

Form **990**
 DEPARTMENT OF THE TREASURY
 INTERNAL REVENUE SERVICE
 POSTMARK DATE
 ENDED DATE
 JUL 07 2004

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

OMB No. 1545-0047
2003
 Open to Public Inspection

For the **2003** calendar year, or tax year beginning **2003**, and ending **2003**, and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE FUND FOR ANIMALS, INC.	D Employer identification number 13-6218740
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 200 WEST 57TH STREET 705	E Telephone number (212) 246-2096
	City or town, state or country, and ZIP + 4 NEW YORK, NY 10019	F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

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

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No
 H(b) If "Yes," enter number of affiliates: _____
 H(c) Are all affiliates included? Yes No
 (If "No," attach a list. See Instructions.)
 H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
 I Group Exemption Number: _____
 M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

G Website: **WWW.FUND.ORG**

J Organization type (check only one) 501(c) (3) (insert no.) 4947(a)(1) or 527

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. Some states require a complete return.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12: **25,096,883.**

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

1	Contributions, gifts, grants, and similar amounts received: STMT 1		
a	Direct public support	1a	6,514,491.
b	Indirect public support	1b	
c	Government contributions (grants)	1c	
d	Total (add lines 1a through 1c) (cash \$ 6,192,062. noncash \$ 322,429.)	1d	6,514,491.
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	350,557.
3	Membership dues and assessments	3	
4	Interest on savings and temporary cash investments	4	671,996.
5	Dividends and interest from securities	5	9,537.
6a	Gross rents	6a	33,224.
b	Less: rental expenses	6b	50,659.
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	-17,435.
7	Other investment income (describe: _____)	7	92.
8a	Gross amount from sales of assets other than inventory	8a	17,503,050.
b	Less: cost or other basis and sales expenses	8b	18,326,152.
c	Gain or (loss) (attach schedule)	8c	-823,102.
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	-823,102.
9	Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>		
a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a	
b	Less: direct expenses other than fundraising expenses	9b	
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	
10a	Gross sales of inventory, less returns and allowances	10a	
b	Less: cost of goods sold	10b	
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	
11	Other revenue (from Part VII, line 103)	11	13,936.
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	6,720,072.
13	Program services (from line 44, column (B))	13	6,006,552.
14	Management and general (from line 44, column (C))	14	851,164.
15	Fundraising (from line 44, column (D))	15	747,158.
16	Payments to affiliates (attach schedule)	16	
17	Total expenses (add lines 16 and 44, column (A))	17	7,604,874.
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	-884,802.
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	20,225,840.
20	Other changes in net assets or fund balances (attach explanation) STMT 3, STMT 4	20	561,991.
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	19,903,029.

RECEIVED
 STMT 2
 (A) Securities 2 2004
 17,503,050. 8a
 18,326,152. 8b
 -823,102. 8c

FILMED JUL 14 2004 Revenue

For Paperwork Reduction Act Notice, see the separate instructions.

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 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ 260,590. noncash \$)	22 260,590.	260,590.	STMT 5	
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc.	25 50,000.		50,000.	
26 Other salaries and wages	26 739,039.	582,579.	135,118.	21,342.
27 Pension plan contributions	27			
28 Other employee benefits	28 209,033.	179,769.	27,174.	2,090.
29 Payroll taxes	29 64,974.	48,255.	15,065.	1,654.
30 Professional fundraising fees	30 33,500.			33,500.
31 Accounting fees	31 87,510.		87,510.	
32 Legal fees	32 318,003.	203,692.	114,311.	
33 Supplies	33 211,327.	131,858.	72,850.	6,619.
34 Telephone	34 56,325.	43,682.	11,488.	1,155.
35 Postage and shipping	35 204,314.	112,173.	23,847.	68,294.
36 Occupancy	36 291,274.	192,045.	95,098.	4,131.
37 Equipment rental and maintenance	37 18,601.	10,597.	7,703.	301.
38 Printing and publications	38			
39 Travel	39 102,439.	78,570.	21,581.	2,288.
40 Conferences, conventions, and meetings	40			
41 Interest	41			
42 Depreciation, depletion, etc. (attach schedule)	42 150,193.	142,316.	7,877.	
43 Other expenses not covered above (itemize) STMT 8	43a 4,807,752.	4,020,426.	181,542.	605,784.
b	43b			
c	43c			
d	43d			
e	43e			
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44 7,604,874.	6,006,552.	851,164.	747,158.

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 \$ 2,224,539. ; (ii) the amount allocated to Program services \$ 1,711,577. ;
 (iii) the amount allocated to Management and general \$; and (iv) the amount allocated to Fundraising \$ 512,962.

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

What is the organization's primary exempt purpose? SEE FOOTNOTE	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a STMT 9	
(Grants and allocations \$ 62,200.)	3,032,171.
b	
(Grants and allocations \$)	2,641,238.
c	
(Grants and allocations \$ 198,390.)	333,143.
d	
(Grants and allocations \$)	
e Other program services (attach schedule) (Grants and allocations \$)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	6,006,552.

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

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
Assets	45 Cash - non-interest-bearing	481	45	444	
	46 Savings and temporary cash investments	2,223,104	46	2,490,900	
	47a Accounts receivable	47a			
	b Less: allowance for doubtful accounts	47b	47c		
	48a Pledges receivable	48a			
	b Less: allowance for doubtful accounts	48b	48c		
	49 Grants receivable		49		
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50		
	51a Other notes and loans receivable (attach schedule)	51a			
	b Less: allowance for doubtful accounts	51b	51c		
	52 Inventories for sale or use		52		
	53 Prepaid expenses and deferred charges	STMT 10	126,350	53	120,753
	54 Investments - securities (attach schedule) STMT 11 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		15,758,258	54	15,728,910
	55a Investments - land, buildings, and equipment: basis	55a			
	b Less: accumulated depreciation (attach schedule)	55b		55c	
56 Investments - other (attach schedule)			56		
57a Land, buildings, and equipment: basis	57a	5,094,204			
b Less: accumulated depreciation (attach schedule)	57b	1,458,720	57c	3,635,484	
58 Other assets (describe <input type="checkbox"/> STMT 12)		237,358	58	306,454	
59 Total assets (add lines 45 through 58) (must equal line 74)		20,455,025	59	22,282,945	
Liabilities	60 Accounts payable and accrued expenses	229,185	60	366,540	
	61 Grants payable		61		
	62 Deferred revenue		62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a Tax-exempt bond liabilities (attach schedule)		64a		
	b Mortgages and other notes payable (attach schedule)		64b		
	65 Other liabilities (describe <input type="checkbox"/> STMT 13)		NONE	65	2,013,376
66 Total liabilities (add lines 60 through 65)		229,185	66	2,379,916	
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	20,212,928	67	19,884,111	
	68 Temporarily restricted	12,912	68	18,918	
	69 Permanently restricted		69		
	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)		20,225,840	73	19,903,029	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)		20,455,025	74	22,282,945	

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

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

a Total revenue, gains, and other support per audited financial statements . . . ▶	a	7,332,722.
b Amounts included on line a but not on line 12, Form 990: (1) Net unrealized gains on investments . . \$ 651,710. (2) Donated services and use of facilities \$ _____ (3) Recoveries of prior year grants \$ _____ (4) Other (specify) _____ STMT 14 \$ -39,060. Add amounts on lines (1) through (4) ▶	b	612,650.
c Line a minus line b ▶	c	6,720,072.
d Amounts included on line 12, Form 990 but not on line a: (1) Investment expenses not included on line 6b, Form 990 . . . \$ _____ (2) Other (specify): _____ \$ _____ Add amounts on lines (1) and (2) . . ▶	d	
e Total revenue per line 12, Form 990 (line c plus line d) ▶	e	6,720,072.

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

a Total expenses and losses per audited financial statements ▶	a	7,655,533.
b Amounts included on line a but not on line 17, Form 990: (1) Donated services and use of facilities \$ _____ (2) Prior year adjustments reported on line 20, Form 990 \$ _____ (3) Losses reported on line 20, Form 990 \$ _____ (4) Other (specify): _____ STMT 15 \$ 50,659. Add amounts on lines (1) through (4) . . ▶	b	50,659.
c Line a minus line b ▶	c	7,604,874.
d Amounts included on line 17, Form 990 but not on line a: (1) Investment expenses not included on line 6b, Form 990 . . . \$ _____ (2) Other (specify): _____ \$ _____ Add amounts on lines (1) and (2) . . ▶	d	
e Total expenses per line 17, Form 990 (line c plus line d) ▶	e	7,604,874.

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

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SEE STATEMENT 17		50,000.	4,830.	NONE

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

Part VI Other Information (See page 28 of the instructions.)

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
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?
80b If "Yes," enter the name of the organization
81a Enter direct and indirect political expenditures. See line 81 instructions.
81b Did the organization file Form 1120-POL for this year?
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?
82b 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.
83a Did the organization comply with the public inspection requirements for returns and exemption applications?
83b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?
84a Did the organization solicit any contributions or gifts that were not tax deductible?
84b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
85 501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?
85b Did the organization make only in-house lobbying expenditures of \$2,000 or less?
85c Dues, assessments, and similar amounts from members
85d Section 162(e) lobbying and political expenditures
85e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices
85f Taxable amount of lobbying and political expenditures (line 85d less 85e)
85g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?
85h 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?
86 501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12
86b Gross receipts, included on line 12, for public use of club facilities
87 501(c)(12) orgs. Enter. a Gross income from members or shareholders
87b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them)
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?
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under section 4911
89b 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?
90a List the states with which a copy of this return is filed
90b Number of employees employed in the pay period that includes March 12, 2003
91 The books are in care of
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041

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 SALES					101,095.
b CLINIC FEES					249,462.
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			14	671,996.	
96 Dividends and interest from securities			14	9,537.	
97 Net rental income or (loss) from real estate:					
a debt-financed property	531120	-17,435.			
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income			14	92.	
100 Gain or (loss) from sales of assets other than inventory			18	-823,102.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b MAILING LIST REVENUE			15	13,936.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		-17,435.		-127,541.	350,557.
105 Total (add line 104, columns (B), (D), and (E))					205,581.

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)
93A	SALES OF BOOKS, VIDEOS, AND LOGO ITEMS, AT OR BELOW COST, TO INCREASE PUBLIC AWARENESS OF THE FUND FOR ANIMALS' MISSION.
93B	PROVISION OF CLINICAL SERVICES FOR ANIMAL WELFARE

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

[Signature]

JUN 21, 2009
Date

[Signature]

Date *[Signature]* Check if self- Preparer's SSN or PTIN (See Gen. Inst. W)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information - (See separate instructions.)

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

OMB No. 1545-0047

2003

Name of the organization

THE FUND FOR ANIMALS, INC.

Employer identification number

13-6218740

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
EILAND PALMER C/O THE FUND FOR ANIMALS, INC. 200 WEST 57TH STREET NYC 10019	RANCH ASSISTANT 40	56,051.	2,885.	NONE
Total number of other employees paid over \$50,000	NONE			

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
MEYER & GLITZENSTEIN 1601 CT. AVE NW 700 WASHINGTON, DC 20009	LEGAL	184,419.
GRANT THORNTON, LLP 666 THIRD AVE, NEW YORK, NY 10017	ACCOUNTING	87,510.
VEDER, PRICE, KAUFMAN AND KAMMOLZ, P.C. 805 THIRD AVENUE, NEW YORK, NY 10022	LEGAL	73,665.
Total number of others receiving over \$50,000 for professional services	NONE	

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>333,143</u> . (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	X	
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <u>STMT 18</u>	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.) <u>STMT 19</u>		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)(iii) Enter the hospital's name, city, and state ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (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.

Table with columns: Calendar year (or fiscal year beginning in), (a) 2002, (b) 2001, (c) 2000, (d) 1999, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions, merchandise sold or services performed; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied; 21 Value of services or facilities furnished; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23; 26 Organizations described on lines 10 or 11; 27 Organizations described on line 12; 28 Unusual Grants.

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) NOT APPLICABLE

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

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768)

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

Limits on Lobbying Expenditures

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

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)		85,977.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)		247,164.
38	Total lobbying expenditures (add lines 36 and 37)		333,141.
39	Other exempt purpose expenditures		7,271,733.
40	Total exempt purpose expenditures (add lines 38 and 39)		7,604,874.
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
	Not over \$500,000 20% of the amount on line 40		
	Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	530,244.
	Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000 \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	132,561.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

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

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

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period					
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total	
45	Lobbying nontaxable amount	530,244.	517,908.	430,036.	419,310.	1,897,498.
46	Lobbying ceiling amount (150% of line 45(e))					2,846,247.
47	Total lobbying expenditures	333,141.	464,458.	277,300.	573,306.	1,648,205.
48	Grassroots nontaxable amount	132,561.	129,477.	107,509.	104,828.	474,375.
49	Grassroots ceiling amount (150% of line 48(e))					711,563.
50	Grassroots lobbying expenditures	85,977.	101,027.	53,093.	86,579.	326,676.

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

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

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:		
(i) Cash		X
(ii) Other assets		X
b Other transactions:		
(i) Sales or exchanges of assets with a noncharitable exempt organization		X
(ii) Purchases of assets from a noncharitable exempt organization		X
(iii) Rental of facilities, equipment, or other assets		X
(iv) Reimbursement arrangements		X
(v) Loans or loan guarantees		X
(vi) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		
N/A		

FORM 990, PART I - LIST OF CONTRIBUTORS

DIRECT PUBLIC SUPPORT	422,870.
-----------------------------	----------

DATE

NAME AND ADDRESS

FOUNDATIONS

DIRECT MAIL FROM GENERAL PUBLIC

2,810,800.

BEQUESTS & LEGACIES

3,280,821.

TOTAL CONTRIBUTION AMOUNTS

6,514,491.

=====

FORM 990, PART I - OTHER INVESTMENT INCOME

=====

DESCRIPTION

AMOUNT

OTHER INVESTMENT INCOME

92.

TOTAL

92.

=====

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON SECURITIES CARRIED AT LOWER OF COST OR MARKET IN THE BOOKS OF THE ACCOUNT	651,710.
TOTAL	651,710.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES
=====

DESCRIPTION

AMOUNT

LOSS RECOGNIZED ON THE BOOKS FOR 2003
ON PROPERTY GIVEN TO THE NYC ANIMAL
SHELTER SYSTEM IN FEBRUARY 2004

89,719.

TOTAL

89,719.
=====

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID			
THE ANIMAL PLACE	NONE	VARIOUS	5,000.
OKLA COAL AGAINST COCKFIGHTING	NONE	VARIOUS	40,000.
AZA-BCTF	NONE	VARIOUS	1,000.
PAL HUMANE SOCIETY	NONE	VARIOUS	1,000.
SEA SHEPHERD CONS SOCIETY	NONE	VARIOUS	2,500.
BUFFALO FIELD CAMPAIGN	NONE	VARIOUS	2,000.
NATIONAL INSTITUTION FOR ANIMAL	NONE	VARIOUS	5,000.
CAPTIVE WILD ANIMAL PRO	NONE	VARIOUS	2,000.
NJ ANIMAL RIGHTS ALLIAN	NONE	VARIOUS	1,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANIMAL RIGHTS NETWORK	NONE	VARIOUS	25,000.
ANIMAL RIGHTS INTERNATIONAL	NONE	VARIOUS	1,000.
ALASKA WILDLIFE ALLIANCE	NONE	VARIOUS	10,000.
LIBERATION NOW	NONE	VARIOUS	500.
HUMANE RESEARCH COUNCIL	NONE	VARIOUS	1,000.
BEAR GROUP	NONE	VARIOUS	200.
INITIATIVE & REF INSTITUTION	NONE	VARIOUS	2,500.
YOUTH OPPOSED TO ANIMAL	NONE	VARIOUS	500.
FLOOR FOR HUMANE/BALLOT	NONE	VARIOUS	2,390.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAINE CITIZENS FOR FAIR BEAR	VARIOUS	135,000.
PROPAW WASHINGTON	VARIOUS	13,250.
FARM/AR 2003	VARIOUS	2,000.
PROTECT PETS & WILDLIFE	VARIOUS	7,750.
TOTAL CONTRIBUTIONS PAID		260,590.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
BLACK BEAUTY RANCH EXPENSES	996,429.	996,429.		
NEW YORK HAVE-A-HEART CLINIC	497,619.	497,619.		
RAMONA CALIFORNIA REHAB CTR	387,507.	387,507.		
SOUTH CAROLINA SANCTUARY	26,538.	26,538.		
CARE AND FEEDING - TIGERS	250,000.	250,000.		
DATA PROCESSING	4,813.		4,813.	
PRINTED LITERATURE	1,222,802.	746,241.	353.	476,208.
OTHER MEDIA	956,546.	925,200.	1,048.	30,298.
INSURANCE	198,971.	149,228.	49,743.	
INVESTMENT ADVISORY FEES	90,734.		90,734.	
MISCELLANEOUS	130,909.	20,276.	11,355.	99,278.
CONSULTING FEES	44,884.	21,388.	23,496.	
TOTALS	4,807,752.	4,020,426.	181,542.	605,784.

FORM 990, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS AND ALLOCATIONS	EXPENSES
ANIMAL PROTECTION - OPERATION OF A RANCH IN TEXAS FOR ABUSED ANIMALS, EMERGENCY RESCUE OF ANIMALS, OPERATION OF OTHER ANIMAL PROTECTION AND WELFARE FACILITIES AND OTHER ANIMAL PROTECTION MATTERS.	62,200.	3,032,171.
HUMANE EDUCATION - EDUCATE THE PUBLIC ON ISSUES AND EVENTS AFFECTING ANIMAL RIGHTS AND WELFARE.		2,641,238.
LEGISLATIVE - LOBBYING FOR HUMANE ANIMAL LITIGATION AND AGAINST LAWS WHICH SUBJECT ANIMALS TO MISTREATMENT.	198,390.	333,143.
TOTAL	260,590.	6,006,552.

FORM 990, PART IV - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
PREPAID INSURANCE	104,771.	101,606.
PREPAID RENT	9,593.	8,788.
PREPAID OTHER	11,986.	10,359.
	-----	-----
TOTALS	126,350.	120,753.
	=====	=====

FORM 990, PART IV - INVESTMENTS - SECURITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
GOVERNMENT OBLIGATIONS	15,290,888.	15,054,092.
COMMON STOCK	467,370.	674,818.
	-----	-----
TOTALS	15,758,258.	15,728,910.
	=====	=====

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
ACCOUNTS RECEIVABLE	2,218.	74,975.
ACCRUED INTEREST REC - GEN	109,979.	99,144.
ACCRUED INTEREST REC - BBR	60,779.	61,801.
ACCRUED INTEREST REC - PLN	NONE	4,038.
SECURITY DEPOSITS	64,382.	66,496.
	-----	-----
TOTALS	237,358.	306,454.
	=====	=====

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
NOTE PAYABLE	NONE	2,000,000.
DEFERRED RENT	NONE	13,376.
	-----	-----
TOTALS	NONE	2,013,376.
	=====	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
D.C. BUILDING EXPENSES	23,288.
D.C. BUILDING DEPRECIATION	27,371.
LOSS RECOGNIZED ON THE BOOKS FOR 2003 ON PROPERTY GIVEN TO THE NYC ANIMAL SHELTER SYSTEM IN FEBRUARY 2004	-89,719.

TOTAL	-39,060.
	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
D.C. BUILDING EXPENSE	23,288.
D.C. BUILDING DEPRECIATION	27,371.

TOTAL	50,659.
	=====

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

SEE FORM 990 PART V

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A
=====

AN ANALYSIS AND CALCULATION IS MADE FOR ALL REQUESTS FOR FUNDS TO OTHER ORGANIZATIONS. IF THE SOLICITING ORGANIZATION IS IN THE POSITION OF AIDING IN THE FUND'S GOALS, THEN THE MONEY WILL BE GRANTED.

THE FUND FOR ANIMALS, INC.
2003 FILING

13-6218740

State

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
ILLINOIS
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
TENNESSEE
UTAH
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN

Capital Gains and Losses

2003

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

Employer Identification number

THE FUND FOR ANIMALS, INC.

13-6218740

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 32)	(f) Gain or (Loss) for the entire year (col. (d) less col. (e))	(g) Post-May 5 gain or (loss)* (see below)	
1							
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2002 Capital Loss Carryover Worksheet					4	()
5a	Combine lines 1 through 3 in column (g)					5a	
5b	b Net short-term gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on line 14a below					5b	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 32)	(f) Gain or (Loss) for the entire year (col. (d) less col. (e))	(g) Post-May 5 gain or (loss)* (see below)	
6							
	SEE STATEMENT 1		17,503,050.	18,326,152.	-823,102.		
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8	
9	Capital gain distributions					9	
10	Gain from Form 4797, Part I					10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2002 Capital Loss Carryover Worksheet					11	()
12	Combine lines 6 through 10 in column (g)					12	
13	Net long-term gain or (loss). Combine lines 6 through 11 in column (f). Enter here and on line 15a below					13	-823,102.

*Include in col. (g) all gains and losses from col. (f) from sales, exchanges, or conversions (including installment payments received) after May 5, 2003. However, do not include gain attributable to unrecaptured section 1250 gain or 28% rate gain or loss (see instr.).

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

	(1) Beneficiaries' (see page 33)	(2) Estate's or trust's	(3) Total
14a Net short-term gain or (loss) (for the entire year)	14a		
b(1) Net short-term gain (post-May 5, 2003)	14b(1)		
b(2) Net short-term loss (post-May 5, 2003)	14b(2)	()	
15a Net long-term gain or (loss) (for the entire year)	15a		-823,102.
b Net long-term gain (post-May 5, 2003)	15b		
c Qualified 5-year gain	15c		
d Unrecaptured section 1250 gain (see line 18 of the worksheet on page 34)	15d		
e 28% rate gain or (loss)	15e		
16a Total net gain or (loss). Combine lines 14a and 15a	16a		-823,102.
b Combine lines 14b(2) and 15b. If zero or less, enter -0-	16b		

Note: If line 16a, column (3), is a net gain, enter the gain on Form 1041, line 4. If lines 15a and 16a, column (2), are net gains, go to Part V, and do not complete Part IV. If line 16a, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

17 Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of:
a The loss on line 16a, column (3) or
b \$3,000

	17	(3,000)
--	-----------	-----------

If the loss on line 16a, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the Capital Loss Carryover Worksheet on page 36 of the instructions to determine your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates (Complete this part **only** if both lines 15a and 16a in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22 is more than zero.)

Note: If line 15d, column (2) or line 15e, column (2) is more than zero, complete the worksheet on page 37 of the instructions and skip Part V. Otherwise, go to line 18.

18 Enter taxable income from Form 1041, line 22	18	
19 Enter the smaller of line 15a or 16a in column (2) but not less than zero	19	
20 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2)	20	
21 Add lines 19 and 20	21	
22 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	22	
23 Subtract line 22 from line 21. If zero or less, enter -0-	23	
24 Subtract line 23 from line 18. If zero or less, enter -0-	24	
25 Enter the smaller of the amount on line 18 or \$1,900	25	
If line 24 is more than line 25, skip lines 26-36 and go to line 37.		
26 Enter the amount from line 24	26	
27 Subtract line 26 from line 25. If zero or less, enter -0- and go to line 37	27	
28 Add lines 16b, col. (2) and 20*	28	
29 Enter the smaller of line 27 or line 28	29	
30 Multiply line 29 by 5% (.05)	30	
If lines 27 and 29 are the same, skip lines 31-36 and go to line 37.		
31 Subtract line 29 from line 27	31	
32 Enter the amount, if any, from line 15c, column (2)	32	
33 Enter the smaller of line 31 or line 32	33	
34 Multiply line 33 by 8% (.08)	34	
35 Subtract line 33 from line 31	35	
36 Multiply line 35 by 10% (.10)	36	
If the amounts on lines 23 and 27 are the same, skip lines 37 through 46 and go to line 47.		
37 Enter the smaller of line 18 or line 23	37	
38 Enter the amount, if any, from line 27	38	
39 Subtract line 38 from line 37	39	
40 Add lines 16b, col. (2) and 20*	40	
41 Enter the amount from line 29 (if line 29 is blank, enter -0-)	41	
42 Subtract line 41 from line 40	42	
43 Enter the smaller of line 39 or line 42	43	
44 Multiply line 43 by 15% (.15)	44	
45 Subtract line 43 from line 39	45	
46 Multiply line 45 by 20% (.20)	46	
47 Figure the tax on the amount on line 24. Use the 2003 Tax Rate Schedule on page 21 of the instructions	47	NONE
48 Add lines 30, 34, 36, 44, 46, and 47	48	NONE
49 Figure the tax on the amount on line 18. Use the 2003 Tax Rate Schedule on page 21 of the instructions	49	
50 Tax on all taxable income. Enter the smaller of line 48 or line 49 here and on line 1a of Schedule G, Form 1041	50	

* If lines 20 and 22 are more than zero, see Lines 28 and 40 on page 36 for the amount to enter

13-6218740

THE FUND FOR ANIMALS, INC.
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PRE-MAY 6TH CAPITAL GAINS (LOSSES)					
SECURITIES SOLD - SEE ATTACHED			17,503,050.	18,326,152.	-823,102.
TOTAL PRE-MAY 6TH CAPITAL GAINS (LOSSES)			17,503,050.	18,326,152.	-823,102.
CAPITAL GAINS (LOSSES) FROM SECURITIES					
SECURITIES SOLD - SEE ATTACHED			17,503,050.	18,326,152.	-823,102.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			17,503,050.	18,326,152.	-823,102.
Totals			17,503,050.	18,326,152.	-823,102.

THE FUND FOR ANIMALS INC.
TOTAL OF ALL INVESTMENTS

INVENTORY AT 01.1.03		PURCHASES SPLITS / 2003				SALES/EXCHANGES 2003				INVENTORY AT 12.31.2003	
Date Acq	Description	Cost	Cost	Proceeds	Cost	Date Sold	Gain/Loss	Cost	Market Value	Income	
	<u>GENERAL FUND</u>	10,242,779	10,412,626	11,556,022	12,127,904		(571,882)	9,071,452	8,999,846	425,553	
	<u>BLACK BEAUTY RANCH</u>	5,515,478	5,811,538	5,567,984	5,835,336		(267,352)	5,711,581	5,671,335	243,781	
	<u>PLANNED GIVING ACCOUNT</u>		1,420,930	379,044	362,912		16,132	1,058,018	1,057,729	8,300	
	<u>GRAND TOTAL OF ALL INVESTMENTS</u>	<u>15,758,257</u>	<u>17,645,094</u>	<u>17,503,050</u>	<u>18,326,152</u>		<u>(823,102)</u>	<u>15,841,051</u>	<u>15,728,910</u>	<u>677,634</u>	
										(112,141)	

THE FUND FOR ANIMALS, INC.

SCHEDULE OF INVESTMENTS

GENERAL FUND COMMON STOCKS		INVENTORY AT 01.1.03		PURCHASES SPLITS / 2003		SALES/EXCHANGES 2003		INVENTORY AT 12.31.03		MARKET				
Date Acq	Description	No. shs.	Cost	No. shs.	Cost	No. shs	Proceeds	Cost	Date Sold	Gain/Loss	COST	NO SHS	MARKET VALUE	INCOME
PURCHASED STOCKS														
Various 1989	Amoskeag Bankshares	5,000	36,969								36,969	5,000	250	
Various	Agere Sys Cl A (Fr Lucent)	44	827			44	69	827	Mar 20, 2003	(758)	0	0	0	
Various	Agere Sys Cl B (Fr Lucent)	1,077	19,992								27,442	6,077	17,623	
Mar 20, 2003	Colgate Palmolive Co	300	16,353	5,000	7,450	300	17,051	16,353	Apr 16, 2003	698	0	0	0	
Jul 18, 2002	Conagra Inc	1,750	43,906	300	16,353	1,750	33,914	43,906	Mar 27, 2003	(9,982)	0	0	0	433
Nov 13, 2003	General Electric Co	1,750	43,906	1,500	42,435						42,435	1,500	46,470	
Mar 20, 2003	Goldcorp Inc	1,300	13,616	1,300	13,616						0	0	0	
Oct 2, 2003		1,300	18,488	1,300	18,488						0	0	0	
Oct 24, 2003		400	6,248	400	6,248						0	0	0	
Dec 5, 2003		1,000	17,845	1,000	17,845						0	0	0	
Dec 17, 2003		1,000	15,630	1,000	15,630						0	0	0	
Aug 14, 2000	Kadant Inc (from Thermo Elector	164	6,346			164	2,414	6,346	Mar 20, 2003	(3,932)	0	0	0	253
Jul 18, 2002	Kraft Foods Inc. Cl A	1,200	37,200	1,200	37,200	1,200	36,214	37,200	Nov 13, 2003	(986)	0	0	0	756
Various	Lucent Technologies	4,071	83,146	4,800	7,544						100,690	8,671	24,625	
Various	Leap Wireless Intl Inc	19,750	288,131	468	14,400	19,750	2,074	288,131	Mar 20, 2003	(286,057)	0	0	0	379
Mar 20, 2003	North Fork Bancorp	468	14,400	468	14,400						0	0	0	
Nov 19, 2003	Overseas Shipholding Group	1,200	33,922	1,200	33,922						0	0	0	
Dec 17, 2003		300	9,958	300	9,958						43,880	1,500	51,075	
Apr 6, 2000	Peregrine Sys	6,215	110,101			6,215	2,343	110,101	Mar 20, 2003	(107,758)	0	0	0	
1998/1999	Storage Technology Corp	3,800	116,135	2,338	53,264	2,338	53,264	88,102	Mar 20, 2003	(34,838)	0	0	0	
				1,462	35,935	1,462	35,935	28,033	Nov 13, 2003	7,902	0	0	0	
Aug 14, 2000	Thermo Electron Corp	2,696	153,324	2,696	153,324	2,696	48,987	153,324	Mar 20, 2003	(104,337)	0	0	0	
1999	Worldcom Inc	3,370	179,904	3,370	179,904	3,370	424	179,904	Mar 20, 2003	(179,480)	0	0	0	
1999	Worldcom Inc-MCI Group	142	7,980	142	7,980	142	14	7,980	Mar 20, 2003	(7,966)	0	0	0	
TOTAL PURCHASED STOCKS			1,093,961		203,889		250,751	974,607		(723,856)	323,243		219,793	1,821

THE FUND FOR ANIMALS, INC.

GENERAL FUND COMMON STOCKS (CONT)		INVENTORY AT 01.1.03		PURCHASES SPLITS / 2003		SALES/EXCHANGES 2003		INVENTORY AT 12.31.03		MARKET			
Date Acq	Description	No. shs.	Cost	No. shs.	Cost	Proceeds	Cost	Date Sold	Gain/Loss	COST	NO SHS	MARKET VALUE	INCOME
DONATED STOCKS													
Dec 31, 1998	American Funds	2,258	937		65,874								
	Dividends reinvested											66,267	910
	Agere Sys CI A (from Lucent)	1	40	1	0	0	40	Mar 20, 2003	(40)	0	0	0	
	Various	35	1,316		1,316								
	Agere Sys CI B (from Lucent)	41	1,535	41	1,442	1,442	1,535	Mar 20, 2003	(93)	0	35	102	17
Dec 28, 2001	Bank One Corp												
Dec 23, 2003	Bristol Myers Squibb	130	3,565	130	3,565							3,718	
Nov 1, 2002	Great Plains Energy Inc	368	7,997	368	8,280	8,280	7,997	Mar 20, 2003	283	0	130	0	153
Dec 20, 2002	JP Morgan Chase	182	4,010	182	3,702	3,702	4,010	Mar 20, 2003	(308)	0	0	0	55
Dec 6, 2003	Loews Corp			50	2,794							2,473	
Jun 22, 2000	Lucent Technologies Inc	133	6,147									377	
Dec 30, 2003	Proctor & Gamble Co			3	298							300	
Sep 15, 1998	Salomon Bros Investors Fund	15	680		323								
	Dividends reinvested			0	258	4							
Nov 1, 2002	Sempra Energy	436	8,951	100	2,489	2,489	2,053	Jan 3, 2003	436	0	15	938	299
	Various	800	26,789	336	6,050	6,050	6,898	Mar 20, 2003	1,152	0	0	0	193
Dec 18, 2003	Wachovia Corp (fr First Union)	800	26,789	800	27,527	26,789	26,789	Mar 20, 2003	738	0	0	0	208
Dec 30, 2004	US Savings Bonds				301,088							301,088	
TOTAL DONATED STOCKS			122,982		322,417	51,490	49,322		2,168	396,077		388,601	1,540
TOTAL COMMON STOCKS			1,216,943		526,306	302,241	1,023,929		(721,688)	719,320		608,394	3,361

THE FUND FOR ANIMALS, INC.

GENERAL FUND GOVERNMENT OBLIGATIONS		INVENTORY AT 01.1.03		PURCHASES SPLITS / 2003		SALES/EXCHANGES 2003			INVENTORY AT 12.31.03				
Date Acq	Description	FACE VALUE	Cost	FACE VALUE	Cost	Proceeds	Cost	Date Sold	Gain/Loss	COST	FACE VALUE	MARKET VALUE	INCOME
VARIOUS	USTN 5 75% due 8 15 2003	1,000,000	898,898	1,000,000		1,025,867	998,898	Jan 21, 2003	26,969	0			2,469
VARIOUS	USTN 5 875% due 2 15 2004	900,000	916,157	450,000		465,963	454,969	May 12, 2003	10,994	0			17,984
				450,000		468,734	461,188	Apr 24, 2003	5,546				
VARIOUS	USTN 5 625% due 2.15 2006	1,000,000	1,003,195						0	1,003,195	1,000,000	1,077,810	56,250
VARIOUS	UST TIP 3.00% due 7.15.2012	850,000	898,216	350,000		382,560	359,729	May 2, 2003	22,831		690,000	774,103	31,890
Jan 3, 2003				180,000	201,403				0	739,890			
VARIOUS	USTN 4 375 % due 08 15 2012	1,000,000	1,030,321	700,000		724,718	713,094	Apr 4, 2003	11,624	0	800,000	816,000	42,343
Jan 10, 2003				500,000	511,787				0	829,024			
Jan 21, 2003	USTN 4 875 % due 02 15 2012			320,000	342,775	344,100	342,775	Apr 4, 2003	1,325	0	0	0	3,215
Apr 4, 2003	USTN 3 875% due 2 15 2013			600,000	596,906	199,000	199,000	Dec 18, 2003	0	596,906	600,000	587,436	19,795
Apr 9, 2003				200,000	199,000				0				
Apr 24, 2003	USTN 4 625% due 5 15 2006			250,000	288,517	271,251	268,517	May 20, 2003	2,734	0			827
Apr 24, 2003	USTN 3 50% due 11 15 2008			150,000	155,812	521,758	522,516	Oct 2, 2003	(758)				
Apr 30, 2003				150,000	155,768				0				
May 20, 2003				200,000	210,938				0	0	0	0	7,084
May 2, 2003	USTN 3 625% due 5 15 2013			300,000	292,191	198,875	208,608	Aug 1, 2003	(11,733)				
May 7, 2003				300,000	298,011	866,172	866,172	Dec 18, 2003	0	0	0	0	15,531
May 18, 2003				275,000	282,047				0				
Jun 16, 2003				200,000	202,531				0	0	0	0	
Jun 26, 2003				200,000					0				
Sep 5, 2003	UST TIP 3.625% due 01.15.2008			300,000	377,781				0	377,781	300,000	378,942	3,187
Oct 3, 2003	UST TIP 4.25% due 01.15 2010			150,000	190,666				0	190,666	150,000	191,746	1,379
Oct 3, 2003	UST TIP 3.50% due 01.15.2011			250,000	296,201				0	296,201	250,000	280,938	1,965
Mar 27, 2003	UST Bill 3.27 03 / 4 24 03			1,200,000	1,198,965	224,806	224,806	Apr 9, 2003	0				804
				525,000	524,547	524,547	524,547	Apr 18, 2003	0				
				450,000	449,612	449,612	449,612	Apr 24, 2003	0	0	0	0	
Dec 30, 2002	USTB due 3 20 2003	200,000	199,501	200,000		199,501	199,501	Jan 3, 2003	0	0	0	0	24
Jan 24, 2003	USTB due 7 24 2003			250,000	248,578	248,520	248,578	Mar 3, 2003	(58)	0	0	0	
Jun 15, 2001	Fed Natl Mtg 6% 7 1 2016	586,760 630	584,184	27,822 33		27,822	27,501	Jan 27, 2003	121		559,138 30		
				19,369 21		19,369	19,284	Feb 23, 2003	85		539,769 09		
				44,584 48		44,584	44,389	Mar 25, 2003	195		495,184 61		
				495,184 61		518,708	493,020	Mar 13, 2003	25,688	0	0 00		9,831
Apr 16, 2003	Fed Natl Mtg 4 625% 5 1 2013			525,000	521,336				0	521,336	525,000 00	510,893	16,873

THE FUND FOR ANIMALS, INC.

GENERAL FUND GOVERNMENT OBLIGATIONS(CONT)		INVENTORY AT 01.1.03		PURCHASES SPLITS / 2003		SALES/EXCHANGES 2003		INVENTORY AT 12.31.03					
Date Acq	Description	FACE VALUE	Cost	FACE VALUE	Cost	Proceeds	Cost	Date Sold	Gain/Loss	COST	FACE VALUE	MARKET VALUE	INCOME
Sep 25, 2001	Fed Nat'l Mtg 5 25% 6 15 2006	500,000	569,079	170,000	175,897	181,784	175,897	Aug 1, 2003	5,887	393,182	380,000	408,482	25,238
Dec 18, 2001	Fed Nat'l Mtg 6% 1 01 2017	889,564 54	889,566	15,804 74 36,433 36 27,892 42 809,434 02	15,805 36,433 27,892 809,436	0 0 0 38,446	15,805 36,433 27,892 809,436	Jan 27, 2003 Feb 25, 2003 Mar 25, 2003 Mar 13, 2003	0 0 0 38,446	0	873,759 80 837,326 44 809,434 02 0 00		15,287
SEP 18, 2002	Fed Home Ln 5 50% 10 01 2017	781,706 08	804,669	18,287 84 22,888 24 740,530 00	18,825 23,560 762,284	(537) (672) 6,479	18,825 23,560 762,284	Jan 15, 2003 Feb 18, 2003 Feb 13, 2003	(537) (672) 6,479	0	763,418 24 740,530 00 0 00		9,118
Mar 13, 2003	Fed Nat'l Mtg 5% 4 1 2018 Pool #E95579	299,970	308,125	1,086 46 2,270 42 2,136 01 2,847 96 2,163 77 2,058 38 5,163 01 5,183 72	1,116 2,332 2,194 2,925 2,223 2,114 5,303 5,325	(30) (62) (58) (77) (59) (56) (140) (141)	1,116 2,332 2,194 2,925 2,223 2,114 5,303 5,325	May 15, 2003 Jun 15, 2003 Jul 15, 2003 Aug 15, 2003 Sep 15, 2003 Oct 15, 2003 Nov 15, 2003 Dec 15, 2003	(30) (62) (58) (77) (59) (56) (140) (141)	284,593	298,883 54 298,613 12 294,477 11 291,829 15 289,485 38 287,407 00 282,243 99 277,060 27		8,920
Mar 11, 2003	Fed Nat'l Mtg 5% 4 1 2018 Pool #698957	725,000	746,410	3,413 23 4,052 27 3,683 33 4,444 42 3,849 03 4,213 05 4,500 83 4,521 80	3,514 4,172 3,792 4,574 3,963 4,337 4,634 4,656	(100) (120) (109) (131) (114) (124) (133) (134)	3,514 4,172 3,792 4,574 3,963 4,337 4,634 4,656	May 27, 2003 Jun 25, 2003 Jul 25, 2003 Aug 25, 2003 Sep 25, 2003 Oct 25, 2003 Nov 25, 2003 Dec 25, 2003	(100) (120) (109) (131) (114) (124) (133) (134)	712,768	721,586 77 717,534 50 713,851 17 709,408 75 705,557 72 701,344 87 696,843 84 692,322 04		21,689
Oct 29, 2002	Fed Home Ln 6 25% 03 05 2012	550,000	586,405	525,000	525,000	525,820	525,000	Jan 23, 2003	820	0	0	590,222	34,375
Oct 3, 2002	Fed Home Ln 4 02% 11 06 2007	525,000	525,000	275,000	282,293	280,225	282,293	Aug 1, 2003	(2,068)	282,293	275,000	279,298	1,275
Dec 17, 2002	Fed Home Ln 4 50% 7 23 2007	550,000	564,586	525,000	520,002	525,000	520,002	Jan 11, 2003	7,476	0	0	519,425	21,471
Jan 21, 2003	Fed Nat'l Mtg 4 375% 9 15 2003			275,000	285,115 375,000 200,000	0	285,115 375,000 200,000	Mar 11, 2003	0	868,940	850,000	846,549	29,811
Mar 4, 2003	Fed Home Ln 4 50% 11 15 2012			725,000	742,672	750,148	742,672	Mar 11, 2003	0	0	0	141,012	3,869
Apr 4, 2003				150,000	148,950		148,950		0	148,950	150,000	141,012	3,869
Apr 9, 2003				9,886,320	9,569,787	11,253,781	11,103,975		149,806	8,352,132	8,391,452	8,391,452	422,192
Feb 13, 2003	Fed Hm Ln 5 00% 3 1 2018 TBA			10,412,626	10,242,779				(571,882)	9,071,452	8,999,846	8,999,846	425,553
May 9, 2003	Fed Hm Ln 4 25% 5 22 2013												
TOTAL GOVERNMENT OBLIGATIONS			9,569,787										
VALUATION ALLOWANCE			(543,951)										
TOTAL INVESTMENTS / GENERAL FUND			10,242,779										

THE FUND FOR ANIMALS, INC.

		PURCHASES				SALES/EXCHANGES				INVENTORY				
		SPLITS / 2003				2003				AT 12.31.03				
		AT 01.1.03												
Date Acq	Description	No. shs.	Cost	No. shs.	Cost	No. shs.	Proceeds	Cost	Date Sold	Gain/Loss	Cost	No. shs.	Market Value	Income
Various	Agere Sys Cl A (from Lucent)	31	529			31	48	529	Mar 20, 2003	(481)	0	0		
Various	Agere Sys Cl B (from Lucent)	767	12,978	2,000	2,980					0	15,958	2,787	8,024	
Mar 20, 2003	Colgate Palmolive Co			120	6,541	120	6,820	6,541	Apr 16, 2003	279	0	0		
Jul 18, 2002	Conagra Inc	880	22,078	880	17,054	880	17,054	22,078	Mar 28, 2003	(5,024)	0	0		218
Nov 13, 2003	General Electric Co			1,000	28,290					0	28,290	1,000	30,980	
Mar 20, 2003	Goldcorp Inc			590	8,179					0				134
Oct 2, 2003				590	8,391									
Oct 24, 2003				820	12,808									
Dec 5, 2003				500	8,923									
Dec 17, 2003				500	7,815									
Aug 14, 2000	Kadant Inc (from Thermo Electron)	59	1,310			59	888	1,310	Mar 20, 2003	0	44,116	3,000	47,850	
Jul 18, 2002	Kraft Foods Inc Cl A	600	18,600	600	18,107	600	18,107	18,600	Nov 13, 2003	(493)	0	0		378
Various	Leap Wireless Intl Inc	9,750	138,172	9,750	1,023	9,750	1,023	138,172	Mar 20, 2003	(137,149)	0	0		
Various	Lucent Technologies Inc	2,901	60,474							0	63,541	4,771	13,550	
Mar 20, 2003	North Fork Bancorp			210	3,067	210	8,098	6,482	Dec 17, 2003	1,636	0	0		170
Nov 13, 2003	Overseas Shipholding Group			1,000	6,462					0				
Dec 17, 2003				200	28,288						34,906	1,200	40,860	
Apr 6, 2000	Peregrine Sys (from Harburger)	2,200	35,944	2,200	829	2,200	829	35,944	Mar 20, 2003	(35,115)	0	0		
1999/1999	Storage Technology Corp	2,400	71,982	1,734	39,503	1,734	39,503	59,214	Mar 20, 2003	(19,711)	0	0		
				666	16,370	666	16,370	12,768	Nov 13, 2003	3,602	0	0		
Aug 14, 2000	Thermo Electron Corp	979	34,134	979	17,789	979	17,789	34,134	Mar 20, 2003	(16,345)	0	0		
Various	Worldcom Inc	1,946	103,012	1,946	245	1,946	245	103,012	Mar 20, 2003	(102,767)	0	0		
Various	Worldcom Inc MCI Group	85	4,776	85	8	85	8	4,776	Mar 20, 2003	(4,768)	0	0		
TOTAL COMMON STOCKS			503,989		126,362		126,762	443,540		(316,778)	186,811		141,264	900

THE FUND FOR ANIMALS, INC.

BLACK BEAUTY RANCH		PURCHASES				SALES/EXCHANGES				INVENTORY			
GOVERNMENT OBLIGATIONS		SPLITS / 2003				2003				AT 12.31.03			
Date Acq	Description	Face Value	Cost	Face Value	Cost	Proceeds	Cost	Date Sold	Gain/Loss	Cost	FACE VALUE	Market Value	Income
VARIOUS	USTN 5 75% due 8 15 2003	550,000	568,652	550,000	568,652	564,138	568,652	Jan 2003	(4,516)	0	0	0	1,483
VARIOUS	USTN 5 875% due 2 15 2004	500,000	524,773	200,000	211,312	207,438	211,312	Apr 24, 2003	(3,875)	0	0	0	10,137
				300,000	310,641	310,641	313,481	May 12, 2003	(2,820)	0	0	0	
VARIOUS	USTN 5 625% due 2.15 2006	530,000	515,847						0	515,847	530,000	571,239	29,813
VARIOUS	UST TIP 3.00% due 7.15.2012	500,000	529,881	185,000	190,634	202,210	190,634	May 2, 2003	11,576	392,247	365,000	409,489	19,078
Jan 3, 2003				50,000	53,000				0				
VARIOUS	USTN 4 375 % due 08 15 2012	575,000	591,757	275,000	281,488	414,125	406,708	Apr 4, 2003	7,417	466,537	450,000	459,000	23,914
Jan 10, 2003				275,000	281,488				0				
Jan 21 2003	USTN 4 875 % due 02 15 2012			275,000	294,572	285,711	294,572	Apr 4, 2003	1,139	0	0	0	2,763
Apr 4, 2003	USTN 3 875% due 2 15 2013	300,000	298,453	300,000	298,453				0	397,953	400,000	391,624	11,352
Apr 9, 2003		100,000	99,500	100,000	99,500				0				
Apr 24, 2003	USTN 4 625% due 5 15 2008	100,000	107,406	100,000	107,406	108,500	107,406	May 20, 2003	1,094	0	0	0	331
Apr 24, 2003	USTN 3 50% due 11 15 2006	50,000	51,938	50,000	51,938	260,879	261,250	Oct 2, 2003	(371)	0	0	0	3,528
May 1, 2003		100,000	103,843	100,000	103,843				0				
May 20, 2003		100,000	105,489	100,000	105,489				0	0	0	0	
May 2 2003	USTN 3 625% due 5 15 2013	175,000	170,445	130,000	126,616	121,956	126,616	Aug 1, 2003	(4,660)				
May 7, 2003		175,000	173,840						0				
Jun 19, 2003		175,000	179,484						0				
Jun 26, 2003		100,000	101,266						0	488,419	495,000	475,819	10,238
Sep 5, 2003	UST TIP 3.625% due 1.15.2008	200,000	251,854	200,000	251,854	0	251,854		0	251,854	200,000	253,295	2,125
Oct 3, 2003	UST TIP 4.25% due 1.15.2010	100,000	127,111	100,000	127,111	0	127,111		0	127,111	100,000	127,831	1,957
Oct 3, 2003	UST TIP 3.50% due 1.15.2011	150,000	177,720	150,000	177,720	0	177,720		0	177,720	150,000	168,563	1,179
Dec 30, 2003	UST TIP 1.875% due 7.15.2013	150,000	149,733	150,000	149,733	0	149,733		0	149,733	150,000	148,921	1
Mar 27, 2003	UST Bill 3 27 03 / 4 24 03	650,000	649,439	50,000	49,957	49,957	49,957	Apr 9, 2003	0	0	0	0	463
		325,000	324,720	325,000	324,720	324,720	324,720	Apr 16, 2003	0	0	0	0	
		275,000	274,762	275,000	274,762	274,762	274,762	Apr 24, 2003	0	0	0	0	

THE FUND FOR ANIMALS, INC.

BLACK BEAUTY RANCH

GOVERNMENT OBLIGATIONS(CONT)

INVENTORY
AT 01.1.03

PURCHASES
SPLITS / 2003

SALES/EXCHANGES
2003

INVENTORY
AT 12.31.03

Date Acq	Description	Face Value	Cost	Face Value	Cost	Proceeds	Cost	Date Sold	Gain/Loss	Cost	FACE VALUE	Market Value	Income
Jun 15, 2001	Fed Natl Mort Assoc 6% 7 1 2016	321,771,780	320,374	15,147 72	15,147	15,147	15,080	Jan 25, 2003	67	15,080	306,624 06		
				10,621 82	10,622	10,622	10,575	Feb 25, 2003	47	10,575	296,002 24		
				24,449 54	24,451	24,451	24,344	Mar 25, 2003	107	24,344	271,552 70		
				271,552 70	284,452	284,452	270,375	Mar 13, 2003	14,077	270,375	0 00		5,391
Sep 26, 2001	Fed Natl Mort 5 25% 6 15 2006	300,000	310,407	100,000	106,932	106,932	103,469	Aug 1, 2003	3,463	103,469	200,000	213,938	13,149
Dec 18, 2001	Fed Natl Mort 6% 1 01 2017	489,260 490	489,260	8,692 61	8,693	8,693	8,693	Jan 27, 2003	0	8,693	480,567 88		
				20,038 35	20,038	20,038	20,038	Feb 25, 2003	0	20,038	480,529 53		
				15,340 83	15,340	15,340	15,340	Mar 25, 2003	0	15,340	445,188 70		
				445,188 70	468,335	468,335	445,189	Mar 13, 2003	21,146	445,189	0 00		8,413
Sep 18, 2002	Fed Home Ln 5 50% 10 01 2017	439,709 870	452,626	10,286 91	10,287	10,287	10,589	Jan 15, 2003	(302)	10,589	429,422 76		
				12,874 64	12,875	12,875	13,253	Feb 15, 2003	(378)	13,253	416,548 12		
				416,548 12	432,429	432,429	428,784	Feb 13, 2003	3,645	428,784	0 00		5,129
Apr 16, 2003	Fed Natl Mort 4.625% 05 01 2013								0		322,732	316,267	10,445
											325,000 00	325,000 00	

THE FUND FOR ANIMALS, INC.

BLACK BEAUTY RANCH

GOVERNMENT OBLIGATIONS(CONT)

INVENTORY AT 01.1.03 PURCHASES SPLITS / 2003 SALES/EXCHANGES 2003 INVENTORY AT 12.31.03

Date Acq	Description	Face Value	Cost	Face Value	Cost	Proceeds	Cost	Date Sold	Gain/Loss	Cost	FACE VALUE	Market Value	Income	
Oct 29, 2002	Fed Home Ln 6 25% 03 05 2012	300,000	319,857						0	319,857	300,000	321,939	9,375	
Oct 3, 2002	Fed Home Ln 4 02% 11 06 2007	300,000	300,000	300,000	300,469	300,000	300,000	Jan 21, 2003	469	0	0		10,104	
Dec 17, 2002	Fed Home Ln 4 50% 7 23 2007	300,000	307,956	150,000	152,850	153,978	153,978	Aug 1, 2003	(1,128)	153,978	150,000	152,345	10,729	
Jan 21, 2003	Fed Mtg 4.375% due 9 15 2015	300,000	297,144						0	297,144	300,000	296,814	12,269	
Mar 3, 2003	Fed Home Ln 4 50% 11 15 2012	175,000	181,437						0					
Apr 4, 2003		275,000	279,125											
Apr 9, 2003		150,000	152,400											
Feb 13, 2003	FHLMC 5% TBA (PAIR OFF TRADE)	400,000	409,750	400,000	413,875	409,750	409,750	Mar 18, 2003	4,125	0	0		20,396	
Mar 13, 2003	Fed Nat'l Mort 5% 04 01 2018 POOL NO 698957	400,000	411,812	1,883 16 2,235 74 2,032 18 2,452 09 2,123 60 2,324 44 2,483 22 2,494 78	1,883 2,236 2,092 2,452 2,124 2,393 2,483 2,495	1,939 2,302 2,092 2,524 2,187 2,393 2,557 2,568	1,939 2,302 2,092 2,524 2,187 2,393 2,557 2,568	May 15, 2003 Jun 25, 2003 Jul 25, 2003 Aug 25, 2003 Sep 25, 2003 Oct 25, 2003 Nov 25, 2003 Dec 25, 2003	(56) (66) (60) (72) (63) (69) (74) (73)	398,116 84 395,881 10 393,848 92 391,396 83 389,273 23 386,948 79 384,465 57 381,970 79			11,972	
May 9, 2003	Fed Home Ln 4 25% 5 22 2013	75,000	74,475						0	74,475	75,000 00	70,506	1,934	
Mar 13, 2003	Fed Home Ln 5% 04 01 2018 POOL NO E96579	174,983	179,740	633.77 1,324 42 1,248 01 1,661 31 1,282 20 1,200 73 3,011.76 3,023 85	634 1,324 1,248 1,661 1,282 1,201 3,012 3,024	651 1,361 1,280 1,706 1,296 1,233 3,094 3,106	651 1,361 1,280 1,706 1,296 1,233 3,094 3,106	May 15, 2003 Jun 15, 2003 Jul 15, 2003 Aug 15, 2003 Sep 15, 2003 Oct 15, 2003 Nov 15, 2003 Dec 15, 2003	(17) (37) (34) (45) (34) (32) (82) (82)	174,349 23 173,024 81 171,778 80 170,117 49 168,855 29 167,654.56 164,642 80 161,618 95			5,203	
TOTAL GOVERNMENT OBLIGATIONS											5,231,390	5,685,176	5,524,770	242,881
VALUATION ALLOWANCE											(219,901)	0	0	
TOTAL INVESTMENTS/BLACK BEAUTY											5,011,489	5,685,176	5,524,770	242,881
											5,515,478	5,685,336	5,711,581	243,781
													5,491,680	

THE FUND FOR ANIMALS, INC.
PLANNED GIVING ACCOUNT / SMITH BARNEY
SCHEDULE OF INVESTMENTS

COMMON STOCKS		INVENTORY @ 03.31.03		PURCHASES SPLITS / 2003		SALES/EXCHANGES 2003		INVENTORY AT 12.31.03		MARKET VALUE		INCOME		
Date Acq	Description	No. shs.	Cost	No. shs.	Cost	No. shs.	Proceeds	Cost	Date Sold	Gain/Loss	COST	NO SHS	MARKET VALUE	INCOME
Mar 17, 2003	Ar Products & Chemicals	65	2,681			65	2,794	2,681	Mar 27, 2003	113	0	0	0	14
Mar 17, 2003	Alcoa Inc	255	5,294			255	5,166	5,294	Mar 27, 2003	(128)	0	0	0	
Mar 17, 2003 July 28, 2003	Ambac Finl Group Inc	110	5,316	40	2,580	150	9,910	7,898	Sep 16, 2003	2,014	0	0	0	27
Mar 17, 2003 July 28, 2003	American Express	150	5,322	60	2,718	210	9,446	8,040	Sep 16, 2003	1,406	0	0	0	27
Mar 17, 2003 July 28, 2003 Sep 16, 2003	American International Group	105	5,349	95 70	6,108 4,200			0 0 0					15,657	17,898 35
Mar 17, 2003 July 28, 2003	Applied Matl Inc	200	2,614	130	2,544	330	6,998	5,158	Sep 16, 2003	1,840	0	0	0	
Mar 17, 2003 July 28, 2003	Automatic Data Processing	180	5,239	165	6,102	345	13,083	11,341	Sep 16, 2003	1,742	0	0	0	63
Mar 17, 2003 July 28, 2003	Avon Products Inc			65 40	3,757 2,518			0 0			6,275	105	7,086	58
July 28, 2003 Sep 17, 2003	AOL Time Warner			410 395	6,466 6,473			0 0			12,939	805	14,482	
Mar 17, 2003 Sep 16, 2003	Bank New York Inc	245	5,286	6	15,109	245	7,369	5,286	Sep 16, 2003	2,083	0	0	6	93
Apr 21, 2003	Berkshire Hathaway Inc Class B			800	17,844	800	17,458	17,844	Apr 30, 2003	(386)	0	0	0	
Mar 17, 2003	Bristol Myers Squibb	370	5,233					0			5,233	370	8,965	29
Mar 17, 2003 Sep 17, 2003	Cisco Sys Inc	130	5,302	250	10,780			0 0			16,082	380	19,285	112
Mar 17, 2003 Sep 24, 2003	Coca-Cola Co	170	5,216	135	4,334			0 0			9,550	305	11,340	
Mar 17, 2003 Apr 3, 2003	Costco Wholesale Corp	85	2,628	85	2,649	170	5,517	5,277	Sep 16, 2003	240	0	0	0	
Mar 17, 2003 July 28, 2003 Sep 18, 2003	Cox Communications Inc	95	2,677	100 180	3,273 6,274			0 0			12,224	375	12,742	
Sep 18, 2003 Sep 24, 2003	Deil Inc			320 335	6,524 6,665			0			13,189	655	15,281	
Mar 17, 2003	Disney, Walt	680	5,224			680	9,188	5,224	Sep 16, 2003	3,964	0	0	0	
Mar 17, 2003	EMC Corp													

THE FUND FOR ANIMALS, INC.
PLANNED GIVING ACCOUNT / SMITH BARNEY
SCHEDULE OF INVESTMENTS
COMMON STOCKS (CON'T)

Date Acq	Description	INVENTORY @ 03.31.03		PURCHASES SPLITS / 2003			SALES/EXCHANGES 2003			INVENTORY AT 12.31.03		MARKET VALUE	INCOME
		No. shs.	Cost	No. shs.	Cost	No. shs	Proceeds	Cost	Date Sold	Gain/Loss	COST		
Mar 17, 2003	Freddle Mac	195	10,393			100	5,331	5,329	Jun 12, 2003	2	0	0	49
				95		95	5,191	5,064	Sep 16, 2003	127	0		
Mar 17, 2003	HCA Inc	130	5,327			130	3,858	5,327	Apr 25, 2003	(1,469)	0	0	
Mar 17, 2003	Hershey Foods Corp	80	5,154			130	9,408	8,823	Sep 16, 2003	583	0	0	78
July 28, 2003				50	3,669								
Mar 17, 2003	Home Depot Inc	110	2,634										
Apr 3, 2003				90	2,346								
July 28, 2003				95	3,009								
Sep 18, 2003				100	3,299						11,288	395	14,018
Mar 17, 2003	Illinois Tool Wks Inc	85	5,134			140	9,994	8,877	Sep 16, 2003	1,117	0	0	39
July 28, 2003				55	3,743								
Mar 17, 2003	Intel Corp	295	5,297								5,297	295	9,455
Sep 22, 2003	InteractiveCorp					175	6,136				6,136	175	12,724
Mar 17, 2003	Lowes Cos Inc	65	2,603			65	3,440	2,603	Sep 16, 2003	837	0	0	3
Mar 17, 2003	Microsoft Corp	305	7,829										
July 28, 2003				50	1,330								
Sep 25, 2003				210	6,028						15,187	565	15,464
Mar 17, 2003	Morgan Stanley	170	6,513								6,513	170	9,838
Mar 17, 2003	Oracle Corporation	430	5,274			430	5,365	5,274	Sep 16, 2003	91	0	0	
Mar 17, 2003	Psychex Inc	200	5,233			200	6,938	5,233	Sep 16, 2003	1,705	0	0	44
Mar 17, 2003	Pepsico Inc	130	5,258										
July 28, 2003				75	3,478								
Sep 19, 2003				80	3,660						12,398	285	13,287

THE FUND FOR ANIMALS, INC.
PLANNED GIVING ACCOUNT / SMITH BARNEY

SCHEDULE OF INVESTMENTS
COMMON STOCKS (CONT)

INVENTORY
@ 03.31.03

PURCHASES
SPLITS / 2003

SALES/EXCHANGES
2003

INVENTORY
AT 12.31.03

Date Acq	Description	FACE VALUE	Cost	FACE VALUE	Cost	FACE VALUE	Proceeds	Cost	Date Sold	Gain/Loss	COST	NO SHS	MARKET VALUE	INCOME
Mar 17, 2003	State Street Corp	145	5,321			145	6,543	5,321	Sep 16, 2003	1,222	0	0		39
Sep 25, 2003	Texas Instruments Inc			345	8,078					0	8,078	345	10,136	7
Mar 17, 2003	United Parcel Service Cl B	95	5,445			95	6,061	5,445	Sep 16, 2003	616	0	0		44
Mar 17, 2003	United Technologies Corp	90	5,475			90	7,157	5,475	Sep 16, 2003	1,682	0	0		49
Mar 28, 2003	USA Interactive	125	3,436							0				
Apr 3, 2003				75	1,958					0	5,394	200		
Mar 17, 2003	Verizon Communications	150	5,357			150	5,320	5,357	Sep 16, 2003	(37)	0	0		116
Mar 17, 2003	Viacom Inc Cl B	135	5,287			215	9,462	8,831	Sep 16, 2003	631	0	0		13
July 28, 2003				80	3,564					0				
Mar 17, 2003	Wells Fargo Corp	115	5,351			70	3,633			0	8,984	185	10,895	201
July 28, 2003				70	3,633					0				
Dec 31, 2002	W P Carey LLC	532	12,912			532	12,753	12,912	Mar 2, 2003	(159)	0	0		25
July 28, 2003	Wrigley Wm Jr Co			115	6,315					0	6,315	115	6,464	
	TOTAL COMMON STOCKS		178,594		177,164		183,748	163,912		49,836	191,846		226,248	1,504
	US TREASURY NOTES													
Various	USTN 3 875% due 2 15 2013 from General Fund			200,000	199,000	200,000	195,296	199,000	Dec 21, 2003	(3,704)				2,759
Various	USTN 3 625% due 2 15 2013 from General Fund			865,000	866,172					0	866,172	865,000	831,481	4,037
										0	0	0		
	TOTAL US TREASURY NOTES		0	0	1,065,172	0	195,296	199,000		(3,704)	866,172		831,481	6,796
	TOTAL INVESTMENTS/PLANNED GIVING A/C		178,594	0	1,242,336	0	379,044	362,912		16,132	1,058,018		1,057,729	8,300

MEMORANDUM OF AGREEMENT

BETWEEN

Wilde/LWRA, INC.

AND

The Fund for Animals

1. The Fund for Animals, Inc., 200 West 57th Street, New York, New York 10019, a non-profit New York organization hereby agrees to retain the Professional Direct Mail Fundraising Counseling services of Wilde/LWRA, Inc. (hereinafter referred to as LWRA), a Massachusetts Corporation with principal office located at 201 Summer Street, Holliston, Massachusetts 01746.
2. The period of time covered by this Agreement shall be from January 1, 2003 through December 31, 2003. The expiration date of this Agreement will be automatically renewed for a succeeding twelve months unless notice of termination of this Agreement is provided ninety (90) days prior to the maturity of the Agreement, or the Agreement is renewed before the expiration date. However, this Agreement may be terminated by either party at any time during the above time period by giving a ninety (90) days written notice of termination to the other party. The exercise by either party of the option to terminate will in no way be construed as a release or waiver of any rights or obligations accrued to date.
3. Upon termination of this Agreement, all property and material produced and used under this Agreement, will be considered the property of FFA provided full payment of all outstanding invoices, generated under this Agreement have been made. In addition, if this Agreement is terminated prior to expiration of the term, LWRA shall be entitled to a termination fee which would cover all third party invoices that have been billed to LWRA, fees equivalent to the value of "work in process" but not yet invoiced to LWRA by third party suppliers, plus the time associated by LWRA professionals on "work in process." Work on any project will be initiated only by FFA's approval of the Mailing Strategy document or other written instructions from FFA.
4. Many states require nonprofits and their counsel to register with their Attorney General's Office or State Department. Our goal is to be fully compliant with state regulations and registering our Agreements in the requisite states. As part of our Agreement, we will ask you to inform us in which states you are currently registered, and to remain compliant, must only mail to those states accordingly. As part of our contract you are agreeing to fully comply with state regulations as well, including on time maintenance of renewals and advising us of any problems you may have with any state into which we mail.

5. The services to be provided to FFA by LWRA will consist of the following:
 - a) A direct mail fundraising program will be designed and counseled through December 31, 2003 by LWRA on behalf of FFA for the purpose of building a substantial, quality donor constituency and obtaining for FFA the maximum possible direct mail gift support from such donors.
 - b) The specific fundraising mailings to be conducted by LWRA for FFA during the period January 1, 2003 through December 31, 2003 are outlined in The FFA -- Annual Program Plan dated December 3, 2002 enclosed with this Memorandum of Agreement.
6. Direct miscellaneous expenses incurred by LWRA during the conduct of its direct mail fundraising counseling services on behalf of FFA, such as copying charges, telephone, delivery charges and miscellaneous postage are to be the financial responsibility of LWRA and will not be billed for reimbursement to FFA. Travel expenses, if required, will be charged to FFA at cost.
7. All mailings produced by LWRA on behalf of FFA will be submitted to FFA for approval before mailing. FFA will maintain complete control over list selection, copy, graphics, package cost and volumes to be mailed.
8. Estimated postage for each approved mailing to be conducted by LWRA on behalf of FFA is to be paid by FFA to LWRA no less than ten (10) days in advance of the scheduled mailing date.
9. All FFA approved and authorized invoices for professional services and mailing materials and services submitted by LWRA to FFA are to be paid within thirty (30) days from date of invoice.
10. Any and all lists given to LWRA by FFA are the sole property of FFA and are not to be given, sold or assigned by LWRA to any person or entity for their use. Any mailing list provided to LWRA is and will remain the property of FFA. LWRA will not use the mailing list for any purpose without prior written approval of FFA. After the termination of this Agreement, LWRA will not maintain possession of the mailing list or any copies thereof, and the mailing list and all copies will be returned to FFA.
11. All solicited funds and gifts will be mailed directly to FFA's offices or agents. At no time will LWRA, have custody of, control over, or possession of any funds donated to FFA.
12. LWRA has examined FFA's mission statement. All funds donated through the mail will be used in the fulfillment of FFA's mission to foster humane conduct towards animals throughout the world.

13. LWRA will make projections of income of the direct mail efforts and will exercise reasonable efforts to help FFA achieve those goals. It is expressly understood, however, that any such projections by LWRA are estimates and not guarantees that any program will achieve any projected goals at the projected costs.
14. FFA and/or its vendors agree to maintain accurate records of mailing results and agree to provide LWRA with certain periodic reports during the conduct of the program for evaluation. LWRA will establish procedures to ensure that this is done on an efficient, economical basis.
15. This Agreement may not be modified except as mutually agreed to in writing by both parties.

Accepted for Wilde/LWRA, INC.

Dated: 12/10/02

By: Lynn S. Edmonds
Lynn S. Edmonds
President

Accepted for The Fund for Animals

Dated: 1/3/03

Michael Markarian
By: Phil Markarian
Title President

Dated: 1/6/03

By: John Paul ARLOFF PLOSKO
Title CEO

**Addendum To Contract
With Charitable Organizations
(Section 174-a Article 7-A
of the Executive Law)**

INSTRUCTIONS: A Professional Fund Raiser (PFR) or Fund Raising Counsel (FRC) is required to insure that its contracts comply with §174-a of NYS Executive Law. This addendum may be used by a PFR or FRC when a contract required to be filed with the Charities Bureau by the PFR or FRC does not already conform to §174-a. The provisions of this addendum shall be accepted as complying with §174-a. If a PFR or FRC elects to use this form, the addendum must be completed and signed by all parties to the contract and must be attached to the contract when it is filed with the Charities Bureau. A PFR or FRC is not required to use this specific form. The Charities Bureau encourages professional fund raisers and fund raising counsel to execute contracts that initially comply with §174-a.

The parties to the attached contract are The Fund for Animals, Inc.
(Name of Charitable Organization Per Contract)
and Wilde/LWRA, Inc., d/b/a L. W. Robbins Associates
(Name of Professional Fund Raiser or Fund Raising Counsel Per Contract)

The parties acknowledge that the attached contract was signed by the charitable organization on _____, 20____, and by the professional fund raiser or fund raising counsel on December 10, 2002, 20____.

The parties agree that the provisions of this addendum shall be made part of the contract and shall be incorporated therein as if fully set forth in the contract itself. The parties further agree that the following terms and conditions shall supercede and control any provisions in the contract that are contrary to or inconsistent with the terms of this addendum. Therefore, the parties further agree as follows:

(1) Charity's right to cancel this contract: It is understood by the parties that the charitable organization has the right under New York State law to cancel this contract and that the charitable organization is not required to give any reason for the cancellation. By law, the parties to this contract cannot waive or modify this right by any pre-existing agreement or by any subsequent agreement between the parties. Therefore, the charitable organization may cancel this contract without cost, penalty or liability if the charitable organization notifies the professional fund raiser or fund raising counsel in writing as provided below.

(2) Period during which contract may be cancelled: If the professional fund raiser or fund raising counsel is registered with the New York State Charities Bureau, the charitable organization may cancel this contract at any time up to and including the fifteenth day after this contract was filed by the professional fund raiser or fund raising counsel with the New York State Charities Bureau, regardless of the execution date of the contract. If, however, the professional fund raiser is not registered with the New York State Charities Bureau at the time this contract is signed, the charitable organization may cancel this contract at any time after it is signed.

(3) Procedure for cancelling this contract: The charitable organization may cancel this contract by giving the professional fund raiser or fund raising counsel written notice of cancellation. This notice may be in the form of a letter stating that the charitable organization does not intend to be bound by the contract. The notice of cancellation may be hand-delivered or mailed to the professional fund raiser or fund raising counsel. If mailed, it must be sent to the professional fund raiser or fund raising counsel at the following address:

Wilde/LWRA, Inc., d/b/a L.W. Robbins Associates, 201 Summer Street, Holliston, MA 01746
(Name and Complete Mailing Address of Professional Fund Raiser or Fund Raising Counsel)

The charitable organization must also mail a copy of the notice of cancellation to the State of New York, Office of the Attorney General, Charities Bureau, The Capitol, Albany, NY 12224.

(4) When the cancellation is effective: If the notice of cancellation is hand-delivered, the cancellation is effective as soon as it is delivered to the professional fund raiser or fund raising counsel. If the notice of cancellation is mailed, the cancellation is effective as soon as the notice is deposited, properly addressed and postage pre-paid, in a mailbox.

(5) Financial arrangement: The parties further agree to the following financial arrangement: (Enter "NA" if the contract contains a clear statement of the financial arrangement.) N/A

In witness of their acceptance of the provisions contained in this addendum, the parties have signed this addendum on the dates set forth below.

Professional Fund Raiser / Fund Raising Counsel:
Wilde/LWRA, Inc., d/b/a L. W. Robbins Associates
(X) Lynn Edmonds 12/10/02
Signature Date
Lynn Edmonds President
Print or type name Title

Charitable Organization:
Michael Markarian 1/3/03
Signature Date
Michael Markarian President
Print or type name Title

**Professional Fund Raiser/Fund
Raising Counsel Contract Certification**
(Section 173-a(1) Article 7-A
of the Executive Law)

www.oag.state.ny.us/charities/charities.html

INSTRUCTIONS: A Professional Fund Raiser (PFR) or Fund Raising Counsel (FRC) must file with the Charities Bureau, within ten days of its execution, a copy of each contract the PFR or FRC enters into with any charitable organization required to be registered under NYS Executive Law §172. At the time of filing, the PFR or FRC must certify, under penalties for perjury, that the contract being filed is a true and correct copy of the original executed contract. This certification form may be used by a PFR or FRC when submitting a contract. A PFR or FRC is not required to use this specific form as long as its certification is substantially similar to this form. Each contract required to be filed with the Charities Bureau must contain (a) the names, addresses and NYS Charities Bureau identification numbers of all parties to the contract; (b) a specific beginning and ending date for the contract; (c) a clear narrative description of the services to be performed by the PFR or FRC; (d) a clear statement of the financial arrangement between the charitable organization and the PFR or FRC; (e) signatures and dates of signature of all parties to the contract and (f) a statement of the charitable organization's statutory right to cancel the contract; the period during which the contract may be canceled; the address to which the notice of cancellation must be sent and the address of the Office of the Attorney General to which a duplicate must be sent. (Please refer to the reverse side of this form.) In addition, §173-a(2) of NYS Executive Law specifies that every contract between a PFR and a charitable organization shall contain, or shall be deemed to contain, a provision that within 5 days of receipt by the PFR or other person, the gross revenue received from a solicitation conducted by that PFR shall be deposited in a bank account under the exclusive control of the charitable organization. Please note that §172-d(5) of NYS Executive Law requires that prior to entering into a contract with a charitable organization, a PFR or FRC must provide that charitable organization with a statement, signed under penalties for perjury, that it is registered and in compliance with all filing requirements of the Executive Law. Section 172-d(6) of NYS Executive Law prohibits a PFR or FRC from entering into any contract, agreement, employment or engagement to raise funds or conduct any fund raising activities for any charitable organization required to be registered unless the charitable organization is registered and in compliance with all filing requirements.

CONTRACT CERTIFICATION FOR PROFESSIONAL FUND RAISERS & FUND RAISING COUNSEL

Name of Contracting Professional Fund Raiser or Fund Raising Counsel: Wilde/LWRA, Inc., d/b/a L.W.Robbins Associates

Name of Contracting Charitable Organization(s): The Fund for Animals, Inc.

Date of Contract: _____

I, AN AUTHORIZED REPRESENTATIVE OF THE ABOVE NAMED PROFESSIONAL FUND RAISER OR FUND RAISING COUNSEL, CERTIFY UNDER PENALTIES FOR PERJURY, THAT THE ABOVE REFERENCED AND ATTACHED CONTRACT, INCLUDING ANY ACCOMPANYING EXHIBITS, ADDENDA AND ATTACHMENTS, IS A TRUE AND CORRECT COPY OF THE ORIGINAL CONTRACT EXECUTED BY THE PARTIES.

Wilde/LWRA, Inc., d/b/a L.W.Robbins Associates
[Signature] President
Signature of Authorized Representative of PFR/FRC Title of Authorized Representative Date 12/10/02

FOR CHARITIES BUREAU OFFICE USE ONLY. DO NOT ENTER INFORMATION IN THIS SPACE.

Charity I.D. #: _____ Contract Type: _____

Received: _____ Signed: ____/____/____ Filed: ____/____/____ Closing Statement Due: ____/____/____

Contract Period: _____

Terms: _____

FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

THE FUND FOR ANIMALS, INC.

December 31, 2003

THE FUND FOR ANIMALS INC.



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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors of
The Fund for Animals, Inc.

We have audited the accompanying statement of financial position of The Fund for Animals, Inc. (the "Fund") as of December 31, 2003, and the related statements of activities and changes in net assets, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Fund for Animals, Inc. as of December 31, 2003, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Grant Thornton LLP

New York, New York
April 13, 2004

The Fund for Animals, Inc.

STATEMENT OF FINANCIAL POSITION

December 31, 2003

ASSETS

Cash and cash equivalents	\$ 2,491,344
Investments	15,728,910
Prepaid expenses and other	360,711
Fixed assets, net	3,635,484
Security deposits and other	<u>66,496</u>
	<u>\$22,282,945</u>

LIABILITIES AND NET ASSETS

Liabilities	
Note payable	\$ 2,000,000
Accounts payable and accrued expenses	366,540
Deferred rent	<u>13,376</u>
Total liabilities	<u>2,379,916</u>
Net assets	
Unrestricted	
Available for operations	14,076,874
Board-designated - Black Beauty Ranch	<u>5,807,237</u>
Total unrestricted	19,884,111
Temporarily restricted	<u>18,918</u>
Total net assets	<u>19,903,029</u>
Total liabilities and net assets	<u>\$22,282,945</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For the year ended December 31, 2003

Changes in unrestricted net assets	
Revenues, gains and other support	
Bequests	\$ 3,280,821
Contributions	3,227,664
Investment income	681,625
Net realized loss on sale of investments	(823,102)
Net unrealized appreciation of investments	651,710
Clinic and miscellaneous income	<u>307,998</u>
Total revenues, gains and other support	<u>7,326,716</u>
Expenses	
Program services	
Humane education	2,641,238
Animal rescue and protection	3,032,171
Legislative activities	<u>333,143</u>
Total program services	<u>6,006,552</u>
Supporting services	
Management and general	901,823
Fund-raising	<u>747,158</u>
Total supporting services	<u>1,648,981</u>
Total expenses	<u>7,655,533</u>
Decrease in unrestricted net assets	(328,817)
Changes in temporarily restricted net assets	
Contributions	<u>6,006</u>
Increase in temporarily restricted net assets	<u>6,006</u>
Change in net assets	(322,811)
Net assets, beginning of year	
Unrestricted	
Available for operations	14,529,629
Board-designated	5,683,299
Temporarily restricted	<u>12,912</u>
	<u>20,225,840</u>
Net assets, end of year	
Unrestricted	
Available for operations	14,076,874
Board-designated	5,807,237
Temporarily restricted	<u>18,918</u>
	<u>\$19,903,029</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

STATEMENT OF FUNCTIONAL EXPENSES

For the year ended December 31, 2003

	Program services			Supporting services			Total expenses
	Humane education	Animal rescue and protection	Legislative activities	Management and general	Fund-raising	Total	
Animal welfare, rescue operations and cruelty investigations							
Black Beauty Ranch operating expenses	\$ -	\$ 996,429	\$ -	\$ -	\$ -	\$ -	\$ 996,429
Have-a-Heart Clinic, New York	-	497,619	-	-	-	-	497,619
Wild Life Rehabilitation Center, Ramona, California	-	387,507	-	-	-	-	387,507
Rabbit Sanctuary, South Carolina	-	26,538	-	-	-	-	26,538
Care and Feeding, Tigers	-	250,000	-	-	-	-	250,000
Other	-	4,020	-	-	-	-	4,020
		<u>2,162,113</u>					<u>2,162,113</u>
Data processing				4,813		4,813	4,813
Educational expense							
Printed literature	694,730	338	51,173	353	476,208	476,561	1,222,802
Other media	923,021	563	1,616	1,048	30,298	31,346	956,546
Field expenses and travel	66,154	9,332	3,084	21,581	2,288	23,869	102,439
Donations	-	62,200	198,390	-	-	-	260,590
Insurance	-	149,228	-	49,743	-	49,743	198,971
Employee benefits	71,071	104,516	4,182	27,174	2,090	29,264	209,033
Investment advisory fees	-	-	-	90,734	-	90,734	90,734
Miscellaneous	15,550	689	17	11,355	99,278	110,633	126,889
Postage	101,376	5,973	4,824	23,847	68,294	92,141	204,314
Professional fees	6,000	203,692	15,388	225,317	33,500	258,817	483,897
Rent	73,822	112,896	4,309	91,489	4,104	95,593	286,620
Rental of office equipment	8,639	1,405	553	7,703	301	8,004	18,601
Salaries and related payroll taxes	534,167	58,013	38,654	200,183	22,996	223,179	854,013
Stationery and office supplies	113,498	13,010	5,350	72,850	6,619	79,469	211,327
Telephone	32,710	5,600	5,372	11,488	1,155	12,643	56,325
Utilities	500	287	231	3,609	27	3,636	4,654
D. C. Building Expense	-	-	-	23,288	-	23,288	23,288
Total expenses before depreciation	2,641,238	2,889,855	333,143	866,575	747,158	1,613,733	7,477,969
Depreciation	-	142,316	-	35,248	-	35,248	177,564
Total expenses	<u>\$2,641,238</u>	<u>\$3,032,171</u>	<u>\$333,143</u>	<u>\$901,823</u>	<u>\$747,158</u>	<u>\$1,648,981</u>	<u>\$7,655,533</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

STATEMENT OF CASH FLOWS

For the year ended December 31, 2003

Cash flows from operating activities	
Decrease in net assets	\$ (322,811)
Adjustments to reconcile decrease in net assets to net cash used by operating activities	
Depreciation	177,564
Loss on disposal of fixed assets	89,719
Realized gain on sale of investments	823,102
Unrealized depreciation of investments	(651,710)
Non cash contributions	(301,088)
Increase in prepaid expenses and other	(61,385)
Increase in security deposits and other	(2,114)
Increase in accounts payable and accrued expenses	137,355
Increase in deferred rent	<u>13,376</u>
Net cash used by operating activities	<u>(97,992)</u>
Cash flows from investing activities	
Purchase of and reinvestments in investments	(17,344,008)
Proceeds from sale of investments	17,503,051
Purchase of fixed assets	<u>(1,793,292)</u>
Net cash used in investing activities	<u>(1,634,249)</u>
Cash flows from financing activities	
Proceeds from note payable	<u>2,000,000</u>
Net cash provided by financing activities	<u>2,000,000</u>
Net increase in cash and cash equivalents	267,759
Cash and cash equivalents, beginning of year	<u>2,223,585</u>
Cash and cash equivalents, end of year	<u>\$ 2,491,344</u>

The accompanying notes are an integral part of this statement.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS

December 31, 2003

NOTE A - DESCRIPTION OF THE ORGANIZATION

- The Fund for Animals, Inc. (the "Fund") is a New York not-for-profit corporation, qualifying under Section 501(c)(3) of the Internal Revenue Code. The Fund's purpose is the alleviation of fear and the prevention of pain and the relief of suffering of animals everywhere and to foster humane conduct toward animals and encourage and support the cooperation among all persons interested in humane activities.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. *Basis of Presentation*

The net assets of the Fund are classified and reported as follows:

Unrestricted - Net assets that are not subject to donor-imposed stipulations and that may be expendable for any purpose in performing the primary objectives of the Fund.

Temporarily Restricted - Net assets that are subject to donor-imposed stipulations that may or will be met either by the actions of the Fund and/or the passage of time. As the restrictions are satisfied, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the accompanying financial statements as net assets released from restrictions.

Permanently Restricted - Net assets that are subject to donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or removed by actions of the Fund. This includes funds that have been designated by the donor to be held and invested in perpetuity. The Fund did not have any permanently restricted net assets for the year ended December 31, 2003.

2. *Cash and Cash Equivalents*

Cash and cash equivalents consist of cash and money market funds with original maturities of three months or less as of December 31, 2003.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2003

NOTE B (continued)

3. *Fixed Assets*

Fixed assets are capitalized at cost if purchased or at fair market value at the date of receipt if donated. Depreciation of buildings, furniture and fixtures, automobiles and equipment is provided on a straight-line basis over the assets' estimated useful lives as follows:

Buildings and improvements	10-25 years
Furniture and fixtures	5 years
Equipment and automobiles	5 years

4. *Contributions and Bequests*

The Fund is the beneficiary of bequests under various wills. The amounts of the bequests are not always immediately determinable. Such amounts are recorded by the Fund when the proceeds are received.

All contributions and bequests are considered to be available for unrestricted use unless specifically restricted by the donor.

5. *Contributions of Services*

Contributions of services shall be recognized if the services received create or enhance nonfinancial assets or require specialized skills and would need to be purchased if not provided by the donation. A number of unpaid volunteers have made contributions of their time to develop the Fund's programs. The value of this contributed time is not reflected in the accompanying financial statements since it is not susceptible to objective measurement or valuation.

6. *Donated Securities*

Marketable securities acquired by gift are initially recorded at publicly traded values at the date of donation and, if not publicly traded, then at values determined by the management of the Fund, which, in their opinion, represent fair value at the date of donation. Gains and losses are accounted for using the first-in, first-out method for the period during which the sale occurs.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2003

NOTE B (continued)

7. *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

8. *Functional Allocation of Expenses*

Costs and expenses that are incurred for or attributable to a program or supporting service are allocated directly to that category. Costs and expenses that apply to more than one functional purpose are allocated based on the amount of time employees spend on various program services as determined from their daily time and expense records. Costs of printed material are allocated on the basis of the uses made of the material, content, distribution and the intended audience.

NOTE C - INVESTMENTS

Investments are presented in the financial statements at amounts which approximate fair market value in accordance with Statement of Financial Accounting Standards ("SFAS") No. 124, "Accounting for Certain Investments Held by Not-for-Profit Organizations." This statement requires all not-for-profit organizations to reflect debt and equity securities at their fair values with the related gains and losses included in the statement of activities.

The Fund's investment advisor makes daily investment decisions on behalf of the Fund. Investments consist of fixed-income government securities, equity securities, daily income funds and money market funds. The aggregate cost and market values for investments as of December 31, 2003 were as follows:

	<u>Operating</u>		<u>Board-designated</u>	
	<u>Cost</u>	<u>Market</u>	<u>Cost</u>	<u>Market</u>
Government securities	\$9,218,304	\$ 9,524,021	\$5,524,770	\$5,530,071
Common stocks	<u>610,078</u>	<u>533,554</u>	<u>186,811</u>	<u>141,264</u>
	<u>\$9,828,382</u>	<u>\$10,057,575</u>	<u>\$5,711,581</u>	<u>\$5,671,335</u>

The Fund records investment transactions based on the trade date. Daily income funds and money market funds are included with cash and cash equivalents.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2003

NOTE D - FIXED ASSETS

Fixed assets, net as of December 31, 2003, were as follows:

Land	\$1,852,832
Buildings and improvements	2,543,200
Equipment and automobiles	474,387
Furniture and fixtures	213,785
Library of animal books	<u>10,000</u>
	5,094,204
Less accumulated depreciation	<u>1,458,720</u>
	<u>\$3,635,484</u>

NOTE E - GIFT ANNUITIES

The Fund's temporarily restricted net assets include \$18,918 in charitable gift annuities as of December 31, 2003. Charitable gift annuities are irrevocable gifts under which the Fund agrees in turn to pay a life annuity to the donor or designated beneficiary. The contributed funds and the attendant liabilities immediately became part of the general assets and liabilities of the Fund, subject to the Fund's maintaining an actuarial reserve in accordance with New York State law.

The Fund initially values deferred gifts of cash at face value and those of equities at market value; these values are then actuarially discounted. Published IRS discount rates are employed to determine the net present value of both contributions and liabilities pertaining to these deferred giving arrangements.

NOTE F - NOTE PAYABLE

In October 2003, the Fund entered into a \$2,000,000 line of credit with Deutsche Bank. The interest rate on outstanding borrowings greater than \$1,500,000 is the London Inter Bank Offered Rate ("LIBOR") plus 1.00%. The interest rate on outstanding borrowings greater than \$1,000,000 but less than \$1,500,000 in LIBOR plus 1.25%. Outstanding borrowings less than \$1,000,000 are subject to an interest rate equal to the prime rate. The line is secured by a diversified portfolio of U.S. Government bonds and other marketable securities owned by the Fund. As of December 31, 2003, the outstanding balance was \$2,000,000.

The Fund for Animals, Inc.

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2003

NOTE G - JOINT COSTS

In 2003, the Fund incurred costs for multipurpose activities of approximately \$2,224,539. These costs were for newsletters, bulletins and mailings that included fund-raising-related articles. Of these costs, approximately \$512,962 was allocated to fund raising and \$1,711,577 was allocated to program services.

NOTE H - COMMITMENTS AND CONTINGENCIES

The Fund leases office facilities under operating leases. The approximate minimum annual payments for these leases are as follows:

2004	\$125,372
2005	72,900
2006	72,900
2007	<u>72,900</u>
	<u>\$344,072</u>

NOTE I - TAX-EXEMPT STATUS

The Fund has been determined to be a public charity as defined in Section 501(c)(3) of the Internal Revenue Service Code (the "Code"), and as such is exempt from Federal income taxes. Accordingly, no provision for Federal income taxes has been made in the accompanying financial statements.

NOTE J - RETIREMENT PLAN

The Fund maintains a retirement plan under Internal Revenue Code Section 403(b). There were no employer contributions made to this plan for the year ended December 31, 2003.

FEDERAL FOOTNOTES

THE ORGANIZATIONS PRIMARY EXEMPT PURPOSE IS THE ALLEVIATION OF FEAR, THE PREVENTION OF PAIN AND THE RELIEF OF SUFFERING OF ANIMALS EVERYWHERE AND TO FOSTER HUMANE CONDUCT TOWARD ANIMALS AND ENCOURAGE AND SUPPORT THE COOPERATION AMONG ALL PERSONS INTERESTED IN HUMANE ACTIVITIES.

June 16, 2004

BY HAND

Ms. Marian Probst, Chair
The Fund for Animals, Inc.
200 West 57th Street, Suite 705
New York, NY 10019

Dear Marian:

Enclosed for your review and transmittal are the following filings for The Fund for Animals, Inc. year 2003:

Federal Form 990 with all schedules and attachments
Federal Form 990-T with all schedules and attachments

I am also enclosing a copy for your files and an additional copy for Mr. Markarian.

- We will commence preparing State filings if you have no changes to the Federal.

Please call me at (212) 624-5282 with any questions.

Very truly yours,



Moshe Stepansky, CPA

MS:sl

Encs.

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MS. MARIAN PROBST 200 WEST 57TH STREET NEW YORK, NY 10019	CHAIR 35	NONE	NONE	NONE
MS. BARBARA BRACK 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
MRS. DEL DONATI 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
MR. MICHAEL KILIAN 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR .5	NONE	NONE	NONE
MRS. JUDITH NEY 200 WEST 57TH STREET NEW YORK, NY 10019	VICE PRES 1	NONE	NONE	NONE
MRS. KATHRYN WALKER 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
MR. EDGAR SMITH 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
MR. MICHAEL MARKARIAN 200 WEST 57TH STREET NEW YORK, NY 10019	PRESIDENT 40 HOURS	50,000.	4,830.	NONE

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MR. NEAL FANG 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR 1	NONE	NONE	NONE
MS. MARY MAX 200 WEST 57TH STREET NEW YORK, NY 10019	DIRECTOR .5	NONE	NONE	NONE
GRAND TOTALS		50,000.	4,830.	NONE

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 THE FUND FOR ANIMALS, INC.	Employer identification number 13-6218740
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 WEST 57TH STREET 705	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10019	

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 08/16, 2004, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2003 or
 ▶ tax year beginning _____, _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ _____

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 ▶ Title ▶ CPA Date ▶ 05/11/2004

For Paperwork Reduction Act Notice, see Instruction Form 8868 (12-2000)

GRANT THORNTON LLP
60 BROAD STREET
NEW YORK, NY 10004
EIN 36-6055558