Form **990**

Department of the Treasury Internal Revenue Service(77)

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

2007

Open to Public Inspection

A For the 2007 calendar year, or tax year beginning , 2007, and ending ,

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Termination
- [ ] Amended return
- [ ] Application pending

Please use IRS label or print or type. See specific Instructions.

C
HOUSTON SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS
900 PORTWAY DRIVE
HOUSTON, TX 77024

D Employer Identification Number 74-1287171

E Telephone number 713-869-7722

F Accounting method: [ ] Cash [X] Accrual [ ] 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 [X] 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 [X] No

G Web site: ► WWW.HOUSTONSPCA.ORG

J Organization type (check only one) . . . . ► [X] 501(c) 3 ◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

K Check here ► [ ] if the organization is not a 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

I Group Exemption Number . . . ►

M Check ► [ ] if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 . . . ► 16,683,284.

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

REVENUE	1	Contributions, gifts, grants, and similar amounts received:				
	a	Contributions to donor advised funds	1a			
	b	Direct public support (not included on line 1a)	1b	9,710,396.		
	c	Indirect public support (not included on line 1a)	1c			
	d	Government contributions (grants) (not included on line 1a)	1d			
	e	Total (add lines 1a through 1d) (cash $ 9,710,396. noncash $)			1e	9,710,396.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	1,082,104.
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments			4	12,852.
	5	Dividends and interest from securities			5	538,082.
	6a	Gross rents	6a			
	b	Less: rental expenses	6b			
	c	Net rental income or (loss). Subtract line 6b from line 6a			6c	
	7	Other investment income (describe ►)			7	

		(A) Securities		(B) Other
8a	Gross amount from sales of assets other than inventory	5,322,184.	8a	
b	Less: cost or other basis and sales expenses	4,699,818.	8b	
c	Gain or (loss) (attach schedule) Statement 1	622,366.	8c	

REVENUE	d	Net gain or (loss). Combine line 8c, columns (A) and (B)			8d	622,366.
	9	Special events and activities (attach schedule). If any amount is from **gaming,** check here ► [ ]				
	a	Gross revenue (not including $ of contributions reported on line 1b)	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	17,666.
	12	**Total revenue.** Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11			12	11,983,466.
EXPENSES	13	Program services (from line 44, column (B))			13	5,932,442.
	14	Management and general (from line 44, column (C))			14	399,806.
	15	Fundraising (from line 44, column (D))			15	895,683.
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses.** Add lines 16 and 44, column (A)			17	7,227,931.
NET ASSETS	18	Excess or (deficit) for the year. Subtract line 17 from line 12			18	4,755,535.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	21,809,640.
	20	Other changes in net assets or fund balances (attach explanation) See Statement 2			20	-31,779.
	21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20			21	26,533,396.

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 instruct.*)

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
22a Grants paid from donor advised funds (attach sch) (cash $ ____ non-cash $ ____) If this amount includes foreign grants, check here ► ☐	22a				
22b Other grants and allocations (att sch) (cash $ ____ non-cash $ ____) If this amount includes foreign grants, check here ► ☐	22b				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a	179,615.	89,808.	89,807.	0.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b	0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c	0.	0.	0.	0.
26 Salaries and wages of employees not included on lines 25a, b, and c	26	2,770,204.	2,499,846.	135,245.	135,113.
27 Pension plan contributions not included on lines 25a, b, and c	27	31,225.	11,680.	19,545.	
28 Employee benefits not included on lines 25a - 27	28				
29 Payroll taxes	29	218,298.	194,111.	14,469.	9,718.
30 Professional fundraising fees	30				
31 Accounting fees	31	47,181.		47,181.	
32 Legal fees	32				
33 Supplies	33	101,056.	85,147.	4,000.	11,909.
34 Telephone	34	105,718.	104,238.	866.	614.
35 Postage and shipping	35				
36 Occupancy	36				
37 Equipment rental and maintenance	37	16,393.	16,229.		164.
38 Printing and publications	38				
39 Travel	39				
40 Conferences, conventions, and meetings	40				
41 Interest	41	273,152.	250,701.	22,451.	
42 Depreciation, depletion, etc (attach schedule)	42	323,412.	323,412.		
43 Other expenses not covered above (itemize): a See Statement 3	43a	3,161,677.	2,357,270.	66,242.	738,165.
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22a through 43g. (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	44	7,227,931.	5,932,442.	399,806.	895,683.

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 $ ____; **(ii)** the amount allocated to Program services $ ____; **(iii)** the amount allocated to Management and general $ ____; and **(iv)** the amount allocated to Fundraising $ ____.

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

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.

What is the organization's primary exempt purpose? ► See Statement 4 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	**Program Service Expenses** (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; but optional for others.)
a See Statement 5 (Grants and allocations $) If this amount includes foreign grants, check here . . . ► ☐	5,932,442.
b (Grants and allocations $) If this amount includes foreign grants, check here . . . ► ☐	
c (Grants and allocations $) If this amount includes foreign grants, check here . . . ► ☐	
d (Grants and allocations $) If this amount includes foreign grants, check here . . . ► ☐	
e Other program services. . . . . (Grants and allocations $) If this amount includes foreign grants, check here . . . ► ☐	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) . . . . ►	5,932,442.

Part IV Balance Sheets *(See 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			1,753,049.	45	915,821.
46 Savings and temporary cash investments				46	
47a Accounts receivable	47a	599,861.			
b Less: allowance for doubtful accounts	47b		194,729.	47c	599,861.
48a Pledges receivable	48a				
b Less: allowance for doubtful accounts	48b			48c	
49 Grants receivable				49	
50 a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				50b	
51a Other notes and loans receivable (attach schedule)	51a				
b Less: allowance for doubtful accounts	51b			51c	
52 Inventories for sale or use			108,888.	52	88,824.
53 Prepaid expenses and deferred charges			176,561.	53	169,041.
54a Investments – publicly-traded securities ... Stmt 6 ► ☐ Cost ☒ FMV			10,864,869.	54a	15,980,637.
b Investments – other securities (attach sch) ► ☐ Cost ☐ FMV				54b	
55a Investments – land, buildings, & equipment: basis	55a				
b Less: accumulated depreciation (attach schedule)	55b			55c	
56 Investments – other (attach schedule)				56	
57a Land, buildings, and equipment: basis	57a	15,244,381.			
b Less: accumulated depreciation (attach schedule) Statement 7	57b	1,951,721.	13,232,258.	57c	13,292,660.
58 Other assets, including program-related investments (describe ► See Statement 8)			2.	58	1.
59 **Total assets** (must equal line 74). Add lines 45 through 58			26,330,356.	59	31,046,845.
LIABILITIES 60 Accounts payable and accrued expenses			343,816.	60	336,549.
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)			4,176,900.	64b	4,176,900.
65 Other liabilities (describe ►)				65	
66 **Total liabilities.** Add lines 60 through 65			4,520,716.	66	4,513,449.
NET ASSETS OR FUND BALANCES **Organizations that follow SFAS 117, check here** ► ☒ and complete lines 67 through 69 and lines 73 and 74.					
67 Unrestricted			21,470,112.	67	26,208,268.
68 Temporarily restricted			339,528.	68	325,128.
69 Permanently restricted				69	
Organizations that do not follow SFAS 117, check here ► ☐ 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 and column (B) **must** equal line 21)			21,809,640.	73	26,533,396.
74 **Total liabilities and net assets/fund balances.** Add lines 66 and 73			26,330,356.	74	31,046,845.

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

a	Total revenue, gains, and other support per audited financial statements			a	12,015,245.
b	Amounts included on line **a** but not on Part I, line 12:				
	1 Net unrealized gains on investments	b1	31,779.		
	2 Donated services and use of facilities	b2			
	3 Recoveries of prior year grants	b3			
	4 Other (specify):	b4			
	Add lines **b1** through **b4**			b	31,779.
c	Subtract line **b** from line **a**			c	11,983,466.
d	Amounts included on Part I, line 12, but not on line **a:**				
	1 Investment expenses not included on Part I, line 6b	d1			
	2 Other (specify):	d2			
	Add lines **d1** and **d2**			d	
e	**Total revenue** (Part I, line 12). Add lines **c** and **d** ►			e	11,983,466.

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

a	Total expenses and losses per audited financial statements			a	7,227,931.
b	Amounts included on line **a** but not on Part I, line 17:				
	1 Donated services and use of facilities	b1			
	2 Prior year adjustments reported on Part I, line 20	b2			
	3 Losses reported on Part I, line 20	b3			
	4 Other (specify):	b4			
	Add lines **b1** through **b4**			b	
c	Subtract line **b** from line **a**			c	7,227,931.
d	Amounts included on Part I, line 17, but not on line **a:**				
	1 Investment expenses not included on Part I, line 6b	d1			
	2 Other (specify):	d2			
	Add lines **d1** and **d2**			d	
e	**Total expenses** (Part I, line 17). Add lines **c** and **d** ►			e	7,227,931.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See 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 and deferred compensation plans	**(E)** Expense account and other allowances
See Statement 9		179,615.	15,000.	0.

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

		Yes	No
75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . ► 19			
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If 'Yes,' attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c Do any officers, directors, trustees, or key employees listed in form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of 'related organization' ►	75c		X
If 'Yes,' attach a statement that includes the information described in the instructions.			
d Does the organization have a written conflict of interest policy?	75d		X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
None				

Part VI Other Information *(See the instructions.)*

		Yes	No
76 Did the organization make a change in its activities or methods of conducting activities? If 'Yes,' attach a detailed statement of each change	76		X
77 Were any changes made in the organizing or governing documents but not reported to the IRS?	77		X
If 'Yes,' attach a conformed copy of the changes.			
78a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	78b	N/A	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement	79		X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc, to any other exempt or nonexempt organization?	80a		X
b If 'Yes,' enter the name of the organization ► N/A and check whether it is ☐ exempt **or** ☐ nonexempt.			
81a Enter direct and indirect political expenditures. (See line 81 instructions.) 81a 0.			
b Did the organization file **Form 1120-POL** for this year?	81b		X

Part VI Other Information *(continued)*

			Yes	No
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		82a		X
b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b N/A			
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?		83a	X	
b Did the organization comply with the disclosure requirements relating to *quid pro quo* contributions?		83b	X	
84 a Did the organization solicit any contributions or gifts that were not tax deductible?		84a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		84b	N/A	
85 a *501(c)(4), (5), or (6).* Were substantially all dues nondeductible by members?		85a	N/A	
b Did the organization make only in-house lobbying expenditures of $2,000 or less?		85b	N/A	
If 'Yes' was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.				
c Dues, assessments, and similar amounts from members	85c N/A			
d Section 162(e) lobbying and political expenditures	85d N/A			
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e N/A			
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f N/A			
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		85g	N/A	
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		85h	N/A	
86 *501(c)(7) organizations.* Enter: a Initiation fees and capital contributions included on line 12	86a N/A			
b Gross receipts, included on line 12, for public use of club facilities	86b N/A			
87 *501(c)(12) organizations.* Enter: a Gross income from members or shareholders	87a N/A			
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b N/A			
88 a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX		88a		X
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI ►		88b		X
89 a *501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ► 0. ; section 4912 ► 0. ; section 4955 ► 0.				
b *501(c)(3) and 501(c)(4) organizations.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction		89b		X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ►	0.			
d Enter: Amount of tax on line 89c, above, reimbursed by the organization ►	0.			
e *All organizations.* At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		89e		X
f *All organizations.* Did the organization acquire a direct or indirect interest in any applicable insurance contract?		89f		X
g *For supporting organizations and sponsoring organizations maintaining donor advised funds.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		89g		X

90 a List the states with which a copy of this return is filed ► None

b Number of employees employed in the pay period that includes March 12, 2007 (See instructions.) | 90b | 101

91 a The books are in care of ► HOUSTON SPCA Telephone number ► (713) 869-7722

Located at ► 900 PORTWAY DRIVE HOUSTON TX ZIP + 4 ► 77024

		Yes	No
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b		X
If 'Yes,' enter the name of the foreign country ►			
See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts.			

Part VI Other Information *(continued)*

		Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		X
If 'Yes,' enter the name of the foreign country. . ►			
92 *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* ***Form 1041*** – Check here . . . N/A . . ► ☐			
and enter the amount of tax-exempt interest received or accrued during the tax year . . . ►	92		N/A

Part VII Analysis of Income-Producing Activities *(See 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 DONATIONS-ADOPTIONS					786,464.
b DONATIONS-GENERAL					99,488.
c DONATIONS-NEW ANIMALS					196,152.
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	12,852.	
96 Dividends & interest from securities			14	538,082.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					622,366.
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b RETAIL STORE			3	17,666.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				568,600.	1,704,470.

105 **Total** (add line 104, columns (B), (D), and (E)) . . . ► 2,273,070.

Note: *Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
	See Statement 10

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See 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 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).*

Part XI Information Regarding Transfers To and From Controlled Entities. *Complete only if the organization is a controlling organization as defined in section 512(b)(13).*

		Yes	No
106	Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
107	Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
108	Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?		X

Please Sign Here

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.

► Signature of officer — Date

► Type or print name and title.

Paid Preparer's Use Only

Preparer's signature ►	QUENTIN RILEY	Date 11/10/08	Check if self-employed ► ☐ Preparer's SSN or PTIN (See General Instruction X) N/A
Firm's name (or yours if self-employed), address, and ZIP + 4 ►	Cederberg, Riley, Franks & Company, PLLC 13201 NW Freeway, Suite 512 Houston, TX 77040-6023		EIN ► N/A Phone no. ► (713) 939-1300

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 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

2007

Name of the organization: HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Employer identification number: 74-1287171

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See 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 and deferred compensation	(e) Expense account and other allowances
See Statement 11		310,614.	0.	0.
Total number of other employees paid over $50,000 ►	0			

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

(See 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
NEWPORT CREATIVE COMMUNICATIONS 441 WASHINGTON STREET DUXBURY, MA 02331	DIRECT MAIL	281,178.
Total number of others receiving over $50,000 for professional services ► 0		

Part II – B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over $50,000 for other services ► 0		

Part III **Statements About Activities** (See 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. . . . ► $ N/A (Must equal amounts on line 38, Part VI-A, or line **i** of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d		X
e	Transfer of any part of its income or assets?	2e		X
3a	Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a		X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement	3c		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		X
4a	Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g. If 'No,' complete lines 4f and 4g	4a		X
b	Did the organization make any taxable distributions under section 4966?	4b	N/A	
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c	N/A	
d	Enter the total number of donor advised funds owned at the end of the tax year ► N/A			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ► N/A			
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ► 0			
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ► 0.			

Part IV Reason for Non-Private Foundation Status (See instructions.)

I certify that 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 otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization: ►

☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

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

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents? Yes	No	(e) Amount of support
Total ►					0.

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

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

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

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	3,442,457.	8,751,039.	4,349,996.	3,121,074.	19,664,566.
16 Membership fees received					0.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc, purpose	1,110,532.	3,564,116.	962,480.	962,130.	6,599,258.
18 Gross income from interest, dividends, amts rec'd from payments on securities loans (sec. 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec. 511 taxes) from businesses acquired by the organization after June 30, 1975	685,238.	393,936.	995,500.	55,639.	2,130,313.
19 Net income from unrelated business activities not included in line 18					0.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0.
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					0.
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0.
23 Total of lines 15 through 22	5,238,227.	12,709,091.	6,307,976.	4,138,843.	28,394,137.
24 Line 23 minus line 17	4,127,695.	9,144,975.	5,345,496.	3,176,713.	21,794,879.
25 Enter 1% of line 23	52,382.	127,091.	63,080.	41,388.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 N/A ► 26a

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ► 26b

c Total support for section 509(a)(1) test: Enter line 24, column (e) ► 26c

d Add: Amounts from column (e) for lines: 18 ____ 19 ____ 22 ____ 26b ____ 26d

e Public support (line 26c minus line 26d total) ► 26e

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ► 26f %

27 Organizations described on line 12:

a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' **Do not file this list with your return.** Enter the sum of such amounts for each year:

(2006) 1,079,028. (2005) 2,730,757. (2004) 969,174. (2003) 1,512,899.

b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year:

(2006) 0. (2005) 0. (2004) 0. (2003) 0.

c Add: Amounts from column (e) for lines: 15 19,664,566. 16 ____ 17 6,599,258. 20 ____ 21 ____ 27c 26,263,824.

d Add: Line 27a total 6,291,858. and line 27b total 0. 27d 6,291,858.

e Public support (line 27c total minus line 27d total) ► 27e 19,971,966.

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ► 27f 28,394,137.

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ► 27g 70.34 %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ► 27h 7.50 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV) N/A

		Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	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?	31		
If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement.)			
32 Does the organization maintain the following:			
a Records indicating the racial composition of the student body, faculty, and administrative staff?	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?	34b		
If you answered 'Yes' to either 34a or b, please explain using an attached statement.			
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation.	35		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions.)

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

N/A

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)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
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		
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		
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.)

	Lobbying Expenditures During 4 -Year Averaging Period				
Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

N/A

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

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 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	51 a (i)		X
(ii) Other assets	a (ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b (i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b (ii)		X
(iii) Rental of facilities, equipment, or other assets	b (iii)		X
(iv) Reimbursement arrangements	b (iv)		X
(v) Loans or loan guarantees	b (v)		X
(vi) Performance of services or membership or fundraising solicitations	b (vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		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		

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization	Employer identification number
HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS	74-1287171

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note:** *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule — see instructions.)*

General Rule –

[X] For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

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

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

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

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

Statement 1
Form 990, Part I, Line 8
Net Gain (Loss) from Noninventory Sales

Publicly Traded Securities

Gross Sales Price: 5,322,184.
Cost or Other Basis: 4,699,818.

Total Gain (Loss) Publicly Traded Securities $ 622,366.

Total Net Gain (Loss) From Noninventory Sales $ 622,366.

Statement 2
Form 990, Part I, Line 20
Other Changes in Net Assets or Fund Balances

	$ -31,779.
Total	$ -31,779.

Statement 3
Form 990, Part II, Line 43
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
ADMIN SUPPORT-OTHER	64,310.	18,899.	45,411.	
ADOPTION PROMOTION	24,855.	24,855.		
ANNUITY PAYMENTS	14,400.		14,400.	
AUTO FUEL	60,301.	60,301.		
AUTO REGISTRATIONS	15,031.	14,967.	64.	
BUILDING/GROUNDS MAINT	206,732.	206,732.		
BURIAL EXPENSES	31,777.	31,777.		
DEVELOPMENT PROGRAM	723,378.			723,378.
DRUGS AND BILOGICS	453,606.	453,606.		
EDUCATION	26,843.	24,902.	1,494.	447.
FOOD AND SUPPLIES	179,715.	179,715.		
GARBAGE DISPOSAL	27,871.	27,871.		
GAS, ELECTRIC, WATER	274,232.	263,623.	2,599.	8,010.
GENERAL EXPENSES	-16,678.	-18,636.	463.	1,495.
INSURANCE	311,775.	308,696.	-1,728.	4,807.
NEWSLETTER/EDUCATIONAL	25,908.	25,908.		
PEST CONTROL	3,275.	3,275.		
PROPERTY INSURANCE	72,672.	69,522.	3,150.	
PROPERTY TAXES	32,649.	32,649.		
PUBLIC RELATIONS	14,038.	14,038.		
RESCUE EXPENSE	331,424.	331,424.		
SAFETY	1,075.	1,075.		
SECURITY	80,420.	80,420.		
SPAY NEUTER PROGRAM	40,428.	40,011.	389.	28.
SUPPLIES	33,829.	33,829.		
UNIFORMS	7,199.	7,199.		
VEHICLE INSURANCE	49,163.	49,163.		
VEHICLE MAINT	71,449.	71,449.		
Total	$ 3,161,677.	$ 2,357,270.	$ 66,242.	$ 738,165.

Statement 4
Form 990 , Part III
Organization's Primary Exempt Purpose

THE HOUSTON SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (HSPCA)PROVIDES A TOTAL SERVICES PROGRAM WHICH ENCOMPASSES ALL ASPECTS OF ANIMAL WELFARE. THIS INCLUDES OPERATING AS A DEPOSITORY FOR UNWANTED PETS AND AS A DISTRIBUTION POINT FOR PERSONS DESIRING PETS. OPERATION ACTIVITIES ARE PROVIDED ON A DAILY BASIS AND ARE DIVIDED INTO THREE SEPARATE PROGRAMS OR DIVISIONS.

THE ACTUAL OPERATIONS OF THE DIVISIONS ARE SO INTERMINGLED THAT AN ALLOCATION OF EXPENSES IN THE FORMAL ACCOUNTING SYSTEM IS NOT CONSIDERED PRACTICAL. AN EFFORT HAS BEEN MADE TO ALLOCATE EXPENDITURES FOR THE PURPOSES OF THIS REPORT.

Statement 5
Form 990, Part III, Line a
Statement of Program Service Accomplishments

Description	Grants and Allocations	Program Service Expenses
ANIMAL SHELTER DIVISION:		
THIS DIVISION IS THE LARGEST OF THE PROGRAM DIVISIONS. APPROXIMATELY SIXTY PERCENT (60%) OF SALARIED PERSONNEL ARE ASSIGNED AND APPROXIMATELY FIFTY PERCENT (50%) OF PROGRAM EXPENDITURES ARE ALLOCABLE TO THIS FUNCTION. ALL SERVICES CONCERNED WITH ANIMAL HOUSING AND CARE ARE ATTRIBUTABLE TO THIS DIVISION. THIS INCLUDES ANIMAL ADMISSIONS, ADOPTION COUNSELING, ADOPTIONS, HOUSING, INJURED ANIMAL RESCUE, LOST AND FOUND PROGRAM, KENNEL SANITATION, SECURITY, ANIMAL NUTRITION, BUILDING AND EQUIPMENT MAINTENANCE, SUPPLIES AND LOGISTICS, MOTOR VEHICLE POOL AND MAINTENANCE, PET CARE COUNSELING AND RENDERING, GROUNDS MAINTENANCE, AND SPECIAL PROJECTS.		5,012,467.
Includes Foreign Grants: No		
HUMANE SERVICES DIVISION:		
A SERVICE ORIENTED PROGRAM, THE MAJORITY OF THESE SERVICES ARE RENDERED AWAY FROM THE HSPCA SHELTER. APPROXIMATELY TWENTY PERCENT (20%) OF SALARIED PERSONNEL ARE ASSIGNED AND APPROXIMATELY TWENTY FIVE PERCENT (25%) OF PROGRAM EXPENDITURES ARE ALLOCABLE TO THIS DIVISION. THE SERVICES WHICH ARE PROVIDED INCLUDE HUMANE EDUCATION, ANIMAL CRUELTY INVESTIGATIONS, PUBLIC RELATIONS, CONTINUING EDUCATION, VOLUNTEER PROGRAMS, PET-FACILITATED THERAPY, SPECIAL PROJECTS, AND COMMUNITY SERVICE OPTION PROGRAMS.		673,332.
Includes Foreign Grants: No		
ANIMAL HEALTH DIVISION:		
THIS DIVISION IS AN IMPORTANT ASPECT OF ANY SUCCESSFUL ANIMAL WELFARE AGENCY. THE MAJORITY OF THE ANIMALS HANDLED WERE CLASSIFIED AS RANDOM SOURCE AND REPRESENT PRACTICALLY EVERY FACET OF OUR SOCIOECONOMIC ENVIRONMENT. THE ANIMALS COME FROM ALL AREAS OF THE GULF COAST. DISEASE CONTROL IS CRITICAL TO THE ANIMALS AS WELL AS TO THE IMAGE OF THE HSPCA. APPROXIMATELY TWENTY PERCENT (20%) OF SALARIED		

Statement 5 (continued)
Form 990, Part III, Line a
Statement of Program Service Accomplishments

Description	Grants and Allocations	Program Service Expenses
PERSONNEL ARE ASSIGNED AND APPROXIMATELY TWENTY FIVE PERCENT (25%) OF EXPENDITURES ARE ALLOCABLE TO THIS DIVISION. THE SERVICES INCLUDE EXAMINATIONS, IMMUNIZATIONS, LABORATORY DIAGNOSTICS, GROOMING, THERAPY, EXTOPARASITE CONTROL. SPAY/NEUTER PROGRAM, INTERNAL PARASITE CONTROL, EUTHANASIA, PERSONNEL TRAINING, CONSULTATIONS, EPIDEMIOLOGY, LIAISON WITH THE VETERINARY PROFESSION, AND ASSIGNED SPECIAL PROJECTS. ANIMAL HEALTH SERVICES ARE PROVIDED ONLY TO ANIMALS BELONGING TO THE HSPCA.		246,643.
Includes Foreign Grants: No		
	$ 0.	$ 5,932,442.

Statement 6
Form 990, Part IV, Line 54a
Investments - Publicly Traded Securities

Corporate Stocks	Valuation Method	Amount
STOCKS AND MUTUAL FUNDS	Market Value	$ 12,718,897.
	Total	$ 12,718,897.

U.S. Government Obligations	Valuation Method	Amount
GOVERNMENT SECURITIES	Market Value	3,261,740.
	Total	$ 3,261,740.

Publicly Traded Securities $ 15,980,637.

Statement 7
Form 990, Part IV, Line 57
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value
Automobiles / Transportation Equipment	$ 588,046.	$ 242,859.	$ 345,187.
Furniture and Fixtures	148,261.	63,121.	85,140.
Machinery and Equipment	498,719.	272,396.	226,323.
Buildings	3,556,561.	1,098,275.	2,458,286.
Improvements	1,180,721.	275,070.	905,651.
Land	9,258,033.		9,258,033.
Miscellaneous	14,040.	0.	14,040.
Total	$ 15,244,381.	$ 1,951,721.	$ 13,292,660.

Statement 8
Form 990, Part IV, Line 58
Other Assets

Rounding	1.
Total	$ 1.

Statement 9
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
ROGER BARE 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	$ 0.	$ 0.	$ 0.
CONNIE BERGEN 900 PORTWAY DRIVE HOUSTON, TX 77024	Secretary 2.00	0.	0.	0.
DOUGLAS CLARKE 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
JESSE COUCH 900 PORTWAY DRIVE HOUSTON, TX 77024	HONORARY BOARD 0	0.	0.	0.
DR. L.D. ECKERMANN 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 0	0.	0.	0.
JIM GODWIN 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 0	0.	0.	0.
KANDACE LONGORIA 900 PORTWAY DRIVE HOUSTON, TX 77024	Treasurer 1.00	0.	0.	0.
BETTY LYNN MCHAM 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
PATRICIA MERCER 900 PORTWAY DRIVE HOUSTON, TX 77024	President 40.00	179,615.	15,000.	0.
LINDA MURPHY 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.

Statement 9 (continued)
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
MARTHA SENG 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 2.00	$ 0.	$ 0.	$ 0.
DR. ROBERT O. SHANNON 900 PORTWAY DRIVE HOUSTON, TX 777024	HONORARY BOARD 0	0.	0.	0.
L. DAVID SMYTH 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
LUCIE WRAY TODD 900 PORTWAY DRIVE HOUSTON, TX 77024	HONORARY BOARD 0	0.	0.	0.
DAVID WELSH 900 PORTWAY DRIVE HOUSTON, TX 77024	Chairman 4.00	0.	0.	0.
MILTON WEST 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
BRUCE GARRISON 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
CHARLES HERDER 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
KATHRYN SMYTH 900 PORTWAY DRIVE HOUSTON, TX 77024	BOARD MEMBER 1.00	0.	0.	0.
	Total	$ 179,615.	$ 15,000.	$ 0.

Statement 10
Form 990, Part VIII
Relationship of Activities to the Accomplishment of Exempt Purposes

Line #	Explanation of Activities
93C	CONTRIBUTIONS FROM PARTICIPANTS IN THE PET ADOPTION PROGRAMS. THIS FURTHERS OUR EXEMPT PURPOSE OF PLACING ANIMALS WITH CARING AND DESERVING PERSONS AND FAMILIES.
93A	CONTRIBUTIONS RELATED TO UNWANTED ANIMALS PLACED IN THE SHELTER. THIS FURTHERS OUR EXEMPT PURPOSE OF PROVIDING FOR UNWANTED PETS.

Statement 10 (continued)
Form 990, Part VIII
Relationship of Activities to the Accomplishment of Exempt Purposes

Line #	Explanation of Activities
93B	CONTRIBUTIONS WHICH ARE GENERAL IN NATURE, RECEIVED AT THE FACILITY. THIS ALLOWS THE HSPCA TO PROVIDE ALL OF THE SERVICES FOR WHICH THE ORGANIZATION WAS FOUNDED.

Statement 11
Schedule A, Part I
Compensation of Five Highest Paid Employees

Name and Address	Title & Average Hours Worked	Compensation	Contribut. EBP & DC	Expense Account
HEIDI BRASHER 900 PORTWAY DR HOUSTON, TX 77024	DIR COM OUTREAC 40.00	52,679.	0.	0.
DAVID W. DUBEC 900 PORTWAY DR HOUSTON, TX 77024	VP FIN/ADMIN 40.00	80,445.	0.	0.
JULIE KNAPP 900 PORTWAY DR HOUSTON, TX 77024	VP STAFF/VOL 40.00	61,403.	0.	0.
ALICE E. SARMEINTO 900 PORTWAY DR HOUSTON, TX 77024	VP DEVELOPMENT 40.00	54,329.	0.	0.
JORGE ORTEGA 900 PORTWAY DR HOUSTON, 77024 77024	VP ANIMAL SVS 40.00	61,758.	0.	0.
	Total	$ 310,614.	$ 0.	$ 0.