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Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

B Check if applicable		C Name of organization HUMANE AMERICA ANIMAL FOUNDATION				D Employer identification number 95-4761276	
Address change		Doing Business As				E Telephone number (800) 728-3273	
Name change		Number and street (or P O box if mail is not delivered to street address)		Room/suite		G Gross receipts \$ 2,015,154.	
Initial return		P. O. BOX 7				H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Terminated		City or town, state or county, and ZIP + 4		REDONDO BEACH, CA 90277		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
Amended return		F Name and address of principal officer				H(c) Group exemption number ►	
Application pending							
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website ► WWW.ADOPTAPET.COM		K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► L Year of formation 1999 M State of legal domicile CA			

Part I

Summary

1 Briefly describe the organization's mission or most significant activities
TO REDUCE EUTHANASIA IN ANIMAL SHELTERS BY INCREASING PUBLIC AWARENESS
MAKING INFORMATION ABOUT PETS IN SHELTERS AVAILABLE ON THE INTERNET &
FACILITATING VOLUNTEERISM IN SHELTERS & ANIMAL RESCUE ORGANIZATIONS

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a) 3 3.

4 Number of independent voting members of the governing body (Part VI, line 1b) 4 2.

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 6.

6 Total number of volunteers (estimate if necessary) 6 3,000.

7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 85,874.

b Net unrelated business taxable income from Form 990-T, line 34 7b 84,874.

SCANNED DEC 21 2012 Activities & Governance

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	1,406,295.	1,927,134.
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,005.	2,146.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	183,069.	85,874.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,592,369.	2,015,154.

Expenses

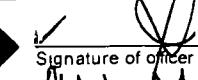
	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	68,655.	125,153.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	445,044.	488,014.
16a Professional fundraising fees (Part IX, column (A), line 16)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► <i>RECEIVED NOV 21 2012</i>	175,515.	
17 Other expenses (Part IX, column (A), lines 13-16)	811,349.	1,049,454.
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,325,048.	1,662,621.
19 Revenue less expenses Subtract line 18 from line 12	267,321.	352,533.

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	1,169,110.	1,515,637.
21 Total liabilities (Part X, line 26)	6,652.	8,279.
22 Net assets or fund balances Subtract line 21 from line 20.	1,162,458.	1,507,358.

Part II Signature Block

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

Sign Here	►  Signature of officer ► <i>Abbie Moore, Executive Director</i> Type or print name and title	11-14-12 Date
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Paid Preparer Use Only	Print/Type preparer's name CHI YANG	Preparer's signature <i>Chi Yang</i>	Date 11/5/12	Check <input type="checkbox"/> if self-employed	PTIN P00168765
	Firm's name ► J. ARTHUR GREENFIELD & CO. LLP			Firm's EIN ► 95-2118809	
	Firm's address ► 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124			Phone no 310-208-2646	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

JSA

1E1010 1 000

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O

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

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

MAKING INFORMATION ABOUT PETS IN SHELTERS AVAILABLE ON THE

INTERNET AND ENCOURAGING AND FACILITATING VOLUNTEERISM IN SHELTERS

AND ANIMAL RESCUE ORGANIZATIONS.

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

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

4d Other program services (Describe in Schedule O)

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

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

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete *Schedule C, Part I*

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete *Schedule C, Part II*

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete *Schedule C, Part III*

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete *Schedule D, Part I*

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete *Schedule D, Part II*

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete *Schedule D, Part III*

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete *Schedule D, Part IV*

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete *Schedule D, Part V*

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete *Schedule D, Part VI*

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete *Schedule D, Part VII*

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete *Schedule D, Part VIII*

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete *Schedule D, Part IX*

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete *Schedule D, Part X*

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete *Schedule D, Part XI*

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete *Schedule D, Parts XI, XII, and XIII*

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing *Schedule D, Parts XI, XII, and XIII* is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete *Schedule E*

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete *Schedule F, Parts I and IV*

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete *Schedule F, Parts II and IV*

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete *Schedule F, Parts III and IV*

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete *Schedule G, Part I* (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete *Schedule G, Part II*

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete *Schedule G, Part III*

20a Did the organization operate one or more hospital facilities? If "Yes," complete *Schedule H*

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3		X
4		X
5	N/A	
6		X
7		X
8		X
9		X
10		X
11a	X	
11b		X
11c		X
11d	X	
11e		X
11f		X
12a	X	
12b		X
13		X
14a		X
14b		X
15		X
16		X
17		X
18		X
19		X
20a		X
20b	N/A	

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.

22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III.

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J

24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25.

 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25 a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

 b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I.

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . .

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)

 a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.

 b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV.

 c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . .

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I.

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1

35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

 b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O

	Yes	No
21	X	
22	X	
23	X	
24a	X	
24b	N/A	
24c	N/A	
24d	N/A	
25a	X	
25b	X	
26	X	
27	X	
28a	X	
28b	X	
28c	X	
29	X	
30	X	
31	X	
32	X	
33	X	
34	X	
35a	X	
35b	X	
36	X	
37	X	
38	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V.

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	11
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	6
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).</i>	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	5a	X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	N/A
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6b	N/A
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	X
7	Organizations that may receive deductible contributions under section 170(c).	7b	N/A
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7f	X
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	N/A
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	N/A
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	N/A
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9b	X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	N/A
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?	13a	N/A
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	N/A

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are	1a	3
b	Enter the number of voting members included in line 1a, above, who are independent	1b	2
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	N/A
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	N/A

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA, IL,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► ABBIE MOORE P.O. BOX 7 REDONDO BEACH, CA 90277 800-728-3273

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

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

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

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

Part VII. Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

1b Sub-total	►	229,017.	0	0
c Total from continuation sheets to Part VII, Section A	►	0	0	0
d Total (add lines 1b and 1c)	►	229,017.	0	0

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 1

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

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

Part IX Statement of Functional Expenses

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

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

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

Part X Balance Sheet

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

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

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

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII Yes No

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

Form 990 (2011)

2a X2b X2c 3a X3b N/A

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public
Inspection

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

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

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

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

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

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)** See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s)

	Yes	No
11g(i)	X	
11g(ii)	X	
11g(iii)	X	

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

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support**Calendar year (or fiscal year beginning in) ►**

1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")

2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose

3 Gross receipts from activities that are not an unrelated trade or business under section 513

4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf

5 The value of services or facilities furnished by a governmental unit to the organization without charge

6 **Total.** Add lines 1 through 5

7a Amounts included on lines 1, 2, and 3 received from disqualified persons

b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year

c Add lines 7a and 7b.

8 **Public support** (Subtract line 7c from line 6)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1						
2						
3						
4						
5						
6						
7a						
b						
c						
8						

Section B. Total Support**Calendar year (or fiscal year beginning in) ►**

9 Amounts from line 6.

10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources

b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975

c Add lines 10a and 10b

11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on

12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)

13 **Total support** (Add lines 9, 10c, 11, and 12)

	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9						
10a						
b						
c						
11						
12						
13						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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

FORM 990, PART VIII - CONTRIBUTIONSATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>FEDERATED CAMPAIGNS</u>	<u>MEMBERSHIP DUES</u>	<u>FUNDRAISING EVENTS</u>	<u>RELATED ORGANIZATIONS</u>	<u>GOVERNMENT GRANTS</u>	<u>ALL OTHER CONTRIBUTIONS</u>
VAR	01/07/2011	769,127.					
VAR	04/21/2011	57,000.					
VAR	04/21/2011	30,052.					
VAR	04/21/2011	10,000.					
VAR	04/21/2011	7,611.					
TOTALS							<u>1,927,134.</u>

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Tax Year
2a	
2b	
2c	
2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	
4 Number of states where property subject to conservation easement is located ► -----	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ -----
(ii) Assets included in Form 990, Part X	► \$ -----
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ -----
b Assets included in Form 990, Part X	► \$ -----

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

JSA
1E12681 000

Schedule D (Form 990) 2011

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

Amount	
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

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

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

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

Yes	No
3a(i)	
3a(ii)	
3b	

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		87,137.	79,684.	7,453.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ►				7,453.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

990, SCHEDULE D, PART XI, LINE 8

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

990, SCHEDULE D, PART XII, LINE 2D

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

1) 2011 GIFTS & ADVERTISING INCOME REC'D IN 2012	\$ 105,000
2) 2010 GIFTS & ADVERTISING INCOME REC'D IN 2011	(118,552)
3) MISCELLANEOUS BOOK ADJUSTMENT ON INCOME	854
4) 2011 EXPENSES RELATED TO UBTI THAT WAS NETTED AGAINST INCOME	58,185
<hr/>	
TOTAL	\$ 45,487
<hr/>	

Part XIV Supplemental Information (continued)

990, SCHEDULE D, PART XIII, LINE 2D

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

1) 2010 ACCRUED EXPENSES PAID IN 2011	\$ (54,908)
2) 2011 ACCRUED EXPENSES PAID IN 2012	27,868
3) TEMPORARY BOOK/TAX DIFFERENCES ON VARIOUS EXPENSES	97,909
4) EXPENSES RELATED TO UBTI THAT WAS NETTED AGAINST INCOME	58,185
<hr/>	
TOTAL	129,054
<hr/>	

**SCHEDULE I
(Form 990)****Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**Department of the Treasury
Internal Revenue ServiceComplete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22
► Attach to Form 990.OMB No 1545-0047
2011
**Open to Public
Inspection**

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

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

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

3 Enter total number of other organizations listed in the line 1 table

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

30.

► Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

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

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

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

INFORMATION AVAILABLE UPON REQUEST.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

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

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

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

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

FORM 990, PART VI, SECTION B, LINE 15 - COMPENSATION REVIEW PROCESS
THE BOARD OF DIRECTORS REVIEWS ALL COMPENSATION-RELATED MATTERS INCLUDING
STARTING SALARIES, SALARY INCREASE AND BENEFITS, TAKING INTO ACCOUNT
AVAILABLE DATA ON COMPARABLE POSITIONS IN SIMILAR ORGANIZATIONS.

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

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

FORM 990, PART XI, LINE 5

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

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

ADJUSTMENTS.

FORM 990, PART VI, SECTION B, LINE 12

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

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

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

ATTACHMENT 2FORM 990, PART VIII - INVESTMENT INCOME

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

ATTACHMENT 3

Name of the organization

HUMANE AMERICA ANIMAL FOUNDATION

Employer identification number

95-4761276

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

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

Name of the organization HUMANE AMERICA ANIMAL FOUNDATION	Employer identification number 95-4761276
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ATTACHMENT 3 (CONT'D)FORM 990, PART IX - OTHER EXPENSES

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

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

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

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions.

► Attach to your tax return.

2011

HUMANE AMERICA ANIMAL FOUNDATION

95-4761276

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

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

1 Maximum amount (see instructions)	1
2 Total cost of section 179 property placed in service (see instructions)	2
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ► 13			

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

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

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14
15 Property subject to section 168(f)(1) election	15
16 Other depreciation (including ACRS)	16

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	4,052
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	SEE DETAIL	4,028.	5.000	HY	200DB	806.
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property						
h Residential rental property						
i Nonresidential real property						

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

20a Class life		12 yrs	MM	S/L
b 12-year				
c 40-year				

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22 4,858.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23

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

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

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

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

Section B - Information on Use of Vehicles

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

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

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

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

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

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

Part VI Amortization

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

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning accumulated depreciation	Ending accumulated depreciation	Method	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
OFFICE EQUIPMENT	07/01/2000	2,953.	100.000			2,953.	2,953.	2,953.	200DB	HY	5		
OFFICE EQUIPMENT	07/01/2001	4,229.	100.000			4,229.	4,229.	4,229.	200DB	HY	5		
OFFICE EQUIPMENT	06/04/2002	1,470.	100.000			1,470.	1,470.	1,470.	200DB	HY	7		
OFFICE EQUIPMENT	07/01/2002	1,325.	100.000			1,325.	1,325.	1,325.	200DB	HY	5		
HARDWARE UPGRADE	06/12/2003	2,025.	100.000			2,025.	2,025.	2,025.	SL	HY	5,000		
OFFICE EQUIPMENT	02/21/2003	1,525.	100.000			1,525.	1,525.	1,525.	200DB	HY	5		
OFFICE EQUIPMENT	04/28/2003	4,083.	100.000			4,083.	4,083.	4,083.	200DB	HY	5		
DELL COMPUTER	12/19/2005	2,291.	100.000			2,291.	2,291.	2,291.	200DB	HY	5		
COMP USA COMPUTER	12/27/2005	945.	100.000			945.	945.	945.	200DB	HY	5		
DELL SERVER	04/09/2006	3,516.	100.000			3,516.	3,513.	3,513.	200DB	HY	5		
OFFICE EQUIPMENT	07/01/2006	1,020.	100.000			1,020.	962.	1,020.	200DB	HY	5		
DELL SERVER	01/25/2007	1,851.	100.000			1,851.	1,530.	1,743.	200DB	HY	5		
COMPUTER EQUIPMENT	03/06/2007	2,371.	100.000			2,371.	1,961.	2,234.	200DB	HY	5		
DELL SERVER	09/19/2007	2,262.	100.000			2,262.	1,871.	2,132.	200DB	HY	5		
DELL SERVER	12/10/2007	4,358.	100.000			4,358.	3,606.	4,108.	200DB	HY	5		
APPLE COMPUTER	07/24/2007	1,794.	100.000			1,794.	1,484.	1,591.	200DB	HY	5		
COMPUTER EQUIPMENT	05/15/2009	807.	100.000			807.	419.	574.	200DB	HY	5		
DELL SERVER	02/17/2009	5,712.	100.000			5,712.	2,970.	4,067.	200DB	HY	5		
DELL SERVER	10/08/2010	750.	100.000			750.	38.	323.	200DB	MQ	5		
Less Retired Assets													
Subtotals						51,415.	39,104.	43,962.					
Listed Property													4,858.
TELEPHONE SYSTEM	07/01/2000	6,204.	100.000				8,204.	8,204.	200DB	HY	7		
COMPUTERS/MONITOR	07/01/2001	7,795.	100.000				7,795.	7,795.	200DB	HY	5		
DIGITAL CAMERAS	07/01/2001	2,425.	100.000				2,425.	2,425.	200DB	HY	5		
TELEPHONE SYSTEM	07/01/2001	1,092.	100.000				1,092.	1,092.	200DB	HY	7		
Less Retired Assets													
Subtotals							35,722.	35,722.					
TOTALS							87,137.	74,826.	79,684.				
AMORTIZATION													
Asset description	Date placed in service	Cost or basis					Accumulated amortization	Ending accumulated amortization	Code	Life		Current-year amortization	
WEBSITE DEV COSTS	07/01/2001	4,125.					4,125.	4,125.	A	3,000			
WEBSITE DEV COSTS	07/01/2003	20,700.					20,700.	20,700.	A	3,000			
WEBSITE DEV COSTS	07/01/2004	128,201.					128,201.	128,201.	A	3,000			
WEBSITE DEV COSTS	07/01/2005	65,881.					65,881.	65,881.	A	3,000			
WEBSITE DEV COSTS	07/01/2006	111,609.					111,609.	111,609.	A	3,000			
TOTALS		2,182,933.					1,033,099.	1,471,828.					438,729.

*Assets Retired
1290241 000

2011

Description of Property

GENERAL DEPRECIATION

Description of Property

DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Original Cost or basis	Bus %	17% exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning accumulated depreciation	Ending accumulated depreciation	Method	ACRS class	WA class	Current year expense	179 expense	Current-year depreciation
APPLE COMPUTER	10/27/2010	2,100.	100.000			2,100.		105.	903.	200DB	MQ		5	798.
IPAD	03/11/2011	1,483.	100.000			1,483.			297.	200DB	HY		5	297.
APPLE MACBOOK	05/26/2011	1,384.	100.000			1,384.			277.	200DB	HY		5	277.
DELL SERVERS	09/26/2011	1,161.	100.000			1,161.			232.	200DB	HY		5	232.

AMORTIZATION					
Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Current-year amortization
WEBSITE DEV COSTS	07/01/2007	153,078.	153,078.	153,078.	3,000
WEBSITE DEV COSTS	08/01/2008	328,168.	264,357.	328,168.	3,000
WEBSITE DEV COST	07/01/2009	416,275.	209,137.	346,895.	3,000
WEBSITE DEV COSTS	07/01/2010	462,053.	77,011.	231,032.	3,000
WEBSITE DEV COSTS	07/01/2011	492,833.		82,139.	3,000
TOTALS					82,139.

Assets Retired

FEDERAL FOOTNOTES

DEPRECIATION & AMORTIZATION EXPENSES

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