

"PUBLIC DISCLOSURE REQUIREMENTS"

Form **990**

**Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047  
**2004**  
ELECTRONIC PUBLIC FILING

Department of the Treasury  
Internal Revenue Service

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

**A** For the 2004 calendar year, or tax year beginning and ending

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Final return  
 Amended return  
 Application pending

**C** Name of organization  
 Chamber of Commerce of the USA  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
 1615 H Street NW  
 City or town, state or country, and ZIP + 4  
 Washington, DC 20062-2000

**D** Employer identification number  
 53-0045720

**E** Telephone number  
 202-463-5590

**F** Accounting method:  Cash  Accrual  
 Other (specify):

**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.)  
**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I** Group Exemption Number: \_\_\_\_\_

**G** Website: [www.uschamber.com](http://www.uschamber.com)

**J** Organization type (check or type one)  501(c) ( 6 ) (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.

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

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **90989656.**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue		Expenses		Net Assets	
1	Contributions, gifts, grants, and similar amounts received:				
a	Direct public support	1a	68066608.		
b	Indirect public support	1b	2449802.		
c	Government contributions (grants)	1c	454492.		
d	Total (add lines 1a through 1c) (cash \$ 70970902. noncash \$ )	1d	70970902.		
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	1046667.		
3	Membership dues and assessments	3	15616402.		
4	Interest on savings and temporary cash investments	4	4793.		
5	Dividends and interest from securities	5			
6a	Gross rents See Statement 1	6a	718468.		
b	Less: rental expenses See Statement 2	6b	134852.		
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	583616.		
7	Other investment income (describe )	7			
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
b	Less: cost or other basis and sales expenses	8a			
c	Gain or (loss) (attach schedule)	8b			
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c			
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	8d			
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	2632424.		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	90854804.		
13	Program services (from line 44, column (B))	13			
14	Management and general (from line 44, column (C))	14			
15	Fundraising (from line 44, column (D))	15			
16	Payments to affiliates (attach schedule)	16			
17	Total expenses (add lines 13 and 14, column (A))	17	93839923.		
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	-2985119.		
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	-16422368.		
20	Other changes in net assets or fund balances (attach explanation) See Statement 3	20	-2836047.		
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	-2243534.		

423001 01-19-05

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2004)

16511111 351881 USCOC

2004.05002 Chamber of Commerce of the USCOC\_1

Form 8868 (Rev. 12-2004)

Page 2

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

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

Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>Chamber of Commerce of the USA</b>	Employer identification number <b>53:0045720</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1615 H St NW</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Washington, DC 20062</b>	

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

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

- The books are in the care of Stan Harrell  
Telephone No. (202) 463-5531 FAX No. (202) 463-5311
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until November 15, 2005
- For calendar year 2004, or other tax year beginning 20 and ending 20
- If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension We need additional time to gather the required information to file a complete and accurate return.

- If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8069, enter the tentative tax, less any nonrefundable credits. See instructions \$ \_\_\_\_\_
- If this application is for Form 990-PF, 990-T, 4720, or 8069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ \_\_\_\_\_
- Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ \_\_\_\_\_

**Signature and Verification**

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

Signature Stan M. Harrell Title SVP, CFO & CIO Date 8/14/05

**Notice to Applicant—To Be Completed by the IRS**

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

Director \_\_\_\_\_ By: \_\_\_\_\_ Date \_\_\_\_\_

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

Type or print	Name <b>AUG 24 2005</b>
	Number and street (include suite, room, or apt. no.) or a P.O. box number <b>FIELD DIRECTOR, SUBMISSION PROCESSING, OGDEN</b>
	City or town, province or state, and country (including postal or ZIP code)

**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. Page 2

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 \$ _____ noncash \$ _____)				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	3922712.			
26	Other salaries and wages	28263238.			
27	Pension plan contributions	3267288.			
28	Other employee benefits	3575847.			
29	Payroll taxes	2470707.			
30	Professional fundraising fees	1698217.			
31	Accounting fees	220115.			
32	Legal fees	498524.			
33	Supplies	972681.			
34	Telephone	1674262.			
35	Postage and shipping	1226925.			
36	Occupancy	3063321.			
37	Equipment rental and maintenance	751650.			
38	Printing and publications	2323988.			
39	Travel	5632680.			
40	Conferences, conventions, and meetings	2070615.			
41	Interest	840979.			
42	Depreciation, depletion, etc. (attach schedule)	2997310.			
43	Other expenses not covered above (itemize):				
a					
b					
c					
d					
e	See Statement 4	28368864.			
44	Total functional expenses (add lines 22 through 43e. Organizations completing columns (B)-(D), carry these totals to lines 13-15.)	93839923.			

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**

What is the organization's primary exempt purpose? **See Statement 5**

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) orgs., and 4947(a)(1) trusts; but optional for others.)

a Research and track issues affecting the business community and support pro-business legislation, regulations, and political activities.  
 (Grants and allocations \$ \_\_\_\_\_)

b Enhance the competitiveness of business in the global marketplace. Lobby for business' trade agendas and manage programs that educate American companies about trade opportunities.  
 (Grants and allocations \$ \_\_\_\_\_)

c Work closely with associations and state and local chambers of commerce to build awareness of and involvement in top policy issues and generate grassroots momentum.  
 (Grants and allocations \$ \_\_\_\_\_)

d Recruit and retain members and coordinate member relations.  
 (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)

**Part IV Balance Sheets**

As Amended

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

				(A)		(B)	
				Beginning of year		End of year	
Assets	45	Cash - non-interest-bearing .....			45		
	46	Savings and temporary cash investments .....		4904516.	46	10848575.	
	47 a	Accounts receivable .....	47a	895624.			
	b	Less: allowance for doubtful accounts .....	47b		1222994.	47c	895624.
	48 a	Pledges receivable .....	48a	17221748.			
	b	Less: allowance for doubtful accounts .....	48b	1299000.	18827327.	48c	15922748.
	49	Grants receivable .....		421442.	49	351591.	
	50	Receivables from officers, directors, trustees, and key employees .....			50		
	51 a	Other notes and loans receivable .....	51a			51c	
	b	Less: allowance for doubtful accounts .....	51b				
	52	Inventories for sale or use .....			52		
	53	Prepaid expenses and deferred charges .....		540688.	53	1019842.	
	54	Investments - securities Stmt 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		109794.	54	126386.	
	Assets	55 a	Investments - land, buildings, and equipment: basis .....	55a	33105603.		
b		Less: accumulated depreciation .....	55b	21486341.	13254584.	55c	11619262.
56		Investments - other .....			56		
57 a		Land, buildings, and equipment: basis .....	57a			57c	
b		Less: accumulated depreciation .....	57b				
58		Other assets (describe <input type="checkbox"/> )			58		
59	Total assets (add lines 45 through 58) (must equal line 74)		39281345.	59	40784028.		
Liabilities	60	Accounts payable and accrued expenses .....		25613407.	60	19412882.	
	61	Grants payable .....			61		
	62	Deferred revenue .....		2365575.	62	2362731.	
	63	Loans from officers, directors, trustees, and key employees .....			63	2548602.	
	64 a	Tax-exempt bond liabilities .....			64a		
	b	Mortgages and other notes payable .....		6910872.	64b	12818954.	
65	Other liabilities (describe <input type="checkbox"/> Actuarial Liabilities )		20813859.	65	25884393.		
66	Total liabilities (add lines 60 through 65)		55703713.	66	63027562.		
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 .....		-38564368.	67	-41085534.	
	68	Temporarily restricted .....		22142000.	68	18842000.	
	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)		-16422368.	73	-22243534.		
74	Total liabilities and net assets / fund balances (add lines 66 and 73)		39281345.	74	40784028.		

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**

a	Total revenue, gains, and other support per audited financial statements	b	140386253.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments		
(2)	Donated services and use of facilities		181750.
(3)	Recoveries of prior year grants		
(4)	Other (specify): Stmt 7		49349699.
	Add amounts on lines (1) through (4)	b	49531449.
c	Line a minus line b	c	90854804.
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	0.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	90854804.

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

a	Total expenses and losses per audited financial statements	b	137699108.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities		181750.
(2)	Prior year adjustments reported on line 20, Form 990		
(3)	Losses reported on line 20, Form 990		
(4)	Other (specify): Stmt 8		43677435.
	Add amounts on lines (1) through (4)	b	43859185.
c	Line a minus line b	c	93839923.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	Add amounts on lines (1) and (2)	d	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	93839923.

**Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)**

(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 attached statement		0.	0.	0.
for compensation to officers		0.	0.	0.
Along with attached list of		0.	0.	0.
uncompensated board members		0.	0.	0.
		0.	0.	0.

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? If "Yes," attach schedule.  Yes  No

Part VII Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a	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	X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization <b>See Statement 9</b> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a	Enter direct or indirect political expenditures. See line 81 instructions	81a	3957725.
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	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	181750.
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	X
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	X
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	X
c	Dues, assessments, and similar amounts from members	85c	65304138.
d	Section 162(e) lobbying and political expenditures	85d	28858192.
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	30685078.
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	-1826886.
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	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX.	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <b>N/A</b> ; section 4912 <b>N/A</b> ; section 4955 <b>N/A</b>		
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	N/A
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		N/A
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		N/A
90 a	List the states with which a copy of this return is filed <b>District of Columbia</b>		
b	Number of employees employed in the pay period that includes March 12, 2004	90b	448
91	The books are in care of <b>Stan Harrell</b> Telephone no. <b>202-463-5590</b>		
	Located at <b>1615 H St NW, Washington, DC</b> ZIP + 4 <b>20062-2000</b>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

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

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
<b>93 Program service revenue:</b>					
<b>a Meetings</b>					322779.
<b>b Miscellaneous</b>					170492.
<b>c Publications</b>					552871.
<b>d Royalty</b>			15	525.	
<b>e</b>					
<b>f Medicare/Medicaid payments</b>					
<b>g Fees and contracts from government agencies</b>					
<b>94 Membership dues and assessments</b>					15616402.
<b>95 Interest on savings and temporary cash investments</b>			14	4793.	
<b>96 Dividends and interest from securities</b>					
<b>97 Net rental income or (loss) from real estate:</b>					
<b>a debt-financed property</b>					
<b>b not debt-financed property</b>			16	643072.	
<b>98 Net rental income or (loss) from personal property</b>	532420	-59456.			
<b>99 Other investment income</b>					
<b>100 Gain or (loss) from sales of assets other than inventory</b>					
<b>101 Net income or (loss) from special events</b>					
<b>102 Gross profit or (loss) from sales of inventory</b>					
<b>103 Other revenue:</b>					
<b>a Affiliate Admin Charges</b>					2172424.
<b>b Advertising</b>	541900	460000.			
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>104 Subtotal (add columns (B), (D), and (E))</b>		400544.		648390.	18834968.
<b>105 Total (add line 104, columns (B), (D), and (E))</b>					19883902.

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).
1	See Statement 10

**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
ChamberBiz - 1615 H Street NW, Washington, DC 20062 - 54-1960202	100% %	% Website Small % Business Portal	0.	0.

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

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

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

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

Please Sign Here: *Stan M. Harrell* Signature of officer Date: *11/14/05* Stan M Harrell, SVP, CFO & CIO Type or print name and title.

Paid Preparer's Use Only: Preparer's signature: *Jennifer Rhoades* Date: *11-14-05* Check if self-employed:  Preparer's SSN or PTIN: Firm's name (or yours if self-employed), address, and ZIP + 4: *Ernst and Young*, *8484 Westpark Dr*, *McLean, VA 22102* EIN: *703-747-1000* Phone no. *703-747-1000*

Form 990	Rental Income	Statement	1
<u>Kind and Location of Property</u>		<u>Activity Number</u>	<u>Gross Rental Income</u>
Meeting Room and Roof Rentals		1	643072.
Equipment Rentals		2	75396.
Total to Form 990, Part I, line 6a			718468.

Form 990	Rental Expenses	Statement	2
<u>Description</u>	<u>Activity Number</u>	<u>Amount</u>	<u>Total</u>
Direct Costs for Providing AV Equipment		105637.	
Admin Charges to Support AV Department		29215.	
- SubTotal -	2		134852.
Total to Form 990, Part I, line 6b			134852.

Form 990	Other Changes in Net Assets or Fund Balances	Statement	3
<u>Description</u>		<u>Amount</u>	
Minimum Pension Liability Reserve Adjustment		-2836047.	
Total to Form 990, Part I, line 20		-2836047.	

Form 990	Other Expenses			Statement	4
<u>Description</u>	<u>(A) Total</u>	<u>(B) Program Services</u>	<u>(C) Management and General</u>	<u>(D) Fundraising</u>	
Advertising and Promotion	11241351.				
Consulting	8111358.				
Production					
Subcontracting	19428.				
Dues to Other Organizations	141415.				

Honorarium/Speakers	78095.
Commission/External Rep	57768.
Help Desk	365170.
Website Development Cost	546026.
Application Management	940254.
Business Processing	45024.
Transcription/Interpretation	8847.
Photographic Services	66202.
Lists	37343.
Employee Recruitment/Sales	74708.
Bank Service Charge	237006.
Contribution	1935140.
IT Mgmt Costs	3034657.
IT License Fees	21586.
Miscellaneous	-70358.
Bad Debt Expense	1477844.
<b>Total to Form 990, ln 43</b>	<b>28368864.</b>

Form 990 Statement of Organization's Primary Exempt Purpose Statement 5  
Part III

Explanation

The Chamber of Commerce serves its members and the nation's business community by analyzing national economic and social issues and by helping legislators and national leaders to shape policies and proposals to foster the development of American business.

Form 990 Non-Government Securities Statement 6

Security Description	Cost/FMV	Corporate Stocks	Corporate Bonds	Other Publicly Traded Securities	Total Non-Gov't Securities
Mutual Funds	FMV			126386.	126386.
To Form 990, line 54, Col B				126386.	126386.

Form 990 Other Revenue Not Included on Form 990 Statement 7

Description	Amount
Revenue of Affiliates	49214847.
Rental Expenses to Line 6b on 990	134852.
<b>Total to Form 990, Part IV-A</b>	<b>49349699.</b>

Form 990 Other Expenses Not Included on Form 990 Statement 8

Description	Amount
Expense of Affiliates	43542582.
Rounding	1.
Rental Expenses to Line 6b on 990	134852.
<b>Total to Form 990, Part IV-B</b>	<b>43677435.</b>

Form 990 Identification of Related Organizations Part VI, Line 80b Statement 9

Name of Organization	Exempt	NonExempt
Center for International Private Enterprise	X	
Center for Workplace Preparation	X	
Institute for Legal Reform	X	
National Chamber Foundation	X	
National Chamber Litigation Center	X	
Center for Corporate Citizenship	X	
Coalition for Reform	X	
US Chamber Foundation for Legal Reform	X	
Madison County Record		X

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

Line	Explanation of Relationship of Activities
93a	Meetings to educate members on issues affecting the business community
93b	Other activities related to exempt purposes.
93c	Publications to educate business.
94	Members are advised of issues impacting businesses.
103a	Administrative support charges to affiliates that support the
103a	organization's exempt purpose.

CHAMBER OF COMMERCE OF THE USA		EIN: 53-0045720		
Statement 11				
Form 990 Depreciable Assets - Land Bldg, Equip & Depr				
PPE (000's):	Beginning Balance 2004	Additions 2004	Retirements 2004	Ending Balance 2004
Land	801,756			801,756
Building	23,030,446	826,608	(187,997)	23,669,057
Computers and Software	6,214,962	138,217		6,353,179
Furniture and Equipment	2,278,104	397,163	(393,656)	2,281,611
Sub Total	32,325,268	1,361,988	(581,653)	33,105,603
Less Accumulated Depreciation	(19,070,684)	(2,997,310)	581,653	(21,486,341)
Total Property, Plant and Equipment	13,254,584	(1,635,322)	0	11,619,262

**CHAMBER OF COMMERCE OF THE USA**

**Statement 12**

**EIN: 53-0045720**

**Form 990 Part IV Mortgages and Notes Payables**

<b>Lender's Name</b>	Telecom Ventures
<b>Original Loan Amount</b>	\$1,229,096
<b>Balance Due</b>	\$708,219
<b>Date of Note</b>	04/01/02
<b>Maturity Date</b>	03/31/08
<b>Terms of Repayment</b>	Monthly Payments of \$20,833
<b>Interest Rate</b>	7.00%
<b>Security Provided by Borrower</b>	n/a
<b>Purpose of Loan</b>	Buyout of Partner Interest
<b>Description and Fair Market Value of Consideration</b>	Partnership Interest \$1,229,096

<b>Lender's Name</b>	National Chamber Foundation
<b>Original Loan Amount</b>	\$0
<b>Balance Due</b>	\$12,110,734
<b>Date of Note</b>	11/06/03
<b>Maturity Date</b>	On Demand
<b>Terms of Repayment</b>	On Demand
<b>Interest Rate</b>	Libor plus 2.5%
<b>Security Provided by Borrower</b>	Available line of credit from Mercantile Safe Deposit and Trust Company
<b>Purpose of Loan</b>	Working Capital Line of Credit
<b>Description and Fair Market Value of Consideration</b>	Cash - \$12,110,734

<b>Lender's Name</b>	Mercantile Safe Deposit and Trust Company
<b>Original Loan Amount</b>	\$0
<b>Balance Due</b>	\$0
<b>Available Line of Credit</b>	\$50,000,000
<b>Date of Note</b>	07/01/01
<b>Maturity Date</b>	On Demand
<b>Terms of Repayment</b>	n/a
<b>Interest Rate</b>	Libor plus 2.5%
<b>Security Provided by Borrower</b>	75% of Building Value and Capital Campaign Receivables
<b>Purpose of Loan</b>	Working Capital Line of Credit
<b>Description and Fair Market Value of Consideration</b>	n/a

**CHAMBER OF COMMERCE OF THE USA**

**Statement 13**

**EIN: 53-0045720**

**Form 990 Part IV Loans from Officers, Directors, Trustees, and Key Employees**

<b>Lender's Name and Title</b>	Thomas Donohue, President & CEO
<b>Original Loan Amount</b>	\$2,433,957
<b>Balance Due</b>	\$2,548,602
<b>Date of Note</b>	01/01/04
<b>Maturity Date</b>	03/31/05
<b>Terms of Repayment</b>	The balance is due on a date agreed to by the lender and the organization.
<b>Interest Rate</b>	Prime
<b>Security Provided by Borrower</b>	n/a
<b>Purpose of Loan</b>	Unpaid portion of supplemental retirement benefits earned by lender/officer and taxed to lender/officer
<b>Fair Market Value of Consideration</b>	Cash \$2,433,957

CHAMBER OF COMMERCE OF THE USA

Statement 14

EIN: 52-0945720

Form 990 Part V List of Officers, Directors, Trustees, and Key Employees

(A) Name and Address	(B) Title and average hours	(C) Compensation	(D) Contribution to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Thomas Donohue 1615 H St NW Washington, DC 20062-2000	President & CEO 40	1,809,231 *	19,487	0
Suzanne Clark 1615 H St NW Washington, DC 20062-2000	Exec VP & COO 40	531,479	15,458	0
Robert Josten 1615 H St NW Washington, DC 20062-2000	Executive VP 40	738,084	19,035	0
Sian Harrrell 1615 H St NW Washington, DC 20062-2000	Sr VP CFO, CIO 40	314,465	22,296	0
Stephen Bokot 1615 H St NW Washington, DC 20062-2000	Secretary 40	237,457	10,402	0
Kelly Stanley 1615 H St NW Washington, DC 20062-2000	Director 8	42,000	0	0
Brandon Sweltzer 1615 H St NW Washington, DC 20062-2000	Director 20	249,996	0	0

\* In addition to the reported compensation, the organization provided to the employee certain supplemental retirement benefits. These benefits were computed on the basis of the employee's total compensation, less the maximum amount of compensation that may be considered under a tax-qualified retirement plan. These benefits provide retirement income for an accumulated 19-year service period in accordance with the employee's employment contract. It should be noted that the parties agreed that no additional supplemental retirement benefits would be earned from and after January 1, 2004. For the 19-year period of employment ended December 31, 2003, the organization incurred an obligation to provide a total supplemental retirement benefit, the lump-sum present value of which was reported on the organization's Form 990 for the year 2003. The entire benefit became vested in 2004 and was taxed to the employee in 2004. The organization decided to pay this benefit in two payments: the first on January 29, 2004 in the amount of \$4,956,227, and the second on a future date agreed to by the organization and the employee with interest fixed at the prime rate.

December 31, 2004

**OFFICERS AND DIRECTORS  
of the  
U.S. CHAMBER OF COMMERCE  
2004-2005**

**Chairman of the Board of Directors**

John W. Bachmann  
1615 H Street NW  
Washington, DC 20062-2000

**President and Chief Executive Officer**

Thomas J. Donohue  
1615 H Street NW  
Washington, DC 20062-2000

**Vice Chair of the Board of Directors**

Maura W. Donahue  
1615 H Street NW  
Washington, DC 20062-2000

**Chairman of the Executive Committee**

Jeffrey C. Crowe  
1615 H Street NW  
Washington, DC 20062-2000

**Treasurer**

Gerald L. Shaheen  
1615 H Street NW  
Washington, DC 20062-2000

**Senior Council**

Will F. Nicholson, Jr.  
1615 H Street NW  
Washington, DC 20062-2000

Kelly N. Stanley  
1615 H Street NW  
Washington, DC 20062-2000

Steve Van Andel  
1615 H Street NW  
Washington, DC 20062-2000

Larry A. Liebenow  
1615 H Street NW  
Washington, DC 20062-2000

Jeffrey C. Crowe  
1615 H Street NW  
Washington, DC 20062-2000

**Regional Vice Chairs**

**Paul S. Speranza, Jr., Esq. (East)**  
1615 H Street NW  
Washington, DC 20062-2000

**Thomas D. Bell, Jr. (Southeast)**  
1615 H Street NW  
Washington, DC 20062-2000

**Leon Trammell (South Central)**  
1615 H Street NW  
Washington, DC 20062-2000

**William J. Bandy, Jr. (Great  
Lakes)**  
1615 H Street NW  
Washington, DC 20062-2000

**John Ruan III (Midwest)**  
1615 H Street NW  
Washington, DC 20062-  
2000

**Erle A. Nye (Southwest)**  
1615 H Street NW  
Washington, DC 20062-  
2000

**Joan McCoy (Northwest)**  
1615 H Street NW  
Washington, DC 20062-  
2000

**C.A. Howlett (West)**  
1615 H Street NW  
Washington, DC 20062-  
2000

Harry C. Alford  
1615 H Street NW  
Washington, DC 20062-  
2000

Elizabeth Amend  
1615 H Street NW  
Washington, DC 20062-  
2000

Steven C. Anderson, IOM,  
1615 H Street NW  
Washington, DC 20062-  
2000

Linda N. Awkard  
1615 H Street NW  
Washington, DC 20062-  
2000

John W. Bachmann  
1615 H Street NW  
Washington, DC 20062-  
2000

William J. Bandy, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

John E. Barnes  
1615 H Street NW  
Washington, DC 20062-  
2000

Thomas D. Bell, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

Michael P. Benard  
1615 H Street NW  
Washington, DC 20062-  
2000

James G. Berges  
1615 H Street NW  
Washington, DC 20062-  
2000

Don L. Blankenship  
1615 H Street NW  
Washington, DC 20062-  
2000

Mark T. Bobak  
1615 H Street NW  
Washington, DC 20062-  
2000

John A. Bohn  
1615 H Street NW  
Washington, DC 20062-  
2000

Vernon G. Buchanan  
1615 H Street NW  
Washington, DC 20062-  
2000

John S. Chen  
1615 H Street NW  
Washington, DC 20062-  
2000

James W. Cicconi  
1615 H Street NW  
Washington, DC 20062-  
2000

Harry W. Clark  
1615 H Street NW  
Washington, DC 20062-  
2000

Edwin M. Crawford  
1615 H Street NW  
Washington, DC 20062-  
2000

Jeffrey C. Crowe  
1615 H Street NW  
Washington, DC 20062-  
2000

A. William Dahlberg  
1615 H Street NW  
Washington, DC 20062-  
2000

John S. Dalrymple, III  
1615 H Street NW  
Washington, DC 20062-  
2000

Dale K. Davis  
1615 H Street NW  
Washington, DC 20062-  
2000

John M. Derrick, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

Edward B. Dinan  
1615 H Street NW  
Washington, DC 20062-  
2000

Maura W. Donahue  
1615 H Street NW  
Washington, DC 20062-  
2000

Thomas E. Donilon  
1615 H Street NW  
Washington, DC 20062-  
2000

Thomas J. Donohue  
1615 H Street NW  
Washington, DC 20062-  
2000

Jacques E. Dubois  
1615 H Street NW  
Washington, DC 20062-  
2000

Spencer F. Eccles  
1615 H Street NW  
Washington, DC 20062-  
2000

Dwight H. Evans  
1615 H Street NW  
Washington, DC 20062-  
2000

Trevor Fetter  
1615 H Street NW  
Washington, DC 20062-  
2000

Mark D. French  
1615 H Street NW  
Washington, DC 20062-  
2000

Craig L. Fuller  
1615 H Street NW  
Washington, DC 20062-  
2000

Michael D. Garrett  
1615 H Street NW  
Washington, DC 20062-  
2000

Peter T. Grauer  
1615 H Street NW  
Washington, DC 20062-  
2000

Steven J. Green  
1615 H Street NW  
Washington, DC 20062-  
2000

Joseph M. Ha  
1615 H Street NW  
Washington, DC 20062-  
2000

William A. Haseltine  
1615 H Street NW  
Washington, DC 20062-  
2000

John D. Heubusch  
1615 H Street NW  
Washington, DC 20062-  
2000

Jeffrey D. Holley  
1615 H Street NW  
Washington, DC 20062-  
2000

Scott L. Holman, Sr.  
1615 H Street NW  
Washington, DC 20062-  
2000

John L. Hopkins  
1615 H Street NW  
Washington, DC 20062-  
2000

C.A. Howlett  
1615 H Street NW  
Washington, DC 20062-  
2000

Orrin H. Ingram  
1615 H Street NW  
Washington, DC 20062-  
2000

Leerie T. Jenkins, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

Jan L. Jones  
1615 H Street NW  
Washington, DC 20062-  
2000

Fred Kaiser  
1615 H Street NW  
Washington, DC 20062-  
2000

D.E. Kepler  
1615 H Street NW  
Washington, DC 20062-  
2000

Dan Kirby  
1615 H Street NW  
Washington, DC 20062-  
2000

Paul J. Klaassen  
1615 H Street NW  
Washington, DC 20062-  
2000

Jim C. Kollaer  
1615 H Street NW  
Washington, DC 20062-  
2000

Thomas C. Leppert  
1615 H Street NW  
Washington, DC 20062-  
2000

Larry A. Liebenow  
1615 H Street NW  
Washington, DC 20062-  
2000

William G. Little  
1615 H Street NW  
Washington, DC 20062-  
2000

Wes W. Lucas  
1615 H Street NW  
Washington, DC 20062-  
2000

Gary M. Mabrey, III, CCE  
1615 H Street NW  
Washington, DC 20062-  
2000

Michael C. Mac Donald  
1615 H Street NW  
Washington, DC 20062-  
2000

Robert D. MacDonald  
1615 H Street NW  
Washington, DC 20062-  
2000

Joan McCoy  
1615 H Street NW  
Washington, DC 20062-  
2000

John M. McCullouch  
1615 H Street NW  
Washington, DC 20062-  
2000

Hugh T. McDonald  
1615 H Street NW  
Washington, DC 20062-  
2000

Robert B. McGehee  
1615 H Street NW  
Washington, DC 20062-  
2000

Henry A. McKinnell, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

Robert S. Milligan  
1615 H Street NW  
Washington, DC 20062-  
2000

David F. Moxam  
1615 H Street NW  
Washington, DC 20062-  
2000

Ernest J. Mrozek  
1615 H Street NW  
Washington, DC 20062-  
2000

Dennis M. Nally  
1615 H Street NW  
Washington, DC 20062-  
2000

Will F. Nicholson, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

George C. Nolen  
1615 H Street NW  
Washington, DC 20062-  
2000

Erle A. Nye  
1615 H Street NW  
Washington, DC 20062-  
2000

Robert J. O'Connell  
1615 H Street NW  
Washington, DC 20062-  
2000

Brian O'Hara  
1615 H Street NW  
Washington, DC 20062-  
2000

Raymond E. Pinard  
1615 H Street NW  
Washington, DC 20062-  
2000

L.I. Prillaman  
1615 H Street NW  
Washington, DC 20062-  
2000

James H. Quigley  
1615 H Street NW  
Washington, DC 20062-  
2000

David W. Raisbeck  
1615 H Street NW  
Washington, DC 20062-  
2000

Robert P. Randall  
1615 H Street NW  
Washington, DC 20062-  
2000

Jeffrey A. Rich  
1615 H Street NW  
Washington, DC 20062-  
2000

James E. Rogers  
1615 H Street NW  
Washington, DC 20062-  
2000

Raul R. Romero  
1615 H Street NW  
Washington, DC 20062-  
2000

John Ruan III  
1615 H Street NW  
Washington, DC 20062-  
2000

James E. Rutrough  
1615 H Street NW  
Washington, DC 20062-  
2000

Rainer Schmueckle  
1615 H Street NW  
Washington, DC 20062-  
2000

Gerald L. Shaheen  
1615 H Street NW  
Washington, DC 20062-  
2000

Donald J. Shepard  
1615 H Street NW  
Washington, DC 20062-  
2000

Rajendra Singh  
1615 H Street NW  
Washington, DC 20062-  
2000

Thomas J. Skelly  
1615 H Street NW  
Washington, DC 20062-  
2000

Samuel K. Skinner  
1615 H Street NW  
Washington, DC 20062-  
2000

Joshua I. Smith  
1615 H Street NW  
Washington, DC 20062-  
2000

Paul S. Speranza, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

2000

Donald J. Sterhan  
1615 H Street NW  
Washington, DC 20062-  
2000

Sy Sternberg  
1615 H Street NW  
Washington, DC 20062-  
2000

Harland Stonecipher  
1615 H Street NW  
Washington, DC 20062-  
2000  
2000

Gregory T. Swienton  
1615 H Street NW  
Washington, DC 20062-  
2000

Alan J. Thayer, Jr.  
1615 H Street NW  
Washington, DC 20062-  
2000

Leon Trammell  
1615 H Street NW  
Washington, DC 20062-  
2000

2000

Ronald E. Weinberg  
1615 H Street NW  
Washington, DC 20062-  
2000

Ted H. Welch  
1615 H Street NW  
Washington, DC 20062-  
2000

Houston L. Williams  
1615 H Street NW  
Washington, DC 20062-  
2000  
2000

James M. Wordsworth  
1615 H Street NW  
Washington, DC 20062-  
2000

David L. Wright  
1615 H Street NW  
Washington, DC 20062-  
2000