,951	454,327	3,235,238
36	Occupancy	4,514,137	3,962,207	147,387	404,543
37	Equipment rental and maintenance	2,845,672	1,704,578	787,437	353,657
38	Printing and publications	16,659,995	11,056,347	1,734,341	3,869,307
39	Travel	7,860,483	4,959,176	1,242,115	1,659,192
40	Conferences, conventions, and meetings	4,062,675	2,283,172	597,370	1,182,133
41	Interest	245,434	151	345,253	30
42	Depreciation, depletion, etc. Statement 9	10,653,427	9,462,920	224,159	966,348
43	Other expenses not covered above (itemize): a Misc.	1,306,410	582,217	226,120	498,073
	b				
	c				
	d				
	e				
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15.	296,615,997	223,471,794	35,170,238	37,973,965

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 \$ 18,181,000, (ii) the amount allocated to Program services \$ 3,456,000;
 (iii) the amount allocated to Management and general \$ 417,000; and (iv) the amount allocated to Fundraising \$ 14,308,000

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"/> See Statement 10	Program Service Expenses (Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts but optional for others.)
a RESEARCH-FINANCIAL SUPPORT PROVIDED TO ACADEMIC INSTITUTIONS AND SCIENTISTS TO SEEK NEW KNOWLEDGE ABOUT THE CAUSES, PREVENTION, AND CURE OF CANCER AND TO CONDUCT EPIDEMIOLOGIC AND BEHAVIORAL STUDIES 3RD Parties & Affiliates 266,002 (Grants and allocations \$ 90,125,811)	Statement 8 115,184,131
b PREVENTION-PROGRAMS THAT PROVIDE THE PUBLIC AND HEALTH PROFESSIONALS WITH INFORMATION AND EDUCATION TO PREVENT CANCER OCCURRENCE OR TO REDUCE RISK OF DEVELOPING CANCER 3RD Parties & Affiliates 2,654,804 (Grants and allocations \$ 1,790,970)	37,346,904
c DETECTION/TREATMENT-PROGRAMS THAT ARE DIRECTED AT FINDING CANCER BEFORE IT IS CLINICALLY APPARENT AND THAT PROVIDE INFORMATION AND EDUCATION ABOUT CANCER TREATMENTS FOR CURE, RECURRENCE, SYMPTOM MANAGEMENT & PAIN CONTROL 3RD Parties & Affiliates 1,528,852 (Grants and allocations \$ 1,192,836)	26,854,386
d PATIENT SUPPORT-PROGRAMS TO ASSIST CANCER PATIENTS AND THEIR FAMILIES AND EASE THE BURDEN OF CANCER FOR THEM 3RD Parties & Affiliates 10,448,829 (Grants and allocations \$ 1,359,411)	36,830,695
e Other program services (Statement 8) (Grants and allocations \$ 7,255,678)	7,255,678
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	223,471,794

Part IV Balance Sheets (See page 25 of the instructions.)

				(A)		(B)
				Beginning of year		End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.						
Assets	45 Cash—non-interest-bearing			0	45	0
	46 Savings and temporary cash investments				46	26,052,105
	47a Accounts receivable	47a	250,876,795			
	b Less: allowance for doubtful accounts	47b		232,387,491	47c	250,876,795
	48a Pledges receivable	48a				
	b Less: allowance for doubtful accounts	48b		0	48c	0
	49 Grants receivable			1,760,295	49	1,340,788
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less: allowance for doubtful accounts	51b		0	51c	0
	52 Inventories for sale or use			6,747,800	52	4,106,133
	53 Prepaid expenses and deferred charges			7,125,416	53	4,408,082
	54 Investments—securities (Statement 11) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV			473,332,848	54	540,351,324
	55a Investments—land, buildings, and equipment: basis	55a				
b Less: accumulated depreciation (attach schedule)	55b		0	55c	0	
56 Investments—other (attach schedule) Statement 12			26,147,701	56	26,946,451	
57a Land, buildings, and equipment: basis	57a	93,841,156				
b Less: accumulated depreciation (attach schedule) Statement 13	57b	22,559,073	78,429,645	57c	71,282,083	
58 Other assets (describe <input type="checkbox"/> Statement 14)			153,616,739	58	264,395,871	
59 Total assets (add lines 45 through 58) (must equal line 74)			979,547,935	59	1,189,759,632	
Liabilities	60 Accounts payable and accrued expenses		90,482,142	60	101,545,628	
	61 Grants payable		183,423,359	61	187,295,942	
	62 Deferred revenue		4,933,611	62	1,845,002	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		0	63		
	64a Tax-exempt bond liabilities (attach schedule)		19,597,704	64a	18,937,273	
	b Mortgages and other notes payable (attach schedule) Statement 15		0	64b	0	
	65 Other liabilities (describe <input type="checkbox"/> Statement 16)		334,177,462	65	467,540,655	
66 Total liabilities (add lines 60 through 65)			632,614,278	66	777,164,500	
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		242,295,119	67	330,608,014	
	68 Temporarily restricted		76,192,933	68	50,233,617	
	69 Permanently restricted		28,445,605	69	31,753,501	
	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)			346,933,657	73	412,595,132
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)			979,547,935	74	1,189,759,632

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

Part VI Other Information (See 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. Statement 20	X	
78a	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
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	X	
b	If "Yes," enter the name of the organization American Cancer Society Cancer Action Network, Inc. Acs Product, Inc. and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81a	Enter direct and indirect political expenditures. See line 81 instructions 81a None		
b	Did the organization file Form 1120-POL for this year?	N/A	
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b 32,967,793		
83a	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	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
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	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities.	86b	N/A
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders.	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 None ; section 4912 None ; section 4955 None		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction.	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958. None		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization. None		
90a	List the states with which a copy of this return is filed See Statement 21		
b	Number of employees employed in the pay period that includes March 12, 2003 (See instructions) 90b 1,006		
91	The books are in care of Catherine E. Mickle, C.F.O. Telephone no. (404) 329-7934 Located at 1599 Clifton Rd. N.E., Atlanta GA ZIP + 4 30329		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year 92 0		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) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a STATEMENT 22	541800	26,014	15	2,130,051	1,994,196
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	3,078,423	
97 Net rental income or (loss) from real estate:					
a debt-financed property			30	167,054	
b not debt-financed property			16	710,889	
98 Net rental income or (loss) from personal property					
99 Other investment income			14	1,287,103	
100 Gain or (loss) from sales of assets other than inventory			18	893,774	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					1,792,744
103 Other revenue: a CAUSE MKTG REVENUE			15	7,348,941	
b MISCELLANEOUS REVENUE					1,260,313
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		26,014		15,616,235	5,047,253
105 Total (add line 104, columns (B), (D), and (E)).					20,689,502

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 23

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	%			
	%			
	%			
	%			

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 Sign Here

Signature of officer: Catherine E. Mickle
 Date: 2/15/06
 Title: C.F.O.

Paid Preparer's Use Only

Preparer's signature: [Signature]
 Firm's name (or yours if self-employed), address, and ZIP + 4: Pricewaterhouse Coopers LLP, Washington, D.C. 20005-3333
 EIN: 13-4008324
 Phone no.: (202) 414-1000
 Check if self-employed:

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

Supplementary Information—(See separate instructions.)

2003

Department of the Treasury
Internal Revenue Service

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

Name of the organization American Cancer Society National Home Office	Employer identification number 13:1788491
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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.") Statement 24

(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
DR. JOHN SEFFRIN 1599 CLIFTON ROAD, NE ATLANTA, GA 30329	CEO 40- hrs per week	489,521	384,636	7,371
DR. HARMON J. EYRE 1599 CLIFTON ROAD, NE ATLANTA, GA 30329	CH MED OFFICER & EVP 40- hrs per week	390,600	244,274	0
DONALD E. THOMAS 1599 CLIFTON ROAD, NE ATLANTA, GA 30329	NATIONAL COO 40+ hrs per week	404,008	449,601	0
HARRY M. JOHNS 1599 CLIFTON ROAD, NE ATLANTA, GA 30329	EVP STRATEGIC INITIATIVES, 40+hrs/wk	327,600	173,522	0
MICHAEL HERON 1599 CLIFTON ROAD, NE ATLANTA, GA 30329	NATIONAL VP PUBLIC AFFAIRS, 40+ hrs/wk	178,746	405,431	0
Total number of other employees paid over \$50,000 ▶	400			

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
IBM CORPORATION P.O. BOX 105063M ATLANTA, GA 30348	INFORMATION TECHNOLOGY	5,333,206
INFOCISION 325 SPRINGSIDE DRIVE, AKRON, OH 44333	TELEMARKETING	5,219,726
SIEBEL SYSTEMS INC P O. BOX 60000, SAN FRANCISCO, CA 94160	INFORMATION TECHNOLOGY	3,529,221
IMAGING TECHNOLOGIES SERVICES INC. P.O. BOX 1847, GREENVILLE, SC 29602	INFORMATION TECHNOLOGY	2,288,979
MCKINSEY AND COMPANY INC. 600 14TH ST NW, WASHINGTON, D C. 20005	CONSULTING	3,592,000
Total number of others receiving over \$50,000 for professional services ▶	74	

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>5,342,344</u> (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.) Statement 29		
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property? Statement 25	X	
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities? Statement 25	X	
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? Statement 26	X	
e Transfer of any part of its income or assets?		X
3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.) Statement 27	X	
b Do you have a section 403(b) annuity plan for your employees?	X	
4 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

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)(ii). Enter the hospital's name, city, and state ▶
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

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

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

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

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

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

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	297,388,955	302,796,982	289,854,662	304,407,498	1,194,448,097
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					0
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	5,381,130	5,838,638	10,204,947	12,397,347	33,822,062
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	13,511,202	16,050,436	11,062,566	7,825,945	48,450,149
23 Total of lines 15 through 22	316,281,287	324,686,056	311,122,175	324,630,790	1,276,720,308
24 Line 23 minus line 17	316,281,287	324,686,056	311,122,175	324,630,790	1,276,720,308
25 Enter 1% of line 23	3,162,813	3,246,861	3,111,222	3,246,308	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24.	26a	25,534,406
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 1999 through 2002 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	1,276,720,308
d Add: Amounts from column (e) for lines: 18 <u>33,822,062</u> 19 <u>0</u>		
22 <u>48,450,149</u> 26b _____	26d	82,272,211
e Public support (line 26c minus line 26d total)	26e	1,194,448,097
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	93.56 %

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:

(2002) _____ (2001) _____ (2000) _____ (1999) _____

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:

(2002) _____ (2001) _____ (2000) _____ (1999) _____

c Add: Amounts from column (e) for lines: 15 _____ 16 _____		
17 _____ 20 _____ 21 _____	27c	
d Add: Line 27a total _____ and line 27b total _____	27d	
e Public support (line 27c total minus line 27d total)	27e	
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e).	27f	
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, 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)

N/A

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

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 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		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	N/A
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	N/A
38	Total lobbying expenditures (add lines 36 and 37)	38	N/A
39	Other exempt purpose expenditures	39	N/A
40	Total exempt purpose expenditures (add lines 38 and 39)	40	N/A
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	N/A
42	Grassroots nontaxable amount (enter 25% of line 41)		N/A
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36		N/A
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38		N/A

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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45	Lobbying nontaxable amount				N/A
46	Lobbying ceiling amount (150% of line 45(a))				N/A
47	Total lobbying expenditures				N/A
48	Grassroots nontaxable amount				N/A
49	Grassroots ceiling amount (150% of line 48(e))				N/A
50	Grassroots lobbying expenditures				N/A

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

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

	Yes	No	Amount
a Volunteers	X		
b Paid staff or management (Include compensation in expenses reported on lines c through h.)	X		
c Media advertisements	X		37,478
d Mailings to members, legislators, or the public	X		1,346,597
e Publications, or published or broadcast statements	X		147,851
f Grants to other organizations for lobbying purposes	X		1,741,363
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		1,754,059
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	X		314,996
i Total lobbying expenditures (Add lines c through h.)			5,342,344

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities. Statement 29

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Block C Organization

The American Cancer Society is required by the IRS to submit two Forms 990's each fiscal year. One is for its National Home Office; a second is presented on a combined basis for its chartered regional Divisions, its national Foundation; and for ACS Products Inc., which sells mission related products. These statements individually only present a piece of the American Cancer Society's operations, and they include material inter-company income, expenses, assets and liabilities, particularly between the National Home Office and the Divisions. In addition Forms 990 are presented in accordance with IRS regulations, which in some cases are at variance with generally accepted accounting principles. Accordingly, the Forms 990 do not individually present a meaningful picture of the American Cancer Society's financial transactions as a whole.

Therefore the Society provides the Combined Financial Statements of the American Cancer Society, Inc., National Home Office, Foundation, and Chartered Divisions on its website, www.cancer.org. The combined audited financial statements provide the only meaningful financial information on the entire American Cancer Society organization since they are presented in accordance with generally accepted accounting principles and combine all parts of the organization in one statement. Also included on the Society's website is a copy of the Society's most recent annual report that discusses the Society's mission and accomplishments.

For access to a wealth of information about cancer, to contribute to the fight against cancer, or for more information about the work of the American Cancer Society, visit our web site at www.cancer.org, or call us toll-free, 24 hours a day, 7 days a week, at 1-800-ACS-2345.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part I, Line 7

Interest Income from Combined Endowment Fund	657,593
Loan Interest Income from American Cancer Society Cancer Action Network, Inc	22,128
Other Interest Income	607,382
	<u>1,287,103</u>

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 PART I-Line 8

Line 8a, column A This amount represents proceeds from the sale of securities that are listed and regularly traded in an over the counter market or on an established exchange and for which market quotations are published or otherwise readily available

Line 8a, column B This amount represents proceeds from the sale of tangible, personal property that has been used by the organization for its exempt purposes.

Details regarding individual asset sales are too voluminous to include on the return, but are available on request.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part I, Line 10

Sales in Printing/Publication	8,228,621
Cost of Goods Sold related to Printing/Publication	<u>6,435,877</u>
Net difference due to NHO Salaries and Administrative Expenses allocated elsewhere	<u><u>1,792,744</u></u>

Note: These sales relate to program and other mission related materials
used by the American Cancer Society.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form Part I, Line 16

During fiscal 2004, the NHO sponsored a telemarketing operations with 7 Divisions participating that is managed by the Great Lakes Division. The support allocable to the 7 Divisions for this telemarketing is \$1,220,458 And NHO sponsored a matching endowment program with American Cancer Society Foundation. The support allocable to the American Cancer Society Foundation matching gift program is \$38,733

<u>Division</u>	<u>Address</u>	<u>Amount</u>
California	1710 Webster Street, Suite 210 Oakland, CA 94612	247,257
Eastern	6725 Lyons Street East Syracuse, NY 13057	38,261
Great Lakes	1205 East Saginaw Street Lansing, MI 48906	297,006
Heartland	1100 Pennsylvania Avenue Kansas City, MO 64105	138,507
New England	30 Speen Street Framingham, MA 01701	239,745
Great West	2120 First Avenue North Seattle, WA 98109	181,493
Illinois	77 East Monroe, 13th Floor Chicago, IL 60603	80,189
ACS Foundation	1599 Clifton Rd NE Atlanta, GA 30329	38,733
Total		<u>1,259,191</u>

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part I, Line 20

Unrealized gains on investments carried at market value	\$2,741,667
Retroactive application of pension accounting requirements of SFAS 87, Employers' Accounting for Pensions (thereby recognizing only the expense related to amounts payable to the Society's plan, rather than a pro-rata portion of the Society's expense that was reduced by a prepaid pension asset)	(\$1,979)
Affiliate restatements of unrestricted public support in prior years.	\$1,302,925
Total other changes in net assets or fund balances	<u><u>\$4,042,613</u></u>

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part II Line 22
Grants and Awards

The American Cancer Society Research Program consists of an Extramural Grants Department and two Intramural Departments, Epidemiology and Surveillance Research, and the Behavioral Research Center. The Extramural Grants Program of the American Cancer Society was designed by a Blue Ribbon Committee of volunteer researchers and lay people to advance our mission of eliminating cancer as a major health problem and improving the quality of life of cancer survivors. The Society does this by funding cancer research and health professional training needs not adequately addressed by other granting agencies. Strong emphasis is placed on training and supporting the next generation of cancer researchers and health care professionals. During the fiscal year ending August 31, 2004, the Society awarded the categories of research grants summarized below.

The National Home Office also awards voluntary grants to its divisions for specific purposes or projects. The purpose of the grants is primarily to support and advance nationwide priorities and common objectives of the National Home Office and the divisions.

DESCRIPTION	AMOUNT
<i>Research Scholar Grant</i>	
<i>Research Project Grants for Beginning Investigators</i> , the bulk of our extramural grants awards, support research projects in basic science, preclinical, clinical, psychosocial, behavioral, health services, health policy and outcomes, and epidemiologic research initiated by beginning researchers in the first eight years of their independent research careers. Beginning researchers have the most difficulty in obtaining grants from federal government because they must compete with more established investigators.	\$ 89,620,100
<i>Postdoctoral Fellowships</i>	
<i>Postdoctoral Fellowships</i> are awarded to researchers who have completed their doctoral degrees who need further research training before embarking on their scientific careers.	\$ 7,508,446

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part II Line 22
Grants and Awards

<i>Grants to Other Health Organizations</i>	
Grants to Other Health Organizations provide support in furtherance of the Society's mission.	\$ 3,029,035
<i>Research Professorships</i>	
<i>Research Professorships and Clinical Research Professorships</i> , the Society's most prestigious awards, are given to renowned scientists and clinical investigators in mid-career.	\$ 2,430,000
<i>CANCER CONTROL GRANTS</i>	
Cancer Control Grants are a heterogeneous group of awards that include sponsored lectureships at professional meetings and support for various professional organizations such as the American College of Surgeons, the American Joint Committee on Cancer, and the International Union Against Cancer.	\$ 1,078,624
<i>Research Committee Awards</i>	
<i>Special Research Grants</i> such as the International Research Fellowships for Beginning Investigators foster a bi-directional flow of knowledge, experience, expertise, and innovation to and from the USA through twelve month long work periods abroad	\$ 419,000
<i>Career Develop Award</i>	
<i>Cancer Control Career Development Awards for Primary Care Physicians</i> support primary care physicians pursuing careers that emphasize cancer control.	\$ 585,000
<i>Masters/Doctoral Nursing</i>	
<i>Scholarships in Cancer Nursing</i> support masters and doctoral students in oncology nursing or a related area.	\$ 450,000
<i>Postmasters/MASTERS SOCIAL Work</i>	
<i>Training grants in Clinical Oncology Social Work</i> support the training of students in social work who provide psychosocial services to cancer patients and their families.	\$ 144,000

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part II Line 22
Grants and Awards

<i>Mars Oncology Fellowship</i>	
<i>The Audrey Meyer Mars International Fellowships in Clinical Oncology</i> provide one year of advanced training in clinical oncology at participating cancer centers in the United States to qualified physicians and surgeons from other countries, particularly countries where advanced training is not readily available.	
	\$ 80,000
<i>Physician Training Awards in Preventive Medicine</i>	
Awarded to institutions to support physician training in accredited preventive medicine residency programs that provide cancer prevention and control research and practice opportunities.	
	\$ 1,200,000
<i>NET PRESENT VALUE EXPENSE ADJUSTMENT</i>	
Represents the adjustment necessary to discount long-term grant liabilities (usually payments over three years) back to their net present value for purposes of reporting grant expenses and liabilities in conformity with generally accepted accounting principles.	
	\$ (211,846)
<i>REFUNDS / RESIGNATIONS</i>	
Represents the return of the balance of grants that are completed prior to spending all of the awarded funds; and balances remaining when an investigator resigns from the research project after it is undertaken.	
	\$ (11,863,331)
TOTAL RESEARCH AWARDS	\$ 94,469,028

Grants to divisions for the following purposes:	
Research, primarily assistance in epidemiological studies	\$ 266,002
Prevention	\$ 2,654,804
Detection/Treatment	\$ 1,528,852
Patient Support	\$ 10,448,829
Total Program grants	\$ 14,898,487
Management and General	\$ 1,838,210
Fundraising	\$ 5,417,468
Total grants for supporting services	\$ 7,255,678
TOTAL AWARDS TO DIVISIONS	\$ 22,154,165
TOTAL GRANTS AND AWARDS	\$ 116,623,193

Note. The list above shows grants and awards by classification. Due to the voluminous data required to list individual grant recipients, further detailed information will be made available on request.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Form 990 Part II, Line 42

Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

Buildings - 20 to 40 years

Office Furniture and Other Fixed Assets – 3 to 10 years

Computer Software- 3 to 10 years

Leasehold Improvements – Life of the lease

Data Processing Equipment and Other Leased Property under capital lease are amortized on a straight-line basis over the life of the lease.

See Statement 13, Part IV, Line 57 for further information.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Form 990 Part III Accomplishments

The American Cancer Society is the nationwide community-based voluntary health organization dedicated to eliminating cancer as a major health problem by preventing cancer, saving lives, and diminishing suffering from cancer through research, education, advocacy, and service.

See our website, www.cancer.org, for a copy of our most recent annual report that discusses the Society's mission and accomplishments.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part IV, Line 54

U.S. government and government agency obligations	4,985,324
Equity securities	8,570,000
Commercial paper and other short-term investments	432,369,000
Corporate Obligations	90,799,000
Cash equivalent and money market funds	<u>3,628,000</u>
Total Investments - Securities	<u><u>540,351,324</u></u>

Note. The multiple combined investment pool consists generally of short-term securities of the U.S. Government, prime banker's acceptances, prime commercial paper, certificates of deposit, and similar debt securities having a market value which approximates cost and yields current market rates

The investment portfolio of all funds are carried at market at August 31, 2004

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part IV, Line 56

Other Investments

Combined Gift Annuity Funds--Held for Affiliates	<u>26,946,451</u>
	<u>26,946,451</u>

Note The combined gift annuity funds consist generally of longer-term investments, including publicly traded stocks and bonds.

The investment portfolios of all funds are carried at market at August 31, 2004

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part IV, Line 57

At August 31, 2004, the fixed assets of the land, building, and equipment fund were as follows:

	<u>Basis</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land	\$ 5,119,728	\$ -	\$ 5,119,728
Building	\$ 18,618,520	\$ (6,017,305)	\$ 12,601,215
Leasehold improvements	\$ 3,348,731	\$ (1,456,233)	\$ 1,892,498
Office furniture and other equipment	\$ 7,778,184	\$ (3,842,786)	\$ 3,935,398
Equipment under capital lease	\$ 500,694	\$ (301,415)	\$ 199,279
Computer/Equip/Software	\$ 58,475,299	\$ (10,941,334)	\$ 47,533,964
	<u>\$ 93,841,156</u>	<u>\$ (22,559,073)</u>	<u>\$ 71,282,082</u>

See Statement 9, Part II, Line 42 for further information.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part IV, Line 58

Other Assets

Planned giving assets held for affiliates	\$ 244,714,262
Beneficial interests in trusts-National Home Office	\$ 19,681,609
Total other assets	\$ 264,395,871

NOTE:

The National Home Office maintains a Planned Giving Business Unit (PGBU) under a joint operating agreement with participating divisions. The PGBU is a cooperative effort through which participating divisions use a centrally managed staff to coordinate a shared planned giving program. The participating divisions share in the planned giving revenue including legacies receivable and beneficial interests in trusts generated through the efforts of the PGBU staff. The costs of operating the PGBU are funded 70% by the participating divisions, and 30% by the National Home Office.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 PART IV Line 64a

The balance of \$18,937,273 is comprised of two tax exempt bonds:
\$8,314,088 represents the balance due of \$15,000,000 industrial development bonds issued on May 18, 1988 by the Development Authority of Dekalb County, Georgia, to finance construction of the Society's 165,000 square-foot office building located in Atlanta, Georgia. The bonds mature on May 1, 2013 and bear interest at a rate which is adjustable periodically and can be converted to a fixed rate at the Society's option. The bonds are collateralized by the building and all related land, furnishings, and equipment. The bonds are also secured by a \$9,280,000 letter of credit. The letter of credit will expire on August 31, 2005 unless terminated earlier, and as of August 31, 2004, no balance was outstanding. A Form 8038 was filed on May 18, 1988.

\$10,623,185 represents the balance due of \$11,000,000 industrial development bonds issued on June 6, 2002 by the Oklahoma Industries Authority. The bonds mature on June 1, 2022 and bear interest at a rate which is adjustable periodically and can be converted to a fixed rate at the Society's option. The bonds are collateralized by the building and all related land, furnishings, and equipment. The bonds are also secured by a \$11,126,576 letter of credit. The letter of credit will expire on June 6, 2005 unless terminated earlier, and as of August 31, 2004, no balance was outstanding. A Form 8038 was filed on June 6, 2002.

Annual payments on the two bond issues as of August 31, 2004, excluding interest, are payable as follows:

Fiscal year:	
2005	1,135,000
2006	1,150,000
2007	1,175,000
2008	1,300,000
2009	1,325,000
Thereafter	12,695,000

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part IV, Line 65

Other Liabilities

Capital Lease Obligations	\$	279,410
Investments Held for Affiliates	\$	467,261,245
		<hr/>
Total Other Liabilities	\$	<u>467,540,655</u>

The National Home Office assets include investments in a combined short-term investment pool (CIP), investments in a combined endowment pool (CEP), and the combined planned giving asset pool (See STATEMENT 14) that is invested or administered on behalf of the Divisions, Puerto Rico, and the American Cancer Society Foundation.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part IV-A & Part IV-B

Donated Services and Use of Facilities

The Society has recorded contributed services of \$31,633,000 related to the communication of program and fund-raising messages through various advertising media.

\$ 31,633,000

In addition, the Society has valued and recorded contributed services provided by scientific peer reviewers, which consist of medical doctors, Ph D.s, professors, biomedical and psychosocial professionals, social welfare service providers, and other professional service providers whose efforts are necessary for the Society to carry out its programs. The Society's management estimates that approximately 22,368 hours have been contributed by scientific peer reviewers and has valued such services at \$1,334,703.

\$ 1,334,703
\$ 32,967,703

Part VI, Line 82b

In accordance with generally accepted accounting principles, donated services are included only if the services create or enhance nonfinancial assets, or the volunteer services received require specialized skills and would typically need to be purchased if not provided by volunteer service. The American Cancer Society is the largest non-profit voluntary organization in the world, and relies upon the competence, creativity, and dedication of its more than 2.5 million nationwide volunteers to achieve its mission. The American Cancer Society's volunteers provide services which, while their services do not meet this accounting criteria, provide irreplaceable value to the general public including services to patients; education to the general public; advocacy for appropriate cancer policy by working with local, state and federal legislators, administrative and fundraising support; and many other commitments of time and expertise. The true value of these services is difficult to quantify, but is material to the success of the Society.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Form 990 Part IV-A

Other

Cost of Goods Sold charged to program and/or supporting services functions in audited financial statements	\$ 6,435,877
Revenue of Affiliate	<u>\$ 5,152,900</u>
Total, Line d(2)	\$ 11,588,777

Form 990 Part IV-B

Other

Cost of Goods Sold charged to program and/or supporting services functions in audited financial statements	\$ 6,435,877
Expenses of Affiliate	<u>\$ 4,455,605</u>
Total, Line b(4)	\$ 10,891,482

NOTE: The American Cancer Society, Inc (National Home Office) is required to prepare its audited financial statements in accordance with generally accepted accounting principles (GAAP). Under GAAP, costs of goods sold of educational materials and other program related materials are required to be reported as part of the program function benefited. For purposes of Form 990 these program related costs are reclassified to Cost of Goods Sold on Part I, line 10b.

Furthermore, for GAAP purposes, the activities of ACS Products, Inc. must be consolidated in the audited financial statements of the American Cancer Society, Inc. (National Home Office), but are not permitted to be consolidated on Form 990 ACS Products Inc, principle purpose is to sell products in support of the American Cancer Society, Inc.'s mission

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part V

List of Officers, Directors, National Assembly Members and Key Employees

Attached is a list of Officers, Directors, and National Assembly Members of the American Cancer Society, Inc as of August 31, 2004. The Officers, Directors, and National Assembly Members are volunteers and receive no compensation for their services. Staff Officers are included on Schedule A, Part I.

American Cancer Society - 2003/2004 National Board of Directors

<u>Name</u>	<u>BoardPosition</u>	<u>Division</u>	<u>Estimated Average Hours</u>
Bnggs W Andrews, Esq	Director	South Atlantic	1 hour per week
Donald Anthony, MD	Director	Ohio	1 hour per week
George W P Atkins	Director	South Atlantic	1 hour per week
Ermilo Barrera, Jr, MD	Director	Illinois	1 hour per week
R. Clifford Berg, CLU, ChFC	Director	South Atlantic	1 hour per week
Nancy Brakensiek, CPA	Director	California	1 hour per week
Sally West Brooks, RN, MA	Officer	California	1 hour per week
Thomas G Bunsh, PhD	Officer	South Atlantic	1 hour per week
Barna Cassileth, PhD	Director at Large	Eastern	1 hour per week
Dan Duquette, PhD	Director	Midwest	1 hour per week
W P. (Phil) Evans, III, MD	Director	HI-Tex	1 hour per week
Thomas rogel, MD	Director	California	1 hour per week
Elizabeth T H Fontham, DrPH	Director	Mid-South	1 hour per week
Harold P Freeman, MD	Director at Large	Eastern	1 hour per week
Laura J Hilderley, RN, MS	Director	New England	1 hour per week
Elmer Huerta, MD, MPH	Director at Large	South Atlantic	1 hour per week
Linda Jasper	Director	Eastern	1 hour per week
Lila R Johnson, RN, MPH, CHES	Director	HI-Tex	1 hour per week
Juan D Johnson	Director at Large	South Atlantic	1 hour per week
Anna Johnson-Winegar, PhD	Officer	South Atlantic	1 hour per week
Robert T Kendall III	Director	Great Lakes	1 hour per week
Samuel J LaMonte, MD	Director	Florida/Puerto Rico	1 hour per week
David A McClusky, MD	Director	Great West	1 hour per week
Thomas J Moran	Director at Large	Eastern	1 hour per week
Marion E. Morra, MA, ScD	Officer	New England	1 hour per week
Martin J Murphy, Jr, MD	Foundation Liaison	N/A	1 hour per week
Jim Murray	Director	South Atlantic	1 hour per week
Frank R Nollmal, CLU, ChFC	Director	Great West	1 hour per week
Edward Eddins Partndge, MD	Director	Mid-South	1 hour per week
Honorable Paul C Rogers	Director at Large	South Atlantic	1 hour per week
Carolyn D Runowicz, MD	Officer	Eastern	1 hour per week
Marguerite K. Schliag, RN, EdD	Director	Eastern	1 hour per week
Stephen F Sener, MD	Officer	Illinois	1 hour per week
Mary A. Simmonds, MD, FACP	Officer	Pennsylvania	1 hour per week
Gary J. Streit	Officer	Midwest	1 hour per week
Stephen L. Swanson	Director	Pennsylvania	1 hour per week
Eric Taylor, MD, FACR, FACRO	Director	Great West	1 hour per week
Alan G Thorson, MD, FACS	Director	Heartland	1 hour per week
Ralph B Vance, MD, FACP	Officer	Mid-South	1 hour per week
Richard C Wender M D	Director at Large	Pennsylvania	1 hour per week
Van Wolf, Jr	Director	Great West	1 hour per week
Mimi C Yu PhD	Director at Large	California	1 hour per week
David M Zacks	Officer	South Atlantic	1 hour per week
VACANT	Officer	VACANT	

American Cancer Society, Inc
2003/2004 National Assembly Division Delegates
New members in italics

<i>Division</i>	<i>Member</i>	<i>Term</i>	<i>Replaces</i>	<i>Lay/Med</i>	
California	(15)				
	Nancy Brakensiek, CPA	05		Lay	
	David Bonfilio	04		Lay	
	Sally West Brooks, RN, MA	04	Jon Van Boening	Lay	
	<i>Chris DaSilva</i>	05	Gary Pia, CFP	Lay	
	Natalie F. Duke	04		Lay	
	Thomas D. Fogel, MD	05		Medical	
	<i>Juan Gomez</i>	05	Thomas Gates, MD (w/ lay delegate)	Lay	
	Deborah A. Leary	04	George Good	Lay	
	Cynthia LeBlanc, Ed.D.	05		Lay	
	Raymond Melrose, DDS*	04	Georjean Stoodt, MD	Medical	
	Paul Murata, MD	04		Medical	
	Maria Lourdes F. Reyes, MD, MPH	04	New	Medical	
	(*Coming back on – switched places with Stoodt who took her place earlier)				
	Christy Russell, MD	05		Medical	
	John F. Simmons, Jr., MD	04		Medical	
<i>Sam So, MD</i>	05	Lisa Bailey, MD	Medical		
Eastern	(14)				
	John Alfonso, CPA	04	Joe Conley	Lay	
	<i>Alfred R. Ashford, MD, FACP</i>	05	Christina G. Blanchard, PhD, MSW	Medical	
	Avi Barbasch, MD	04		Medical	
	Carmel J. Cohen, MD	05		Medical	
	Stuart C. Finch, MD	04		Medical	
	Wendy M. Hornick, CSW, ACSW	04	Mary Ann Ramaley, RN	Lay	
	Linda Jasper	05		Lay	
	<i>Robert R. Kugler, Esq.</i>	05	Jance E. Maloof	Lay	
	Richard H. Lange, MD	04		Medical	
	Marguerite K. Schlag, RN, MSN EdD	05		Medical	
	David L. Siegal, MD	04		Medical	
	Stephen A. Spero, CLU, ChFC	04	S. John Quattrone, CLU	Lay	
	Edwina Thorn	05	Paul Hyman, MD	Medical	
	<i>Herb Zaretsky, PhD</i>	05	Renelda Higgins-Walker	Lay	
Florida/ Puerto Rico	(10)				
	Scot Ackerman, MD	04	Reynold E. Lopez-Enriquez, MD	Medical	
	Barbara Grevior	04		Lay	
	Samuel J. LaMonte, MD	05		Medical	
	Mario Mendez, M.D	05		Medical	
	Sigurd Normann, MD, PhD	05		Medical	
	Eliza Perry, RN	04	Miles Davis	Lay	
	Carol Tucker	05		Lay	
	Julio Vigoreaux	04		Lay	
	Daniel Weingrad, MD	04		Medical	
John Windham	05		Lay		

Division	Member	Term	Replaces	Lay/Medical
Great Lakes	(9)			
	W. Curt Gill	04		Lay
	Karen Hudson	05		Lay
	Douglas Kelsey, MD, PhD	04		Medical
	Robert T. Kendall, III	04		Lay
	Leonard A. Mattano, Jr., MD	05		Medical
	Mary Margaret Moorhead .MS.Ed	05		Lay
	<i>Lisa A. Newman, MD, FACS, MPH</i>	05	G. Marie Swanson, PhD, MPH	Medical
	Peter Sheldon	04	New Delegate Position	Lay
Maria Worsham, PhD,FACMG	05		Medical	
Great West	(25)			
	(Former Northwest)			
	Barbara Andreozzi	04		Lay
	DeAnne Baer, RN	05		Medical
	Deborah J. Barnard	05		Lay
	Bruce Blank, MD	04		Medical
	Bruce Dana, MD	04		Medical
	Richard E. Spoonemore	05		Lay
	Willie C. Stewart	04		Lay
	Eric Taylor, MD	04		Medical
	Stephany Watson, RN, CCM	05		Medical
	(Former R.M.)			
	Keith E. Davis, MD	05		Medical
	John W. Hamilton, DDS	05		Medical
	Gail R Huff	04		Lay
	Robert L. Jennings, MD	04		Medical
	J Brett Lazar, MD, MPH	04	(replaced Wallace Bennett/lay)	Medical
	Patrick C. McGuire, CPA	04		Lay
	Jayne Runyon	04		Lay
	Thomas D. Shaw	05		Lay
	Norma J Stout	05		Lay
	(Former Southwest)			
	Galen M. Eversole, MD	04		Medical
	Carla J. Herman, MD	04	JR Damron, MD	Medical
	M Regina Martinez, RN, BSN	05		Lay
Pamela K. Meyerhoffer	05		Lay	
Paul E. Michael, MD	04		Medical	
Frank R. Nolinmal	05		Lay	
<i>John Witmer</i>	05	Thomas L. Dezelsky, HSD	Lay	
Heartland	(10)			
	James R Ball	05		Lay
	Mike J. Bukstein, MD	04	Darlene Hall as Medical	Medical
	<i>Judy Calhoun, PhD, RN</i>	04	Katie Rhoads, MD (resigned-unexpired term)	Medical
	Tracy Coe, MD	05		Medical
	June Eilers, PhD, RN, MSN	05		Medical
	VACANT	04	<i>Charles M. Espinoza resigned</i>	Lay
	M. Darlene Hall	04	Miles Rickart as Lay	Lay
	Jean McGill	05	James D. McConnell	Lay
	Jack Steinmeyer	05		Lay
Alan G. Thorson, MD, FACS.	04		Medical	

<i>Division</i>	<i>Member</i>	<i>Term</i>	<i>Replaces</i>	<i>Lay/Med</i>
HI-Tex	(11)			
	Rev. F. Chong, MSW; MDiv.	04		Medical
	Mark Clanton, MD, MPH	04		Medical
	Mary Coyne	04		Lay
	Jacqueline Earle, Esq.	04		Lay
	W. Phil Evans, MD,	05		Medical
	<i>Lewis Foxhall, MD</i>	04	George N. Peters, MD, MPH	Medical
			<i>(Dr. Foxhall is filling the unexpired term for Dr. Peters)</i>	
	Meg Garza	05		Lay
	Allen Henderson, PhD	05		Lay
	Lila R. Johnson, RN MPH CHES	05		Lay
	A. Marilyn Leitch, MD	04		Medical
	Thomas J. Williams	05		Lay
Illinois	(6)			
	<i>Randall L. Earl</i>	04	Stephen F. Sener, MD (unexpired term)	Lay
	<i>Wayne R. Hanson, PhD</i>	05	Ervin J. Hawrylewicz, PhD	Medical
	Jerome Hoeksema, MD	04		Medical
	Patricia D. Sanderson	04		Lay
	David G. Seaman	05		Lay
Roger A. Quick	05		Lay	
Mid-South	(16)			
	Joan Buglewicz, RN.C.	04		Lay
	Steve Castell	05		Lay
	Sue Catchings, MA, CHES	05		Lay
	<i>Dena Childrey, RN, MSN</i>	05	Judy Holcombe, RN, DSN	Medical
	Charles Dannaher, MD	04	Elizabeth Fontham, PhD	Medical
	Diana Diaz, RN, MS	05		Lay
	Lois Doane, RN, MSN	04		Medical
	Susan D. Henry, LCSW	05		Lay
	Daniel E. Kenady, MD	05		Medical
	Rebecca Miller	05		Lay
	Margaret A. Pierce, RN, MSN	05		Medical
	Morris Robbins, DDS	04		Medical
	William Robbins	04		Lay
	Sharon Spencer, MD	04	Nicholas P. Lang, MD	Medical
Wendy Talbot	04		Lay	
Robin Williams, MD	04		Medic	
<i>Division</i>	<i>Member</i>	<i>Term</i>	<i>Replaces</i>	<i>Lay/Med</i>
Midwest	(10)			
	R. Dan Duquette, PhD	05		Lay
	<i>Coral Houle</i>	05	Dennis B. Nash, PhD	Lay
	Roger Kwong, MD	04		Medical
	Harry Long, MD	05		Medical
	Carl E. Olson, MD	04	Heyoung McBride, MD	Medical
	Bruce Peterson, MD	04	Ronald R. Martins, MD	Medical
	<i>Douglas J. Reding, MD, MPH</i>	05	Jerry L. Simmons, MD	Medical
	<i>L. Jim Schoenwetter</i>	05	Gary J. Streit	Lay
	Dave Schultz	04	Cindy Moser	Lay

	Patricia E. Swanson, RN	04	Arla J. Johnson	La
New England	(12)			
	Richard Branda, MD	05		Medical
	<i>Gena Carter, MD</i>	05	Blake Cady, MD, FACS	Medical
	Laura J. Hilderley, RN, MS	04		Medical
	Nancy E. Kane, MS, RN, AOCN	05		Medical
	Thomas Keating, MD	04		Medical
	Barbara K. LeStage, MHP	04		Lay
	<i>Janet Marcantonio, CFP</i>	05	Michael Vezerdis, MD (Medical)	Lay
	Marion E. Morra, MA, ScD	05		Lay
	Alan S. Nelson, Esq.	05		Lay
	Judith B. Stephany	04	Judy A. Rivers, RN, M Ext Ed	Lay
			<i>(Judith is filling Judy's unexpired term)</i>	
	Andrew L. Salner, MD	04	Linda Z. Mowad, RN	Medical
	Laurie J. Storey-Manseau	04		Lay
Ohio	(6)			
	Donald Anthony, MD	05		Medical
	Robert T. Brodell, MD	04	Gerald W. Marsa, MD	Medical
	Patrick J. Fahey, MD	04		Medical
	<i>Kathleen Bond</i>	04	Terri Matiscik Graham	Lay
			<i>Kathleen Bond is filling Terri's unexpired term</i>	
	George H. Musekamp III	05		Lay
	<i>David L. Yeager</i>	05	John C. Aquara	Lay
Pennsylvania	(6)			
	<i>Wanda Filer, MD</i>	05	Rosaline R. Joseph, MD	Medical
	Daniel Heist, CPA	04	Patricia M. Morley	Lay
	Sandra A. Norman, PhD	04	John P. Welch, MD	Medical
	Kathy J. Selvaggi, MD	05	Mary A. Simmonds, MD, FACP	Medical
	Stephen L. Swanson	05		Lay
	Wendie Waschitsch	04	Samuel W. Monismith, DEd	Lay

<i>Division</i>	<i>Member</i>	<i>Term</i>	<i>Replaces</i>	<i>Lay/Med</i>
South Atlantic	(24)			
<i>(Former Southeast)</i>	George W.P. Atkins	04		Lay
	Peggy Baxter, LCSW	04	M. Robert Cooper, MD	Medical
	Renee Y. Carter, MD	04		Medical
	Mike Crapps	04		Lay
	Paul S. Dale, MD, FACS	05		Medical
	M. Julian Duttera, MD, FACP	04		Medical
	Lynn Erdman, RN, MN, OCN	05		Medical
	Barbara Germino, PhD, RN, FAAN	05		Medical
	Don Elliot Heald	05		Lay
	Russ Peterson	04	Matthew M. Person, III.	Lay
	Phylecia Wilson	04		Lay
	J. Blake Young, Jr.	05		Lay
<i>(Former Mid-Atlantic)</i>	Arnold "Skip" Amass, PharmD	04		Medical
	Briggs W. Andrews, Esq.	04		Lay
	William L. Banks, Jr., PhD	04		Medical
	Claudia R. Baquet, MD, MPH	05		Medical
	R. Clifford Berg, CLU, ChFC	04		Lay
	Jerry Bouquot, DDS, MSD	04		Medical
	Richard S. Burke, CPA	04		Lay
	Barbara Carne, CPA	05		Lay
	<i>Neil E. Dorsey</i>	05	Anna Johnson-Winegar, PhD	Lay
	<i>Audrey Douglas-Cooke, RN, MS</i>	05	John Q.A. Mattern, II, DO	Medical
	Jayne Fernsler, DSN, RN, AOCN	05		Medical
	David F. Zimmerman	05		Lay

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Form 990 Part VI, Line 77

The first sections of the attached document outlines the modifications that have been made to the National Bylaws. These modifications were approved by the appropriate American Cancer Society National Assembly.

ADDITIONAL CHANGES TO THE BYLAWS

ARTICLE II

MEETINGS OF THE NATIONAL ASSEMBLY

Section 2.1 Annual Meeting: An Annual Meeting of the National Assembly shall be held each year, between October 1st and November 30th, except as otherwise provided in Section 2.4. The date and place of the Annual Meeting shall be fixed from time to time by the National Assembly or by the Board of Directors, or if neither of them shall take such action, by the Secretary. The first item on the agenda for the Annual Meeting following the approval of the minutes shall be the election of Officers and Directors.

Section 2.2 Notice of Meetings: The Secretary shall give to each Member not less than thirty (30) calendar days written notice of the Annual Meeting of the National Assembly. At the request of the President of the Society or ten percent of the voting membership of the National Assembly, the Secretary shall immediately call a special meeting of the National Assembly that will be held upon not less than ten (10) calendar days notice to each member of the National Assembly by mail, telegram, telephone, facsimile, or e-mail. The notices of meetings shall state the time and place of the meeting.

Section 2.3 Quorum and Adjournments: A majority of the total elected number of voting Members, present in person, shall constitute a quorum for the transaction of business; but in the absence of a quorum, the presiding officer may adjourn the meeting from time to time until a quorum is present. Where a quorum is present, the vote of the majority of the Members present and voting shall decide any question brought before the meeting.

Section 2.4 States of Substantial Disruption: Should circumstances external to the Society cause a state of substantial disruption to the Society, the majority of the Officers of the Society, as enumerated in ARTICLE V, Sections 5.2 through 5.13, who are able to vote may declare that such a state exists. Said vote may be taken by any reasonable and feasible means and shall be called by the President.

If a state of substantial disruption is declared, the quorum requirement in Section 2.3 shall not apply, and the voting Members, present in person, shall be allowed to proceed with time-urgent transactions of business. All time-urgent transactions of business shall require a majority of those voting, and such transactions shall include, but are not limited to, a vote on the slate of nominees for the Officers of the Society.

All transactions of business that are not time-urgent, including, but not limited to, a vote on the slate of nominees for membership on the Nominating Committee, shall be submitted to the voting Members of the National Assembly by any reasonable and feasible means as soon as is practicable if the Annual Meeting of the National Assembly cannot promptly be rescheduled.

Any ballots sent to the voting Members of the National Assembly must be returned to and received by the National Home Office within twenty (20) calendar days from the date the materials were sent in order to be counted for a final tally.

ADDITIONAL CHANGES TO THE BYLAWS

(b) Responsibilities: The Nominating Committee shall solicit from the membership of the National Assembly nominees as candidates for the Nominating Committee itself for possible inclusion on a slate to be proposed at the next Annual Meeting. In addition, the Nominating Committee annually shall nominate the President, the President-elect, the Immediate Past President, the First Vice President, the Second Vice President, the Chair of the Board of Directors, the Chair-elect of the Board of Directors, the Vice Chair of the Board of Directors, the Immediate Past Chair of the Board of Directors, the Treasurer and the Secretary. The Nominating Committee annually shall nominate a slate of nominees for election as Directors and as Directors-at-Large to fill the positions of those Directors and Directors-at-Large whose terms are expiring upon the election of their successors at the next Annual Meeting, all of whom shall also serve as Board Member Delegates. This slate shall be comprised so that the composition of the Board of Directors following the election of these Directors and Directors-at-Large shall be as stated in ARTICLE IV, Section 4.1(b). Finally, the Nominating Committee shall nominate Past Officer Delegates and, if appropriate, Honorary Life Members to the National Assembly. In selecting nominees, the Nominating Committee shall consider such factors as it deems appropriate and in the best interests of the Society, including diversity.

The Nominating Committee will advise Divisions on when election of Delegates for less than a two year term is necessary and will certify and review the credentials of all candidates for Members of the National Assembly and of all candidates for the Board of Directors.

(c) Prohibition Against Self-Nomination: No voting member of any Nominating Committee (other than the Immediate Past Chair of the Board of Directors and Immediate Past President) shall be nominated as a member of the Board of Directors, including an Officer of the Society or a first term Past Officer Delegate during the term of such Nominating Committee

(d) Time Table: The Nominating Committee shall select and inform its nominees no later than June 30th of each year, which nominations shall promptly be reported to the Members of the National Assembly who will serve at the next Annual Meeting and the Board of Directors.

Section 3.3 Reference Committees: There shall be Reference Committees, but not fewer than one, which the President, after consultation with the Chair of the Board of Directors, may from time to time appoint prior to the Annual Meeting of the National Assembly. The reports of the Reference Committees, together with their recommendations, if any, shall be considered by the National Assembly, following which the work of that Reference Committee shall be finished.

Section 3.4 Composition of Standing and Reference Committees: Unless otherwise specifically provided for herein, Standing and Reference Committees of the National Assembly



CERTIFICATION OF ACCURACY

I, F. Sheffield Hale, the undersigned Chief Counsel of the American Cancer Society, Inc., hereby certify that the attached copy of the Bylaws of the American Cancer Society, Inc. is a complete and accurate copy of the original document.

IN WITNESS WHEREOF, I have executed this declaration on the 8th day of July, 2005.



F. Sheffield Hale
Assistant Secretary, Board of Directors
& Chief Counsel
American Cancer Society, Inc.

**BYLAWS
OF
AMERICAN CANCER SOCIETY, INC.**

(as amended November 13, 2004)

This edition supersedes all editions bearing a previous date.

INDEX

PREAMBLE	MISSION STATEMENT
ARTICLE I	NATIONAL ASSEMBLY
Section 1.1	Functions and Classification of Members
Section 1.2	Number and Election of Division Delegates
Section 1.3	Board Member Delegates
Section 1.4	Past Officer Delegates
Section 1.5	Definition of Medical Profession
Section 1.6	Filling of Vacancies
Section 1.7	Termination of Office of National Assembly Member
Section 1.8	Honorary Life Members
Section 1.9	Resignations
Section 1.10	Conduct of Members
ARTICLE II	MEETINGS OF THE NATIONAL ASSEMBLY
Section 2.1	Annual Meeting
Section 2.2	Notice of Meetings
Section 2.3	Quorum and Adjournments
Section 2.4	States of Substantial Disruption
Section 2.5	Representation by Proxy
Section 2.6	Annual Report to Members of the National Assembly
ARTICLE III	COMMITTEES AND SUBSTRUCTURES OF THE NATIONAL ASSEMBLY
Section 3.1	Committee on Bylaws and Organization
Section 3.2	Nominating Committee
Section 3.3	Reference Committees
Section 3.4	Composition of Standing and Reference Committees
Section 3.5	Term of Committee Membership and Appointment to Fill Vacancies
Section 3.6	Quorum
ARTICLE IV	BOARD OF DIRECTORS
Section 4.1	Role and Composition
Section 4.2	Directors
Section 4.3	Directors-at-Large
Section 4.4	Nominations from the Floor of Delegate Members
Section 4.5	Quorum and Adjournments
Section 4.6	Representation by Proxy
Section 4.7	Appointment of Chairperson in Absence of Board Chair, Chair-elect and Vice Chair
Section 4.8	Notice of Meetings

- Section 4.9 Rules and Regulations
- Section 4.10 Minutes
- Section 4.11 Mail Vote
- Section 4.12 Participation at Meetings by Conference Telephone
- Section 4.13 Election and Service of American Cancer Society Liaison Trustee
- Section 4.14 Audit and Stewardship Committee
- Section 4.15 Additional Committee Structures
- Section 4.16 Filling of Vacancies
- Section 4.17 Conduct of Directors

ARTICLE V OFFICERS

- Section 5.1 List of Volunteer Officers
- Section 5.2 Chair of the Board of Directors
- Section 5.3 Chair-elect of the Board of Directors
- Section 5.4 Vice Chair of the Board of Directors
- Section 5.5 Immediate Past Chair of the Board of Directors
- Section 5.6 President
- Section 5.7 President-elect
- Section 5.8 First Vice President
- Section 5.9 Second Vice President
- Section 5.10 Immediate Past President
- Section 5.11 Treasurer
- Section 5.12 Secretary
- Section 5.13 Chief Executive Officer
- Section 5.14 Additional Officers
- Section 5.15 Assistant Secretaries
- Section 5.16 Compensation of Staff and Additional Officers
- Section 5.17 Provisions Concerning Holding More Than One Office
- Section 5.18 Filling Officer Vacancies

ARTICLE VI DIVISIONS

- Section 6.1 Divisions and Requirements for Divisions
- Section 6.2 Division Charters

ARTICLE VII FISCAL PROVISIONS

- Section 7.1 Fiscal Year
- Section 7.2 Authority to Withdraw Funds
- Section 7.3 Authority to Withdraw Securities
- Section 7.4 Investments
- Section 7.5 Delegation of Authority Regarding Transfer of Securities
- Section 7.6 Audit
- Section 7.7 Annual Budget
- Section 7.8 Division of Funds
- Section 7.9 Indemnification, Limitation on Indemnification, Insurance

ARTICLE VIII	CORPORATE SEAL
ARTICLE IX	AMENDMENTS
ARTICLE X	PARLIAMENTARY PROCEDURE

PREAMBLE
MISSION STATEMENT

The American Cancer Society, Inc. (the "Society") is the nationwide, community based, voluntary health organization dedicated to eliminating cancer as a major health problem by preventing cancer, saving lives from cancer, and diminishing suffering from cancer through research, education, advocacy, and service.

ARTICLE I

NATIONAL ASSEMBLY

Section 1.1 Functions and Classification of Members:

(a) Functions: The National Assembly represents the nationwide grassroots partnership of volunteers. The business and affairs of the Society shall be under the oversight of the National Assembly, and it shall be responsible for the following:

- i. Election of the National Board of Directors (the "Board of Directors"),
- ii. Election of the Officers;
- iii. Election of the Nominating Committee;
- iv. Election of Past Officer Delegates;
- v. Election of Honorary Life Members;
- vi. Approval of Bylaw changes;
- vii. Approval of Division charters and Division charter requirements; and
- viii. Approval of the Division of Funds Policy.

The National Assembly will receive an annual financial report from the Board of Directors and an annual progress report from the President.

(b) Classification of Members: The National Assembly shall be comprised of the Members of the Society. Members are defined as the following:

- i. Delegates elected by Divisions;
- ii. Board Member Delegates;
- iii. Past Officer Delegates; and
- iv. Honorary Life Members.

Such Members shall be nominated and elected as herein provided.

In addition to the Members described above, the Nationwide Executive Team may participate in meetings of the National Assembly in a non-voting ex-officio capacity. The Nationwide Executive Team is comprised of:

1. the CEO from each Division;
2. the following officers of the National Home Office: Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Executive Vice President for Strategic Initiatives, Chief Financial Officer, Chief Counsel, and the National Vice Presidents for Field Operations; and
3. the President of the American Cancer Society Foundation, Inc.

Section 1.2 Number and Election of Division Delegates:

(a) Number of Delegates: Each Division shall be entitled to elect six (6) Delegates to the National Assembly ("Division Delegates"). A new Division, which has resulted from the merger of two or more Divisions, may retain the same total number of Division Delegates from the former constituent Divisions until the beginning of the Annual Meeting of the National Assembly following the third anniversary of the merger. Division Delegates shall always represent a greater percentage of the Members of the National Assembly than the Society's Board of Directors.

(b) Election of Division Delegates: Division Delegates shall be elected by the Divisions at such time as will allow the Divisions to provide the names of those elected to the Nominating Committee no later than July 31st of each year.

A Division Delegate's term commences at the beginning of the Annual Meeting of the National Assembly in the year of the Division Delegate's election and continues for two years ending immediately preceding the beginning of the Annual Meeting of the National Assembly in the year in which their term expires or until their successors are elected and qualified. However, Division Delegates shall be elected so that the terms of one-half of the Division Delegates shall expire in alternate years (although this may require some Division Delegates being elected for only a one year term) and so that one-half of those in office shall be from the Medical Profession and one-half from the laity. At least two Division Delegates from each Division shall be officers or directors of the Division at the time of their election or re-election as Division Delegates.

Except as provided in Section 1.7, no Delegate shall be removed from his or her position as a Division Delegate to the National Assembly prior to the expiration of his or her elected office.

Section 1.3 Board Member Delegates: The Board Member Delegates who are the Officers, Directors, and Directors-at-Large, shall be nominated by the Nominating Committee to serve as Directors of the Board of Directors and upon the commencement of and throughout their term of office on the Board of Directors shall serve for a concurrent term as Board Member Delegates to the National Assembly.

Section 1.4 Past Officer Delegates: The Immediate Past President and the Immediate Past Chair of the Board of Directors, in each case after completion of service, shall be nominated

by the Nominating Committee as a Past Officer Delegate to the National Assembly for a two-year term.

Other elected volunteer officers as named in ARTICLE V, Section 5.1, upon completion of their terms as officers, unless otherwise nominated and elected to an additional term as Delegate or Board Member Delegate may be nominated as a Past Officer Delegate by the Nominating Committee and may be elected by the National Assembly at any meeting of the Assembly provided no more than twelve (12) Past Officer Delegates serve at any one time.

A person who has been a Past Officer Delegate for three consecutive full two-year terms shall not be eligible for re-election. Additionally, the eligibility of a person to serve as a Past Officer Delegate shall not extend for longer than six years beyond termination of service in the office qualifying them for Past Officer Delegateship. An individual may not serve simultaneously as both Past Officer Delegate and Honorary Life Member.

Section 1.5 Definition of Medical Profession: For the purposes of these Bylaws, the "Medical Profession" shall be defined as doctors of medicine, doctors of dental medicine, doctors of dental surgery, doctors of osteopathic medicine, doctors of philosophy in the biological sciences, and doctors of science. Additionally, nurses, pharmacists, and social workers shall be defined as part of the Medical Profession if they have Master's degrees, however, each Division, by its bylaws, may determine the eligibility of such nurses, pharmacists, and social workers to serve as Medical Delegates.

Section 1.6 Filling of Vacancies:

(a) Division Delegates: In the event that a Division Delegate position becomes vacant (including, for purposes of this Section, the assumption by a Division Delegate of Board Member Delegate status), the Division of residence shall elect a Division Delegate for the remainder of the term vacated. The method of nominating and electing Division Delegates shall be provided for in the Bylaws of the respective Divisions except that the Nominating Committee (See ARTICLE III, Section 3.2) shall advise Divisions when a Division Delegate must be elected for less than a two-year term.

(b) Board Member Delegates: In the event that a Board Member Delegate position becomes vacant, the Board of Directors shall elect a successor to the Board of Directors until the next meeting of the National Assembly in accordance with Article IV, Section 4.16.

(c) Past Officer Delegates: The premature termination of a Past Officer Delegate position shall not be deemed to create a vacancy which must be filled for the remainder of the term.

A successor Division Delegate or Board Member Delegate so elected shall be a member of the Medical Profession if his or her predecessor was a member of the Medical Profession, or a member of the laity if his or her predecessor was a member of the laity.

Section 1.7 Termination of Office: The term of office of any Division Delegate, member of the Board of Directors, Past Officer Delegate or Honorary Life Member of the National Assembly may be terminated for cause by vote of a majority of the National Assembly,

present in person and voting, at a meeting called to consider such action. No such action shall be taken by the National Assembly until the person in question shall have been given at least twenty (20) calendar days' notice of the proposed action and the reasons for the proposed actions. The person shall be given a fair opportunity to be heard at the Assembly meeting.

Section 1.8 Honorary Life Members of the National Assembly: A person of eminence who has rendered outstanding service in the fight against cancer may, on nomination by the Board of Directors or by the Nominating Committee, be elected as an Honorary Life Member of the National Assembly by the National Assembly at any meeting. Such Honorary Life Members shall be non-voting Members of the National Assembly, but shall have all other privileges of the floor, except the right to make motions, and shall be eligible to serve as voting Members of committees.

Section 1.9 Resignations: A Division Delegate, Board Member Delegate, Past Officer Delegate or Honorary Life Member may resign by written notice to the Secretary of the Society. Upon receipt of a resignation, the Secretary promptly shall give written notice to the Division from which the Division Delegate, Board Member Delegate, Past Officer Delegate or Honorary Life Member was either elected or chosen.

Section 1.10 Conduct of Members: Every Member of the National Assembly shall avoid conflicts between his or her individual interests and the interests of the Society in any and all actions taken by such Member on behalf of the Society. Every such Member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies, including policies on conflicts of interest, as may from time to time be adopted by the Board of Directors. Each Member shall be required to file a conflict of interest statement annually, but not later than September 30th of each year, with the National Home Office. A Member not in compliance shall forfeit their voting privileges both as a National Assembly Delegate and as a member of the Board of Directors, if applicable, and shall not qualify for reimbursable expenses until such time as a conflict of interest statement has been received.

ARTICLE II

MEETINGS OF THE NATIONAL ASSEMBLY

Section 2.1 Annual Meeting: An Annual Meeting of the National Assembly shall be held each year, between October 1st and November 30th, except as otherwise provided in Section 2.4. The date and place of the Annual Meeting shall be fixed from time to time by the National Assembly or by the Board of Directors, or if neither of them shall take such action, by the Secretary. The first item on the agenda for the Annual Meeting following the approval of the minutes shall be the election of Officers and Directors.

Section 2.2 Notice of Meetings: The Secretary shall give to each Member not less than thirty (30) calendar days written notice of the Annual Meeting of the National Assembly. At the request of the President of the Society or ten percent of the voting membership of the National Assembly, the Secretary shall immediately call a special meeting of the National Assembly that will be held upon not less than ten (10) calendar days notice to each member of the National Assembly by mail, telegram, telephone, facsimile, or e-mail. The notices of meetings shall state the time and place of the meeting.

Section 2.3 Quorum and Adjournments: A majority of the total elected number of voting Members, present in person, shall constitute a quorum for the transaction of business; but in the absence of a quorum, the presiding officer may adjourn the meeting from time to time until a quorum is present. Where a quorum is present, the vote of the majority of the Members present and voting shall decide any question brought before the meeting.

Section 2.4 States of Substantial Disruption: Should circumstances external to the Society cause a state of substantial disruption to the Society, the majority of the Officers of the Society, as enumerated in ARTICLE V, Sections 5.2 through 5.13, who are able to vote may declare that such a state exists. Said vote may be taken by any reasonable and feasible means and shall be called by the President.

If a state of substantial disruption is declared, the quorum requirement in Section 2.3 shall not apply, and the voting Members, present in person, shall be allowed to proceed with time-urgent transactions of business. All time-urgent transactions of business shall require a majority of those voting, and such transactions shall include, but are not limited to, a vote on the slate of nominees for the Officers of the Society.

All transactions of business that are not time-urgent, including, but not limited to, a vote on the slate of nominees for membership on the Nominating Committee, shall be submitted to the voting Members of the National Assembly by any reasonable and feasible means as soon as is practicable if the Annual Meeting of the National Assembly cannot promptly be rescheduled.

Any ballots sent to the voting Members of the National Assembly must be returned to and received by the National Home Office within twenty (20) calendar days from the date the materials were sent in order to be counted for a final tally.

Section 2.5 Representation by Proxy: Representation by proxy at meetings of the National Assembly shall not be recognized.

Section 2.6 Annual Report to Members of the National Assembly: At the Annual Meeting, the Board of Directors, as required by the provisions of the New York Not-for-Profit Corporation Law, shall present a report, verified by the President and Treasurer or by a majority of the Members of the Board of Directors, showing in appropriate detail the assets and liabilities of the corporation, including trust funds; the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes; and the expenses or disbursements of the corporation, for both general and restricted purposes. This report shall be filed with the records of the corporation and an abstract of it shall be entered in the minutes of the proceedings of the Annual Meeting.

ARTICLE III

COMMITTEES AND SUBSTRUCTURES OF THE NATIONAL ASSEMBLY

Section 3.1 Committee on Bylaws and Organization:

(a) Composition: There shall be a Committee on Bylaws and Organization consisting of the Committee's Chair, together with a Vice Chair and not more than six (6) other members appointed by the President, after consultation with the Chair of the Board, immediately following the Annual Meeting. All members of the Committee must be Members of the National Assembly. If the Chair of the Committee is from the laity then the Vice Chair shall be from the Medical Profession and vice versa.

(b) Responsibilities: The Committee, which shall report to the National Assembly, shall consider and recommend changes in or amendments to the Bylaws of the Society to the National Assembly.

Section 3.2 Nominating Committee:

(a) Composition. There shall be a Nominating Committee composed as follows:

- i. the Immediate Past Chair of the Board of Directors and the Immediate Past President;
- ii. six (6) National Assembly Members from the Medical Profession elected at the immediately preceding Annual Meeting by the National Assembly from a slate of not less than twelve (12) Medical Professional candidates proposed by the prior year's Nominating Committee from and among candidates nominated by the National Assembly and by members of the Nominating Committee; and
- iii. six (6) National Assembly Members from the laity elected at the immediately preceding Annual Meeting by the National Assembly from a slate of not less than twelve (12) lay candidates proposed by the prior year's Nominating Committee from and among candidates nominated by National Assembly Members and by members of the Nominating Committee; and
- iv. the President and the Chair of the Board of Directors as non-voting members.

The slate of nominees for membership on the Nominating Committee shall include at least one National Assembly Member from each Division.

Members of the Nominating Committee shall serve for one year terms, each commencing at the conclusion of the Annual Meeting or when he or she is later appointed and ending at the conclusion of the next Annual Meeting or when his or her successor is chosen and qualified. No member of the Nominating Committee shall serve for more than three consecutive one-year terms as a voting member. The chairship of the Nominating Committee shall alternate annually between the Immediate Past President and the Immediate Past Chair of the Board.

(b) Responsibilities: The Nominating Committee shall solicit from the membership of the National Assembly nominees as candidates for the Nominating Committee itself for possible inclusion on a slate to be proposed at the next Annual Meeting. In addition, the Nominating Committee annually shall nominate the President, the President-elect, the Immediate Past President, the First Vice President, the Second Vice President, the Chair of the Board of Directors, the Chair-elect of the Board of Directors, the Vice Chair of the Board of Directors, the Immediate Past Chair of the Board of Directors, the Treasurer and the Secretary. The Nominating Committee annually shall nominate a slate of nominees for election as Directors and as Directors-at-Large to fill the positions of those Directors and Directors-at-Large whose terms are expiring upon the election of their successors at the next Annual Meeting, all of whom shall also serve as Board Member Delegates. This slate shall be comprised so that the composition of the Board of Directors following the election of these Directors and Directors-at-Large shall be as stated in ARTICLE IV, Section 4.1(b). Finally, the Nominating Committee shall nominate Past Officer Delegates and, if appropriate, Honorary Life Members to the National Assembly. In selecting nominees, the Nominating Committee shall consider such factors as it deems appropriate and in the best interests of the Society, including diversity.

The Nominating Committee will advise Divisions on when election of Delegates for less than a two year term is necessary and will certify and review the credentials of all candidates for Members of the National Assembly and of all candidates for the Board of Directors.

(c) Prohibition Against Self-Nomination: No voting member of any Nominating Committee (other than the Immediate Past Chair of the Board of Directors and Immediate Past President) shall be nominated as a member of the Board of Directors, including an Officer of the Society or a first term Past Officer Delegate during the term of such Nominating Committee.

(d) Time Table: The Nominating Committee shall select and inform its nominees no later than June 30th of each year, which nominations shall promptly be reported to the Members of the National Assembly who will serve at the next Annual Meeting and the Board of Directors.

Section 3.3 Reference Committees: There shall be Reference Committees, but not fewer than one, which the President, after consultation with the Chair of the Board of Directors, may from time to time appoint prior to the Annual Meeting of the National Assembly. The reports of the Reference Committees, together with their recommendations, if any, shall be considered by the National Assembly, following which the work of that Reference Committee shall be finished.

Section 3.4 Composition of Standing and Reference Committees: Unless otherwise specifically provided for herein, Standing and Reference Committees of the National Assembly shall consist of approximately equal numbers of members from the Medical Profession and from the laity.

Section 3.5 Term of Committee Membership and Appointment to Fill Vacancies: Unless otherwise provided, each Committee Member shall serve from election or appointment until the conclusion of the next following Annual Meeting and until his or her successor is later elected or appointed and has accepted the office. In the event that any Committee Member

ceases to be qualified for Committee Membership or to serve on such Committee, the President shall forthwith appoint a successor.

Section 3.6 Quorum: A majority of the serving membership of a committee, present in person or by telephone as specified in Section 3.7, shall constitute a quorum for the transaction of business unless otherwise set forth herein. Where a quorum is present, the vote of the majority of the members voting shall decide any question brought before the meeting.

Section 3.7 Participation at Meetings by Conference Telephone: Any Committee Member of the National Assembly may participate in a meeting of such Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any member so participating for purposes of a quorum and for voting on any matter coming before the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Role and Composition:

(a) Role: Responsibility for the ongoing operations of the Society shall rest with the Board of Directors, which shall establish and monitor Society policies. In addition, the Board of Directors shall:

- i. Develop and approve the Society's strategic plan;
- ii. Review the Society's corporate business plan;
- iii. Review and authorize Board Committee objectives and receive and act on Board Committee recommendations;
- iv. Establish budgetary goals, monitor the National Home Office budget and expenditure of funds;
- v. Appoint the Chief Executive Officer; and
- vi. Recommend to the National Assembly those Divisions eligible for charters and changes in charter requirements.

There shall be regular meetings of the Board of Directors each year.

(b) Composition of the Board of Directors: The Board of Directors shall consist of the following members:

- i. Eleven (11) Officers, which shall include the Chair of the Board of Directors, the Chair-elect of the Board of Directors, the Vice Chair of the Board of Directors, the Immediate Past Chair of the Board of Directors, the President, the President-elect, the First Vice President, the Second Vice President, the Immediate Past President, the Treasurer, and the Secretary, as described in Article V;
- ii. Twenty-four (24) Directors, twelve (12) of whom shall be from the Medical Profession and twelve (12) from the laity;
- iii. Eight (8) Directors-at-Large; and
- iv. a Foundation Trustee Liaison.

Each member of the Board of Directors shall have voting rights (except the Foundation Trustee Liaison who shall have all rights of a Director except the right to vote or make motions). Directors shall be elected for a two year term, which will commence upon their election at the Annual Meeting unless a lesser term is required to fill a vacancy or to maintain a balance among medical and lay members of the Board of Directors.

Section 4.2 Directors: The Nominating Committee shall select one nominee from each Division to fill the positions of those Directors whose terms are expiring at the Annual Meeting, drawn from a pool of four nominees forwarded from that Division. At least two of the names submitted in the pool of four from each Division must include Delegates to the National Assembly from that Division and at least one of the names submitted in the pool of four from each Division must include an individual from a racially or ethnically diverse background. If a Division submits fewer than four nominees, the Nominating Committee, after discussion with that Division, shall fill out the Division's pool with additional nominees from that Division's Delegates to the Assembly. The remainder of the 24 Directors positions shall be elected from the remaining nominees submitted by the Divisions or from any Delegate to the National Assembly. Except as set forth in the paragraph below, no Division may have more than two of the twenty-four (24) Board members selected from their pool of nominees or National Assembly Delegates.

In addition to the Board member position per each Division described in the paragraph above, upon the merger of two or more Divisions, the Nominating Committee may, consistent with maintaining the balance between medical and lay members, re-nominate existing Directors from the merged Divisions for the period that such individuals would have been entitled to serve had the Divisions not merged. The merger of two or more Divisions shall not affect the term of any currently serving Director.

No individual shall be nominated for membership on the Board of Directors as a Director if his or her election will result in service for more than three consecutive two year terms as a Director.

All voting members on the Board of Directors shall be Board Member Delegates to the National Assembly and shall be voting members in the National Assembly immediately upon commencement of their term on the Board of Directors.

Section 4.3 Directors-at-Large: The Nominating Committee shall nominate individuals demonstrating significant insights, skill or expertise regarding the fight against cancer from the medical or lay community to serve as Directors-at-Large to the Board of Directors and who shall be Board Member Delegates to the National Assembly to fill the positions of those Directors-at-Large whose terms are expiring upon the election of their successors at the next Annual Meeting. No individual shall be nominated for membership as a Director-at-Large on the Board of Directors if his or her election will result in service for more than three consecutive two year terms as a Director-at-Large to the Board of Directors.

All voting members on the Board of Directors shall be Board Member Delegates to the National Assembly and shall be voting members in the National Assembly immediately upon commencement of their term on the Board of Directors.

Section 4.4 Nominations from the Floor of Board of Directors: By agreement of a majority of the National Assembly, present in person and voting, nominations may be made from the floor. Any nomination from the floor shall be in opposition to a specific nominee of the Nominating Committee. If the nominee opposed has been nominated as specified in Section 4.2 of this ARTICLE IV, then the nominee from the floor must be from the same Division as the opposed nominee.

Section 4.5 Quorum and Adjournments: Two-thirds of the serving membership of the Board of Directors, present in person or by telephone as specified in Section 4.12 of this ARTICLE IV, shall constitute a quorum for the transaction of business; but in the absence of a quorum the presiding officer may adjourn the meeting from time to time until a quorum is present. Where a quorum is present the vote of the majority of the entire serving Board membership shall decide any question brought before the meeting.

Section 4.6 Representation by Proxy: Representation by proxy at meetings of the Board of Directors shall not be recognized.

Section 4.7 Appointment of Chairperson in Absence of Chair, Chair-Elect and Vice Chair: In case of the absence from any meeting of the Board of Directors of the Chair, Chair-Elect and Vice Chair, the Board of Directors shall appoint from among the members present a Chairperson to preside at such meeting.

Section 4.8 Notice of Meetings: The Secretary shall give to each Board member not less than twenty (20) calendar days written notice of each regular meeting of the Board of Directors. At the request of the Chair of the Board of Directors or any ten members, the Secretary shall immediately call a special meeting of the Board of Directors, which may be held upon not less than seven (7) calendar days notice, given to each member of the Board by mail, telegram, facsimile transmission, telephone, or delivered personally. The notice of regular or special meetings shall, in each case, state the time and place of meeting. Notice shall be deemed given on the day it is sent.

Section 4.9 Rules and Regulations: The Board of Directors may from time to time make such rules and regulations as it may deem proper for its own governance and for the transaction of its business, except as otherwise provided in the Bylaws or ordered by the National Assembly.

Section 4.10 Minutes: The Board of Directors shall keep regular minutes of its actions, which will be made available to the National Assembly. A summary of Board activities during the preceding year will be presented at the Annual Meeting of the National Assembly.

Section 4.11 Mail Vote: Matters requiring action of the Board of Directors at a time when a meeting of the Board of Directors cannot conveniently be called may be submitted to its members by its Chair for a mail vote. If all members of the Board of Directors consent in writing to the adoption of a resolution authorizing a particular action, such action shall be deemed to have been taken by the Board of Directors. The action taken in such vote shall be reported at the following meeting of the Board of Directors.

Section 4.12 Participation at Meetings by Conference Telephone: Any member of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any member so participating for purposes of a quorum and for voting on any matter coming before the meeting.

Section 4.13 Election and Service of American Cancer Society Liaison Trustee: The Board of Directors shall, following consultation with the American Cancer Society Foundation, elect a Liaison Trustee for a one year term beginning at the time of the Annual Meeting of the National Assembly. The Liaison Trustee shall not have the right to make motions or vote, nor shall the trustee be counted for purposes of a quorum, but shall have all other privileges of the floor. A Founding Trustee or Trustee Emeritus of the American Cancer Society Foundation shall be eligible to serve in this role

Section 4.14 Audit and Stewardship Committee:

(a) Composition: There shall be an Audit and Stewardship Committee consisting of the Committee's Chair, who shall be the Treasurer, and no less than four (4) other members of the Board of Directors appointed by the Chair of the Board, after consultation with the President, immediately following the Annual Meeting. All Committee members shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member or give the appearance of lack of independence.

(b) Responsibilities: The Audit and Stewardship Committee shall assist the Board in its fiduciary responsibilities, provide oversight of the Society's accounting and auditing practices and internal control procedures in accordance with appropriate regulatory requirements and generally accepted accounting principles and auditing standards, and report its recommendations and findings to the Board of Directors. In addition, the Committee shall review and approve the plans, charter, and activities of Internal Control Risk Management.

In carrying out its responsibilities, the Committee shall adopt a charter, which shall be approved by the Board of Directors, and shall review the charter annually for adequacy and recommend any necessary changes to the Board of Directors.

Section 4.15 Additional Committee Structures: The Board shall establish such committees as appropriate to carry out its business and to assist it in the conduct of the Society's affairs.

Section 4.16 Filling of Vacancies:

(a) Directors: In the event that a position of a Director becomes vacant, then the Board of Directors shall elect a successor until the next meeting of the National Assembly. However, in the event that a position of a Director becomes vacant and leaves a Division

without at least one (1) Delegate on the Board of Directors, then after consultation with the unrepresented Division, the Board of Directors shall select another candidate from either the remaining pool of nominees forwarded to the Nominating Committee from that Division, as specified in ARTICLE IV, Section 4.2, or from the Delegates elected by that Division to the National Assembly to serve for the remainder of the term vacated.

(b) Directors-at-Large: In the event that a Director-at-Large position becomes vacant, the Board of Directors shall elect a successor Director-at-Large to serve until the next meeting of the National Assembly.

Section 4.17 Conduct of Directors: Every member of the Board of Directors shall avoid conflicts between his or her individual interests and the interests of the Society in any and all actions taken by such Member on behalf of the Society. Every such member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies, including policies on Conflicts of Interest, as may from time to time be adopted by the Board of Directors. Each member shall be required to file a conflict of interest statement annually, but not later than January 10th of each year, with the National Home Office. A member not in compliance shall forfeit his or her voting privileges both as a National Assembly Delegate and as a member of the Board of Directors and shall not qualify for reimbursable expenses until such time as a conflict of interest statement has been received.

ARTICLE V

OFFICERS

Section 5.1 List of Volunteer Officers: The volunteer officers of the Society shall be a Chair of the Board of Directors, a Chair-elect of the Board of Directors, a Vice Chair of the Board of Directors, an Immediate Past Chair of the Board of Directors, a President, a President-elect, a First Vice President, a Second Vice President, an Immediate Past President, a Treasurer, and a Secretary. None of these officers shall receive any monetary consideration for services. Said officers shall be elected by the National Assembly from among its Members at the Annual Meeting each year or, in the absence of election at such meeting, at any subsequent meeting of the Board of Directors by the Board of Directors. Upon the commencement of their terms, such officers shall serve as Board Member Delegates to the National Assembly. By agreement of a majority of the National Assembly, present in person and voting, nominations for officers may be made from the floor in addition to the nominees of the Nominating Committee. Any nominations from the floor shall be in opposition to a specific nominee of the Nominating Committee. Volunteer officers shall hold office at the pleasure of the National Assembly, but in no event beyond the next following Annual Meeting of the National Assembly and the election and qualification of their respective successors. Any volunteer officer may resign by notice in writing to the President or the Secretary.

Section 5.2 Chair of the Board of Directors: The Chair of the Board of Directors, who shall be from the laity, shall preside at all meetings of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 5.3 Chair-elect of the Board of Directors: The Chair-elect of the Board of Directors, who shall be from the laity, shall have, in the absence or disability of the Chair of the Board of Directors, all the powers and perform all the duties of the Chair of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 5.4 Vice Chair of the Board of Directors: The Vice Chair of the Board of Directors, who shall be from the laity, shall preside in the absence of the Chair and Chair-elect at any meeting of the Board of Directors and shall perform such other duties as are provided in these Bylaws or as may from time to time be assigned by the Board of Directors.

Section 5.5 Immediate Past Chair of the Board of Directors: The Immediate Past Chair of the Board of Directors shall be the most recent preceding Chair of the Board of Directors remaining eligible and available to serve and shall perform such duties as may from time to time be assigned by the Board of Directors

Section 5.6 President: The President shall be a member of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. The President shall preside at all meetings of the National Assembly and shall perform such other duties as are provided for in these Bylaws or as may be required by the Society's Charter or as may from time to time be assigned by the Board of Directors. The President shall present to the

National Assembly, at the time of its Annual Meeting, a report setting forth significant activities of the Board of Directors during the preceding year. The President presiding at the beginning of any Annual Meeting of the National Assembly shall continue to preside until the close of the Annual Meeting.

Section 5.7 President-elect: The President-elect shall be one of the members of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President, the President-elect shall have all the powers and perform all the duties of the President and shall perform any other such duties as may from time to time be assigned by the Board of Directors.

Section 5.8 First Vice President: The First Vice President shall be one of the members of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President and President-elect, the First Vice President shall have all of the powers and duties of the President and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.9 Second Vice President: The Second Vice President shall be one of the members of the Medical Profession and shall have the necessary background, medical, and leadership qualifications to appropriately represent the Society as judged by criteria established by the Nominating Committee. In the absence of or during the disability of the President, President-elect, and First Vice President, the Second Vice President shall have all of the powers and duties of the President and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.10 Immediate Past President: The Immediate Past President shall be the most recent preceding President remaining eligible and available to serve and shall perform such duties as may from time to time be assigned by the Board of Directors.

Section 5.11 Treasurer: The Treasurer, who shall be from the laity, shall chair all meetings of the Audit and Stewardship Committee and shall assist the Board of Directors in fulfilling its oversight responsibilities over the Society's financial reporting, internal controls, internal-external audit process, and compliance with appropriate financial laws and regulations. The Treasurer shall ensure that the Board of Directors receives regular financial statements and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 5.12 Secretary: The Secretary, who shall be from the laity, shall monitor the keeping of the minutes of all meetings of the National Assembly, the Board of Directors and all standing committees, and shall, when required by law or these Bylaws, give notice of meetings of the National Assembly and the Board of Directors and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 5.13 Chief Executive Officer: The Board of Directors shall appoint, for such periods of time as the Board may determine, a Chief Executive Officer, who shall be the Chief Staff Officer of the Society, with responsibility for the administration of all affairs of the Society, reporting to and serving under the policy guidance of the Board of Directors.

Section 5.14 Additional Staff Officers: The Chief Executive Officer may appoint additional staff officers to carry out the administrative and program operations of the Society, and for the performance of such staff functions as may be required.

Section 5.15 Assistant Secretaries: The National Assembly may also elect or appoint one or more Assistant Secretaries, who shall perform such duties as may from time to time be assigned to them by the Board of Directors or by the Secretary, with the approval of the Board of Directors. In the absence or disability of the Secretary, an Assistant Secretary shall perform the duties of the Secretary.

Section 5.16 Compensation of Staff Officers and Assistant Secretaries: Staff Officers and Assistant Secretaries may receive monetary consideration for their services.

Section 5.17 Provisions Concerning Holding More Than One Office. The Board of Directors may, by resolution not inconsistent with these Bylaws, add to, and define, the duties of any officer. Any offices may be combined and held by the same person except that the offices of President and President-elect shall not be held by the same person, the offices of Chair, Chair-elect and Vice Chair shall not be held by the same person and the offices of President and Secretary shall not be held by the same person

Section 5.18 Filling Officer Vacancies: A vacancy in any office may be filled by the Board of Directors until the next meeting of the National Assembly where new elections may be held.

ARTICLE VI

DIVISIONS

Section 6.1 Divisions and Requirements for Divisions: In each authorized geographical area of the United States, the Society shall promote and encourage the organization and operation of a Division of the Society to carry out its general purposes under its general direction within such geographical area. The Members of the Society shall have the authority to approve the grant of, suspension of, or revocation of Charters for the separately incorporated Divisions, provided that between the meetings of the National Assembly, the Board of Directors shall have such powers on an emergency basis, subject to the powers of the Members to rescind such decision at the next meeting of the National Assembly. Each Division shall operate in accordance with the general policies established by the Society; its Constitution and Bylaws or similar instruments shall conform to the Society's regulations in regard thereto; its books of account shall be audited annually by independent auditors, a copy of whose report shall be delivered to the Society; and it shall agree, in case its Charter from the Society is withdrawn or is not renewed upon expiration, to discontinue and permanently refrain from the use of any name or symbol indicating that the organization is affiliated with the Society.

Section 6.2 Division Charters: Each such duly qualified geographical area organization shall receive a Charter from the Society authorizing the organization to use the name "American Cancer Society, _____ Division, Inc.," to choose its Division Delegates to the National Assembly, and to carry out the general purposes of the Society under its general direction within the specified geographical area. The Charter shall be issued pursuant to authorization of the National Assembly and shall outline the nature and extent of the relationship of each such local organization to the Society, including the nature of the financial relationship. Every such Charter shall expire at such term as is indicated when it is issued. Any such Charter shall be subject to suspension or withdrawal by the National Assembly at any time upon proof that the organization has failed to meet established requirements set by the National Assembly.

ARTICLE VII

FISCAL PROVISIONS

Section 7.1 Fiscal Year: The fiscal year of the Society shall be the twelve-month period ending on August 31st of each year.

Section 7.2 Authority to Withdraw Funds: Funds of the Society on deposit with any bank or trust company or other financial institution shall be subject to withdrawal on the signature of such person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 7.3 Authority to Withdraw Securities: Securities of the Society deposited in any safe deposit box or held by a custodian shall be subject to withdrawal by such person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 7.4 Investments: The Board of Directors shall have power to make investments of the funds of the Society and to change the same and may from time to time sell any part of the securities of the Society or any rights or privileges that may accrue thereon. The Board of Directors may delegate such powers to one or more executive officers of the Society and may from time to time authorize such person or persons as the Board may designate to execute and deliver, on behalf of the Society, proxies on stock owned by the Society, appointing persons to represent and vote such stock at any meetings of the stockholders, with full power of substitution, and to alter and rescind such appointments.

Section 7.5 Delegation of Authority Regarding Transfer of Securities: Any person or persons designated by the Board of Directors shall have authority to execute, under seal, such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Society.

Section 7.6 Audit: The books of account of the Society shall be audited annually by independent auditors who shall be appointed by the Board of Directors. A copy of the report of said audit shall be delivered to the Society for review annually by its Board of Directors.

Section 7.7 Annual Budget: The financial operation of the Society shall be prepared in accordance with the budgetary guidelines as formulated by the Board of Directors.

Section 7.8 Division of Funds: The National Assembly shall set annually at the time of the Annual Meeting the policy on the division of funds received in the annual fund-raising programs and from other sources for the current fiscal year between the Divisions and the Society.

Section 7.9 Indemnification.

(a) Liability: Except as otherwise provided by law, no Director or officer of the Society serving without compensation shall be liable to any person other than the Society based solely on such Director's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

(b) Indemnification and Advancement Generally: Except as provided in Section 7.9(c) of this ARTICLE VII, any person made, or threatened to be made, a party to any action, or proceeding, or investigation whether civil, or criminal, or administrative, by reason of the fact that such person, or such person's testator or intestate, is or was serving in a "Covered Capacity" (as defined in Section 7.9(i) of this ARTICLE VII) shall be indemnified by the Society to the fullest extent permitted by applicable law in effect from time to time. The Society shall advance any such person's related and reasonable expenses, including without limitation attorneys' fees, experts' fees and consultants' fees, upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

(c) Limitations on Indemnification and Advancement: The Society shall not indemnify any person serving in a Covered Capacity if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which they were not legally entitled. No provision of this Section 7.9 shall permit or require indemnification or advancement of expenses insofar as such indemnification or advancement would constitute an "excess benefit transaction" within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended, (the "Code") or private inurement or an impermissible degree of private benefit for purposes of Section 501(c)(3) of the Code.

(d) Determination of Indemnification and Advancement: Any indemnification or advancement of expenses under this Section 7.9, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that such indemnification or advancement is consistent with applicable law and these Bylaws. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the matter giving rise to the claim for indemnification or advancement of expenses, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Enforcement of Indemnification and Advancement: If the Society refuses to indemnify any person who may be entitled to be indemnified or to an advancement of expenses under this Section 7.9, such person shall have the right to maintain an action in any court of competent jurisdiction against the Society to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by the Society for all fees and expenses (including without limitation attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement, or appeal of such action).

(f) Non-Exclusivity of Rights: The right to indemnification and the advancement of expenses conferred in this Section 7.9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, provision of these Bylaws, agreement, vote of disinterested Members or Directors, or otherwise.

(g) Contract Rights: The rights to indemnification and to the advancement of expenses conferred in this Section 7.9 shall be contract rights, representing a bargained-for, contractual condition of an individual's service in a Covered Capacity. Such rights shall continue as to an indemnitee who has ceased to serve in a Covered Capacity and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Although this Section 7.9 may be amended or repealed, no such amendment or repeal shall release, terminate, or adversely affect the rights of a person to indemnification or advance of expenses under this Section 7.9 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit, or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(h) Insurance: The Society shall purchase and maintain insurance to indemnify the Society and its Members, Directors, Officers, employees, volunteers and agents to the fullest extent permitted by applicable law in effect from time to time.

(i) "Covered Capacity": A person shall be deemed to serve in a "Covered Capacity" insofar as he or she serves as Member, Director, Officer, employee, volunteer or agent of the Society or insofar as he or she serves any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Society. Unless the Board shall determine otherwise, any Director or officer of the Society who shall serve as a director, trustee, partner, member, officer, employee, or agent of a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise of which the Society, directly or indirectly, is a member, shareholder, or creditor, or in which the Society is in any way interested, shall be presumed to be serving as such at the request of the Society. In the absence of this presumption, the Board shall determine whether a person is or was serving at the request of the Society, and it shall not be necessary to show any actual or prior request for such service. The Board's determination shall be final and binding on the Society and the person seeking indemnification or advancement of expenses.

(j) Severability: If any provision of this Section 7.9 or the application of any such provision to any person or circumstance is held invalid, illegal, or unenforceable for any reason whatsoever, the remaining provisions of this Section 7.9 and the application of such provision to other persons or circumstances shall not be affected thereby, and to the fullest extent possible the court finding such provision invalid, illegal, or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons entitled to indemnification and advancement of expenses under this Section 7.9, within the bounds of validity, legality, and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in a Covered Capacity is entitled under the provisions of this Section 7.9 to indemnification for a portion but less than all of the liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, excise taxes or penalties, fines, and other expenses actually and reasonably incurred by him or her in connection with a threatened, pending, or

completed action, suit, or proceeding (including without limitation the investigation, defense, settlement, or appeal of such action, suit, or proceeding), whether civil, criminal, administrative, investigative, or appellate, the Society shall nevertheless indemnify such person for the portion thereof to which he or she is entitled.

ARTICLE VIII

CORPORATE SEAL

The Corporate Seal of the Society shall be circular in form with the words "American Cancer Society, Inc." on the circumference, and the word "Seal" in the center and shall be kept at the National Home Office.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended at any meeting of the National Assembly, in which case the notice of meeting shall state the substance of the proposed amendments.

ARTICLE X

PARLIAMENTARY PROCEDURE

The conduct of National Assembly and Board of Directors meetings will be governed by Robert's Rules of Order, as most recently revised. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part VI, Line 90

List of states with which a copy of this return is filed:

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

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Form 990 Part VII, Line 93

<u>Program Service Revenue</u>	<u>Business Code</u>	<u>Amount</u>	<u>Exclusion Code</u>	<u>Excluded Amount</u>	<u>Related or Exempt Function Income</u>
ROYALTY EDUCATION MAGAZINES	541800	\$ 28,014	15	\$ 2,130,051	\$ 1,148,884
SERVICES TO DIVISIONS					\$ 1,723,255
PROGRAM FEES					
		<u>\$ 28,014</u>		<u>\$ 2,130,051</u>	<u>\$ 2,872,139</u>

**AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)
STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Part VIII: Relationship of Activities to the Accomplishment of Exempt Purposes

Line #	Category	Explanation of How Each Activity Contributed Importantly to the Accomplishment of Exempt Purposes
93a	Registration and Service Fees	Fees received for attendance at the professional education meetings sponsored by the American Cancer Society concerning cancer prevention, detection/treatment, and patient care.
	Services to divisions	Sales of services to affiliates for various American Cancer Society nationally run programs including fundraising and legal services (See Statement 22)
102	Primarily sales of publications	Net proceeds from sales of merchandise related to mission related programs of the American Cancer Society (See Statement-5)
103b	Miscellaneous	Miscellaneous revenue from activities not regularly carried on.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Schedule A, Part I

The Boards and Advisory Groups of the American Cancer Society are primarily lay and medical volunteers. However, the Society's mission and programs need a full time effective and committed staff to be successful. The public expects the American Cancer Society to be managed in an efficient, businesslike manner, by talented and productive professional staff. Therefore, the American Cancer Society offers competitive compensation in order to attract and retain the highest level of staff leadership. While desiring to be competitive, the American Cancer Society is also committed to good stewardship of public funds. Accordingly, in depth labor market analysis, with the aid of external independent compensation consulting firms, is conducted at appropriate intervals.

All American Cancer Society employees listed on Schedule A, Part I are full-time employees of the American Cancer Society National Home Office.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Schedule A, Part III, Line 2c

Certain Society directors are affiliated with institutions to which the Society has awarded research grants. Additionally, the Society pays professional fees to several firms of which its directors are members.

Full disclosure is made of these relationships to the board pursuant to the Society's conflict of interest policy, a copy of which is attached. All Directors, National Assembly Members, and Committee Members, and all appropriate staff of the American Cancer Society are required to sign a conflict of interest statement (board member example attached) on an annual basis to ensure disclosure any potential conflicts of interest.

CODE OF ETHICS AND CONFLICT OF INTEREST POLICY AMERICAN CANCER SOCIETY

Introduction and Applicability

The Code of Ethics and Conflict of Interest Policy ("Code") of the American Cancer Society, Inc. ("ACS") establishes the ethical standards for Associates of ACS, and is intended as a model policy for affiliated entities.

The term "Associate" means volunteers and staff. It is every Associate's responsibility to discharge his or her duties in a manner that promotes and preserves public trust, proper stewardship, and confidence in the integrity of ACS. Associates should respect and comply with ACS rules and regulations, should observe high standards of conduct, and should participate in establishing and maintaining such high standards. Adverse consequences including termination of staff or removal of a volunteer from a governance position can potentially result from the failure to comply with the Code.

It is the continuing duty of all Associates to review and assess his or her conduct in light of the provisions of the Code. Each Associate shall seek either in writing or in person the advice of his or her supervisor or the Office of Corporation Counsel when a reasonable doubt regarding an ethical consideration arises.

The attached Conflict of Interest Disclosure Statement should be completed by all staff, by governance volunteers, and by those other volunteers determined to be in a position that warrants their completing the form.

I. Performance of Duties

- A. ACS Associates shall endeavor at all times to perform duties properly, diligently, and in as courteous a manner as possible.
- B. No Associate shall alter, destroy, mutilate, conceal, or fail to make required entries on any record within the Associate's control.
- C. Associates with reporting responsibilities shall provide full, fair, accurate, timely and understandable disclosure in any reports required by ACS.
- D. Associates shall comply with applicable governmental rules and regulations.
- E. Associates shall act honestly and ethically.
- F. No Associate shall discriminate on the basis of race, religion, national origin, gender, sexual orientation, age, disability, or marital status in the conduct of services for ACS.
- G. Associates who are attorneys, certified public accountants, or members of other professional groups are bound by the appropriate professional duties and code of conduct of those roles.

II. Abuse of Position and Conflict of Interest

The ACS is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is critical both for its continued financial stability and for public support. ACS is subject to scrutiny by and is held accountable to governmental authorities as well as to the public.

Consequently, there exists between ACS, its Associates, and the public a fiduciary duty, which carries with it a duty of loyalty. Associates have the responsibility of administering the affairs of ACS honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of ACS.

Associates shall use the resources, property, and funds under the Associate's control judiciously and solely in accordance with prescribed policy and in the best interest of ACS. Furthermore, Associates shall exercise the utmost good faith in all transactions, and they shall not use their positions with ACS or knowledge gained therein for their personal benefit or to secure unwarranted privileges for or from another person or entity. The interests of ACS must be the first priority in all decisions and actions.

No Associate shall accept, solicit, or agree to accept any gift, favor, complimentary service, or other thing of value under circumstances from which it might be reasonably inferred that such gift, service, or other thing of value was given or offered for the purpose of influencing the Associate in the discharge of his or her duties. Supplier selections and purchasing decisions must always be business decisions made on the basis of merit: by comparing and evaluating price, quality, performance, and suitability. Decisions must not be influenced by any other factor, such as personal relationships, gifts, hospitality, or anything else of direct or indirect value.

A. Areas in Which Conflict May Arise - Conflicts of interest may arise in the relations of Associates with any of the following third parties:

- Persons and firms supplying goods and services to ACS (vendors and professionals), including but not limited to:
 - Construction services.
 - Professional services, including accounting and legal services.
 - Contracts with individuals, including consultants and part time staff.
 - Persons and firms from whom ACS leases property and equipment.
 - Persons and firms with whom ACS is dealing or planning to deal in connection with the purchase or sale of real estate, securities, or other property.
- Donors, volunteers, and others supporting ACS.
- Agencies, other nonprofits, and associations that affect the operations of ACS.
- Entities from whom ACS receives grants or to whom ACS provides grants.

B. Nature of Conflicting Interest - A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms as discussed in Section A. Such an interest might arise through:

- Association with any entity that deals with ACS of which you are: a. partner or a controlling shareholder or executive officer, if the NHO made, or received, payments

from that entity that exceeded 5% of the NHO's or the other entity's annual revenues, or \$200,000, whichever is greater, in any of the past three years; or have any other position with another entity that would cause the appearance of a conflict of interest. Any question regarding independence should be reviewed by the Board of Directors for final resolution.

- Receiving compensation for services with respect to individual transactions involving ACS.
- Using ACS's time, personnel, equipment, supplies, or goodwill for any purpose other than ACS approved activities, programs, or purposes.
- Receiving any gift or loan from third parties dealing or competing with ACS, or seeking to deal with ACS, except for gifts of a value of less than \$75 that could not be refused without discourtesy and which will not give rise to the perception that the Associate's independent judgment might be compromised. A gift that has a value exceeding seventy-five dollars (\$75) and that is not returned to the giver, for any reason, must be reported immediately to your supervisor (if staff) or the Audit Committee (if a volunteer), and also reported on your disclosure statement. Similarly, a series of gifts with a one-year time frame, all of which cumulatively are valued at seventy-five dollars (\$75) or more, should be treated as a single gift for purposes of this policy. No personal gift of cash or a cash equivalent should ever be accepted.
- Owning money to ACS (other than minor amounts incurred in the ordinary course of business and promptly repaid in full) if you are a director or volunteer or officer of ACS.

C. Interpretation of Conflicts of Interest

The areas of conflicting interest listed in Section A, and the relationships in those areas that may give rise to conflicts, as listed in Section B, are not exhaustive. Conflicts may arise in other areas or through other relationships. It is assumed that Associates will recognize such areas and relation by analogy.

The fact that one of the interests described in Section B exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances, it is necessarily adverse to the interests of ACS.

However, it is the policy of ACS that the existence of any of the interests described in Section B must be disclosed before any transaction is consummated. It shall be the continuing responsibility of Associates to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make any necessary disclosures. In deciding whether a transaction might constitute a conflict of interest ask yourself these questions:

- Would the transaction be prudent, be in good faith, and be in the best interests of ACS?
- Would the transaction affect any decision I will make at ACS?
- How would the transaction seem to others within the ACS – Would they think it might affect how I do my job for ACS?

- How would it look to someone outside of ACS, such as a donor, a public watchdog group, the State Attorney General, or the newspaper?

D. Disclosure Policy and Procedure

- Acceptance of any gift(s) exceeding seventy-five dollars (\$75) must be reported immediately to your supervisor.
- A Conflict of Interest and Disclosure Statement shall be completed annually by all staff, governance volunteers, and other volunteers if warranted, and returned to the Human Resources Department (for staff) or Chief Counsel (for Volunteers). The Office of Corporation Counsel and the Audit Committee shall review and monitor potential conflicts.
- New hires shall complete a Conflict of Interest and Disclosure Statement during the orientation process.

III. Non-Disclosure of Confidential Information

Associates shall not violate ACS's policies regarding the non-disclosure of confidential information.

IV. Disclosure

Each Associate shall immediately report violations of the Code of Ethics and Conflict of Interest, criminal law, or the attempt to induce another to violate these standards or violate criminal law, in accordance with established policies. A failure to report a violation is itself a violation of the Code. If you request anonymity, ACS will not disclose your identity.

American Cancer Society, Inc.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

In order to be comprehensive, this statement of disclosure/questionnaire requires you to provide information with respect to certain parties that are related to you. These persons are termed "affiliated persons" and include the following:

- a. your spouse, domestic partner, child, mother, father, brother or sister;
- b. any entity that deals with ACS of which:
 - you are a partner or a controlling shareholder or executive officer, if the NHO made, or received, payments from that entity that exceeded 5% of the NHO's or the other entity's annual revenues, or \$200,000, whichever is greater, in any of the past three years, or
 - you have any other position with another entity that would cause the appearance of a conflict of interest. Any question regarding independence should be reviewed by the Board of Directors for final resolution.
- c. any trust, estate, or other legal entity in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. YOUR NAME (Please print)

2. YOUR ACS CAPACITY:

_____ Board of Directors Member

_____ Board of Directors Officer

_____ National Assembly Member

_____ Other Volunteer Role

_____ Staff (position): _____

3. Have you or any of your affiliated persons provided services or property to ACS in the past year other than in your capacity shown in question 2 above and other than services or property you donated? YES NO

If yes, please describe the nature and value of the services or property, and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Have you or any of your affiliated persons purchased services or property from ACS in the past year other than services or property generally available for purchase by others (for example, not including purchase of Relay items, postage, equipment generally offered for sale to all staff, etc.)? YES NO

If yes, please describe the purchased services or property and the value and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which ACS was or is a party?
___ YES ___ NO

If yes, describe the transaction(s) and value, and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. If you are a Director or volunteer or staff officer, were you or any of your affiliated persons financially indebted to ACS at any time in the past year (other than minor amounts incurred in the ordinary course of business and promptly repaid in full)? ___ YES ___ NO

If yes, please describe the reason for the indebtedness and the amount, and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from ACS or as a result of your relationship with ACS, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to ACS? ___ YES ___ NO

If yes, please describe the benefit(s) and value, and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving ACS? ___ YES ___ NO

If yes, please describe the proceeding(s) and magnitude of potential claims or settlements if any, and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by ACS in accordance with the terms and intent of ACS's conflict of interest policy? _____ YES
_____ NO

*If yes, please describe the situation(s), and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

10. Have you received any gift or loan from a third party dealing or competing with ACS, or seeking to deal with ACS, that exceeded seventy-five dollars (\$75) and that was not returned to the giver? _____ YES _____ NO

*If yes, please describe the situation(s), and all of the facts and circumstances and amounts involved.

_____ I HERBY CONFIRM that I have read and understand ACS's Code of Ethics and Conflict of Interest Policy and that my responses to the above questions are complete and correct to the best of my information and belief.

I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will immediately notify my supervisor (if staff) or the Audit Committee (if a volunteer).

Signature

Date

Please return to:

Staff:

National Vice President for Human Resources
1599 Clifton Road, NE
Atlanta, GA 30329-4251

Volunteers:

Chief Counsel
1599 Clifton Road, NE
Atlanta, GA 30329-4251

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Schedule A, Part III, Line 2d

Our volunteer officers and directors are reimbursed for all actual travel expenses incurred while on the business of the American Cancer Society, Inc.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

**STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004**

E.I.N. 13-1788491

Schedule A, Part III, Line 3a

Disbursements, in furtherance of the corporation's exempt programs, are made directly in the conduct of the activities constituting the exempt purpose or function for which the corporation is organized and operated. In all cases, disbursements are made in accordance with the procedures or are subject to conditions established by the governing board of the corporation and are designed to ensure that individuals and organizations receiving disbursements from the corporation, in furtherance of its exempt programs, are adequately investigated to ensure that they are qualified recipients.

AMERICAN CANCER SOCIETY, INC. (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED
TO FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Schedule A, Part IV-A, Line 22

2002

Program Service Revenue (Tax Return Line 2)	\$ 6,364,105
Gross Profit from Inventory (Tax Return Line 10c)	\$ 2,692,355
Other Revenue (Tax Return Line 11)	\$ 4,454,742
	<u>\$ 13,511,202</u>

2001

Program Service Revenue (Tax Return Line 2)	\$ 8,485,395
Gross Profit from Inventory (Tax Return Line 10c)	\$ 3,384,751
Other Revenue (Tax Return Line 11)	\$ 4,180,200
	<u>\$ 16,050,436</u>

2000

Program Service Revenue (Tax Return Line 2)	\$ 2,529,020
Gross Profit from Inventory (Tax Return Line 10c)	\$ 3,930,795
Other Revenue (Tax Return Line 11)	\$ 4,602,751
	<u>\$ 11,062,566</u>

1999

Program Service Revenue (Tax Return Line 2)	\$ 4,140,512
Gross Profit from Inventory (Tax Return Line 10c)	\$ 1,471,312
Other Revenue (Tax Return Line 11)	\$ 2,214,121
	<u>\$ 7,825,945</u>

AMERICAN CANCER SOCIETY (NATIONAL HOME OFFICE)

STATEMENT MADE A PART OF AND ATTACHED TO
FORM 990 FOR THE YEAR ENDED AUGUST 31, 2004

E.I.N. 13-1788491

Schedule A, Part VI-B, Description of Lobbying Activity by Non-electing Public Charities

The American Cancer Society is the nationwide community-based voluntary health organization dedicated to eliminating cancer as a major health problem by preventing cancer, saving lives and diminishing suffering from cancer through research, education, advocacy and service. In serving this mission, advocacy efforts focus on building support for or voicing opposition to public policy initiatives that have the potential to impact people touched by cancer.

During fiscal year 2004, the National Home Office (NHO) of the Society educated lawmakers and the public on several key health policy measures.

Federal Activities

At the federal level, NHO advocated for cancer legislation relating to the following issues:

- Appropriations for cancer-related programs for various government agencies
- Increased access to clinical trials for cancer patients
- Cancer prevention education and outreach
- Research into population disparities in cancer incidence and mortality
- Funding for programs to reach minority and underserved populations with cancer messages
- Tobacco control
- Increased access to cancer screening and treatment for those with private insurance, the Medicare and Medicaid populations, the underinsured and the uninsured
- Pain management

Lobbying on these issues included direct contact with legislators, advertising, and collaboration with health partners. The Society sent electronic updates to nationwide Society staff, volunteers, and other interested parties. In addition, the Society assisted in sending constituent email to lawmakers through a functionality on the Society's website.

State Activities

At the state level, NHO assisted the Society's Divisions by providing strategic counseling on the legislative process, analysis of proposed legislation, and background research and

materials. NHO delivered this assistance on a range of cancer control measures as listed below. NHO also provided assistance on nonprofit issues.

Cancer control measures:

- Increased funding for state cancer registries and fair disclosure requirements
- Increased taxes on tobacco products
- Coverage of prostate cancer screening
- Bone marrow transplant reimbursement
- Increasing access to clinical trials
- Removal of taxes on necessary prosthetics for cancer patients
- Palliative care and pain management
- Breast and Cervical Cancer Treatment Act
- Coverage of colon cancer screening
- Comprehensive school health
- Clean indoor air measures
- Drug Depositories

NHO granted funds to the Society's Divisions throughout the United States to support lobbying activities and advertisements designed to influence the state legislatures. Grant money dedicated to these types of lobbying efforts was reported by both NHO as lobbying "grants" in Part VI-B of this Form 990, as well as lobbying expenditures in Part VI-A of the Division Group Return Form 990 filed by the Society's Divisions. For example, grants were given to support state legislative lobbying activities for tobacco control issues.

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

Part I Automatic 3-Month Extension of Time—Only submit original (no copies needed)
 Note: Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only
 All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization American Cancer Society National Home Office	Employer identification number 13; 1788491
	Number, street, and room or suite no. If a P.O. box, see instructions 1599 Clifton Rd. NE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Atlanta, GA 30329	

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

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

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

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until April 15, 2005, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year 20... or
 ▶ tax year beginning September 1, 2003, and ending August 31, 2004.

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 \$ _____ N/A

Signature and Verification

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

Signature ▶ Catherine E. Mickle Title ▶ CFO Date ▶ 12/15/2004

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** and check this box **Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization American Cancer Society National Home Office	Employer identification number 13 : 1788941
	Number, street, and room or suite no. if a P.O. box see instructions 1599 Clifton Rd. NE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address see instructions Atlanta, GA 30329	

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

- Form 990 Form 990-EZ Form 990-T (sec. 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
- Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

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

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

4 I request an additional 3-month extension of time until July 15, 2005

5 For calendar year _____, or other tax year beginning September 1, 2003 and ending August 31, 2004

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

7 State in detail why you need the extension Additional time required to gather sufficient information to file a complete and accurate return. Therefore, American Cancer Society National Home Office respectfully requests an extension of time to file form 990.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

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

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

Signature and Verification

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

Signature Catherine E. Mickle Title C.F.O. Date 3/30/05

Notice to Applicant—To Be Completed by the IRS

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

By _____ Director

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

Type or print	Name	EXTENSION APPROVED APR 14 2005
	Number and street (include suite, room, or apt. no.) Or a P.O. box number	FIELD DIRECTOR, SUBMISSION PROCESSING CENTER
	City or town, province or state, and country (including postal or ZIP code)	