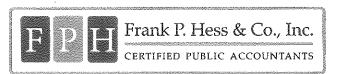
Animal Friends, Inc. 562 Camp Horne Road Pittsburgh, PA 15237 FINANCIAL REPORT December 31, 2015 AND 2014

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51 South 14th Street Pittsburgh, PA 15203



412-431-1112 412-431-4416 fax www.fphess.com

Independent Auditor's Report

To the Board of Directors of Animal Friends, Inc.:

Report on the Financial Statements

We have audited the accompanying financial statements of Animal Friends, Inc., (a nonprofit organization) which comprise the balance sheet as of December 31, 2015, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Animal Friends, Inc., as of December 31, 2015, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Animal Friends, Inc.'s 2014 financial statements, and we expressed an unmodified opinion on those audited financial statements in our report dated July 20, 2015. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2014, is consistent in all material respects, with the audited financial statements from which it has been derived.

Pittsburgh, PA July 18, 2016 Frank P. Hurand W., her.

ANIMAL FRIENDS, INC.

BALANCE SHEET DECEMBER 31, 2015 WITH SUMMARIZED FINANCIAL INFORMATION AT DECEMBER 31, 2014

		2014			
ASSETS	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Total
Cash and Cash Equivalents	\$ 1,238,791	\$ 1,896,716	\$ O	\$ 3,135,507	\$ 1,238,630
Investments (Note 2)	607,027	299,806	2,558,497	3,465,330	4,064,195
Receivables (Note 3)	45,000	3,728,733	0	3,773,733	4,330,459
Inventory	49,363	0	0	49,363	47,640
Prepaid Expenses	73,991	0	0	73,991	46,319
Property, Plant and Equipment - Net (Note 4)	6,614,154	0	0	6,614,154	6,740,895
Construction in Progress (Note 3)	401,729	0	0	401,729	17,464
Bond Issue Costs	0	0	0	0	73,500
Assets Held In Trust (Note 5)	0	0	2,157,541	2,157,541	2,281,866
TOTAL ASSETS	\$ 9,030,055	\$ 5,925,255	\$ 4,716,038	\$ 19,671,348	\$ 18,840,968
LIABILITIES AND NET ASSETS					
<u>Liabilities</u>					
Accounts Payable	\$ 102,880	\$ 0	\$ 0	\$ 102,880	\$ 128,998
Accrued Expenses	131,740	0	0	131,740	93,338
Tax Exempt Bonds (Note 6)	2,985,000	0	0	2,985,000	3,235,000
Total Liabilities	3,219,620	0	0	3,219,620	3,457,336
Net Assets (Note 7)					
Unrestricted	5,810,435	0	0	5,810,435	5,753,775
Temporarily Restricted	0	5,925,255	0	5,925,255	4,789,494
Permanently Restricted	0	0	4,716,038	4,716,038	4,840,363
Total Net Assets	5,810,435	5,925,255	4,716,038	16,451,728	15,383,632
TOTAL LIABILITIES AND NET ASSETS	\$ 9,030,055	\$ 5,925,255	\$ 4,716,038	\$ 19,671,348	\$ 18,840,968

See Notes to Financial Statements

ANIMAL FRIENDS, INC.

STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2015

WITH SUMMARIZED FINANCIAL INFORMATION FOR THE YEAR ENDED DECEMBER 31, 2014

		2014			
	Unrestricted	Temporarily Restricted	Permanently Restricted	Total	Total
SUPPORT AND REVENUE					
Donations and Grants (Note 8)	\$ 1,752,093	\$ 2,659,548	\$ 0	\$ 4,411,641	\$ 6,632,627
Legacies	1,227,178	0	0	1,227,178	739,623
Fund Raisers (Net of \$312,479 Direct Costs)	898,475	0	0	898,475	822,243
Investment Income (Note 9)	41,642	(1,309)	0	40,333	234,781
Trust Income (Loss) (Note 10)	89,505	0	(124,325)	(34,820)	118,948
Net Assets Released From Restrictions Satisfaction of Donor Restrictions	: 1,522,478	(1,522,478)	0	0	0
	5,531,371	1,135,761	(124,325)	6,542,807	8,548,222
EXPENSES (Note 11)		•			
Program	4,792,097	0	0	4,792,097	4,533,875
Administration	233,803	0	0	233,803	227,325
Fund Raising	448,811	0	0	448,811	447,193
	5,474,711	0	0	5,474,711	5,208,393
NET ACTIVITY	56,660	1,135,761	(124,325)	1,068,096	3,339,829
NET ASSETS - BEGINNING OF YEAR	5,753,775	4,789,494	4,840,363	15,383,632	12,043,803
NET ASSETS - END OF YEAR	\$ 5,810,435	\$ 5,925,255	\$ 4,716,038	\$ 16,451,728	\$ 15,383,632

See Notes to Financial Statements

ANIMAL FRIENDS, INC.

STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ 1,068,096	\$ 3,339,829
Add (Deduct) Items Not Affecting Cash:		
Depreciation	259,999	239,792
Capital (Gains) Losses	97,814	(91,825)
Noncash Trust (Income) Loss	124,325	(22,389)
Bond Issue Costs Amortization	73,500	7,000
Change in Inventory	(1,723)	28,433
Change in Prepaid Expenses	(27,672)	20,554
Change in Accounts Payable	(26,118)	21,418
Change in Accrued Expenses	38,402	(136,123)
Donations Restricted to Long Term Use	(1,842,200)	(3,661,000)
NET CASH FLOWS FROM OPERATIONS	(235,577)	(254,311)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Marketable Investments	(744,023)	(1,914,489)
Sale of Marketable Investments	1,245,074	1,854,732
Purchase of Property, Plant and Equipment/Construction in Progress	(517,523)	(336,613)
1 1,1		
NET CASH FLOWS FROM INVESTING ACTIVITIES	(16,472)	(396,370)
CASH FLOWS FROM FINANCING ACTIVITIES		
Donations Restricted to Long Term Use	1,842,200	3,661,000
Change in Receivables	556,726	(3,111,212)
Retirement of Tax Exempt Bonds	(250,000)	(240,000)
NET CASH FLOWS FROM FINANCING ACTIVITIES	2,148,926	309,788
NET CASH FLOWS	1,896,877	(340,893)
CASH AND CASH EQUIVALENTS DECINIONS OF VEAD	1 229 620	1 570 523
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	1,238,630	1,579,523
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 3,135,507	\$ 1,238,630
SUPPLEMENTAL DISCLOSURES		
Cash paid for interest	\$ 70,043	\$ 75,224

Donations of animal supplies (primarily food) valued at \$116,000 and \$106,800 and interest expense of \$63,000 and \$68,000 were received in 2015 and 2014, respectively.

ANIMAL FRIENDS, INC. NOTES TO FINANCIAL STATEMENTS

1. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

Management has evaluated subsequent events through July 18, 2016, which is the date the financial statements were available for issue.

Organization

Animal Friends, Inc., ("Animal Friends") received its charter as a nonprofit corporation from the Commonwealth of Pennsylvania on June 1, 1943. Since then it has operated as a public charity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The purpose of Animal Friends is to ensure the well-being of companion animals, while ending overpopulation, abuse and unwarranted euthanasia. It is the mission of the organization to 1) reduce the number of unwanted animals through aggressive spay/neuter programs; 2) provide for the well-being of companion animals in need, while adhering to our no-kill tradition, and find each a lifelong, loving home; 3) offer affordable wellness services and resources to pets and owners in need, targeting underserved communities, to support whole-life care; 4) promote the animal-human bond through outreach, education and therapeutic programs and; 5) act as an advocate on behalf of animals in crisis and as an enforcer of their rights and protection.

Tax Status

Since incorporation, Animal Friends has operated as a public charity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Tax from 990, Return of Organization Exempt from Income Tax, for the years ending December 31, 2013, 2014, and 2015 are subject to examination by the Internal Revenue Service, generally for three years after they were filed.

Accounting For Restrictions

Net assets, revenues, expenses, gains and losses are classified based upon the existence or absence of donor-imposed restrictions. Accordingly, net assets of Animal Friends are classified and reported as follows:

Unrestricted Net Assets - Net assets which are not subject to donor-imposed restrictions.

Temporarily Restricted Net Assets - Net assets which are subject to donor-imposed restrictions which will be satisfied by actions of Animal Friends or by the passage of time.

Permanently Restricted Net Assets - Net assets which are subject to donor-imposed stipulations that they be maintained or used in a certain way or endowments which represent resources that must be invested permanently with income to be used for either general or specific purposes.

Animal Friends has adopted the following policies for gifts received with a donor-imposed restriction:

In the absence of donor stipulations specifying how long-lived donated assets must be used, restrictions on long-lived assets and other personal property items, or cash to acquire long-lived assets or personal property items, expire when the assets are placed in service or purchased as the case may be. The sale proceeds (or, in the case of a destroyed item, insurance proceeds) from either a donated asset or an asset purchased with a gift of cash are unrestricted unless specifically delineated otherwise by the original donor. In the absence of donor stipulations, interest income earned on temporarily restricted funds is unrestricted and may be used for general operations, programs and services.

Contributions

Support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a donor restriction expires, (that is, when a stipulated time restriction ends or purpose restriction is accomplished) temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Volunteer Services

Unpaid volunteers have made significant contributions of their services to develop Animal Friends' programs and assist in its support. The value of these contributions is not reflected in the accompanying financial statements since it is not susceptible to an objective measurement or valuation. In 2015, more than 3,000 active volunteers donated 307,000 hours of service, which equate to approximately 150 full-time equivalent employees.

Basis of Accounting

All transactions of Animal Friends have been accounted for using the accrual basis of accounting. All restricted gifts are separately identified both in the financial statements and in the underlying accounting workpapers.

Estimates

These financial statements use estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and Cash Equivalents consist of cash, certificates of deposit, and other highly liquid investments with maturities of three months or less.

Fair Value Accounting

Investments and Assets Held in Trust are reported at fair value. Fair values are classified according to a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

Level 1 - Securities traded in an active market with available quoted prices for identical assets as of the reporting date.

Level 2 - Securities not traded in an active market but for which market inputs are readily available.

Level 3 - Securities not traded in an active market and for which no significant observable market inputs are available as of the reporting date.

All Investments and Assets Held in Trust are Level 1 securities.

Receivables

Receivables are recorded at net realizable value. No allowance for doubtful accounts was deemed necessary. A present value discount rate of 5% is used valuing pledges receivable to the capital campaign.

Inventory

Inventory is comprised of food, clothing and gift items held for sale in the gift shop. Proceeds from the sale of donated food and clothing items are recorded as Donations. Net proceeds from the sale of purchased items are recorded as a Fund Raiser. Inventory also includes animal supplies (primarily food) for use in the facility. Inventory is accounted for at the lower of cost or market, using the specific identification cost method.

Property, Plant and Equipment

All Property, Plant and Equipment are being depreciated using the straight-line method over each asset's useful life. Useful lives assigned are five years for transportation equipment; three to ten years for furniture and equipment; and twenty to forty years for buildings. Repairs and maintenance, which do not extend the lives of the applicable assets, are charged to expense as incurred. Gain or loss from the retirement or other disposition of these assets is included in the statement of activities.

Bond Issue Costs

Bond Issue Costs were incurred to obtain financing for the Resource Center. These costs were being amortized to expense on a straight line basis over the terms of the original bonds. With the new loan agreement and corresponding retirement of the original bonds (see Note 6), the remaining costs were immediately transferred to expense in 2015.

Revenue Recognition

Income from Legacies is recognized as cash is received. Reimbursements from reduced-cost spaying and neutering services are recognized on a cash basis due to the inability to reasonably estimate bad debts.

Advertising

Advertising costs are expensed as incurred.

Allocations

Animal Friends reports fundraising costs and administration expenses by their functional classification. Some expenses have been allocated to functional classifications based on salary costs or square footage.

Prior Year Amounts

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the organization's financial statements for the year ended December 31, 2014, from which the summarized information was derived.

2. <u>INVESTMENTS</u>

Investments were composed of the following:

Investment Type	<u>2015</u>	<u>2014</u>	
Money Market Funds	\$ 55,099	\$ 25,025	
Equity Mutual Funds	1,650,537	2,024,549	
Debt Mutual Funds	1,198,658	1,333,462	
Common Stocks	561,036	681,159	
Total	3,465,330	4,064,195	

3. <u>RECEIVABLES</u>

In 2013 Animal Friends initiated an \$8,500,000 Capital Campaign. \$7,500,000 of the Campaign is allocated to construction of a new 18,400 square foot public spay/neuter clinic and Animal Wellness Center. \$1,000,000 of the campaign is allocated to the organization's current and on-going operational funding.

A \$220,000 allowance to adjust for present value has been recorded. Anticipated cash flow from these pledges is as follows:

Year	Cash Collected
2016	2,310,000
2017	410,000
2018	410,000
2019	346,461
2020	150,000
Thereafter	322,272
Total	\$ 3,948,733

Construction in Progress represents costs incurred in building the new Animal Wellness Center.

4. PROPERTY, PLANT AND EQUIPMENT

At December 31, 2015, Property, Plant and Equipment were composed of the following:

Description	Cost	Accumulated Depreciation	Net Book	2014
Description	COSL	Depreciation	<u>Value</u>	<u>2014</u>
Land	\$ 1,032,949	\$ 0	\$ 1,032,949	\$ 1,032,949
Building	6,876,646	1,602,321	5,274,325	5,451,809
Furniture and Equipment	686,284	540,171	146,113	162,001
Transportation Equipment	378,933	218,166	160,767	94,136
	\$ 8,974,812	\$ 2,360,658	\$ 6,614,154	\$ 6,740,895

5. ASSETS HELD IN TRUST

Permanently Restricted Assets Held In Trust represents assets held in eight separate trusts by others. In these trusts, Animal Friends is entitled to receive a percentage of the future income earned as stipulated by the grantor in perpetuity.

6. DEBT

On January 29, 2016 Animal Friends received a \$6,000,000 loan comittment from PNC Bank to finance the new Animal Wellness Center (\$3,015,000) and retire the existing bonds (\$2,985,000). The new loan comittment has an interest only rate of 68% of LIBOR plus 1.65% through February 1, 2017. Prinicpal will be repaid over 240 months through January 31, 2037 plus interest at a rate to be negotiated.

Principal payments are due as follows:

Year Ending	<u>Amount</u>
2016	\$ 0
2017	275,000
2018	300,000
2019	300,000
2020	300,000
Thereafter	4,825,000
Total	\$ 6,000,000

Animal Friends has a \$300,000 line of credit with interest at the prime rate expiring October 20, 2016. At December 31, 2015, nothing was drawn on the line.

7. NET ASSETS

Animal Friends currently maintains three separate net asset classifications in order to control in detail all gifts received. These classifications include: 1) Unrestricted, which is used to account for revenues earned and gifts received without a restricted directive; 2) Temporarily Restricted, which is used to account for gifts received by Friends with donor-restricted directives; and 3) Permanently Restricted, which is used to account for gifts received which are subject to donor restricted directives which never expire. A summary of the activity in the open Temporarily Restricted Net Asset class from January 1, 2015 to December 31, 2015 is as follows:

		Support		
		and	Release of	
Net Asset Class	January 1	Revenue	Net Assets	December 31
Capital Campaign	\$ 4,288,838	\$ 1,842,200	\$ 622,953	\$ 5,508,085
Endowment	444,977	(1,309)	143,862	299,806
Therapeutic Programming	42,935	192,846	130,961	104,820
Reward	12,744	0	200	12,544
Spay/Neuter	0	601,785	601,785	0
AAARF	0	22,717_	22,717	0
	\$ 4,789,494	\$ 2,658,239	\$ 1,522,478	\$ 5,925,255

A summary of the activity in the Permanently Restricted Net Asset class from January 1, 2015 to December 31, 2015 is as follows:

		Support		
		and	Release of	
Net Asset Class	January 1	Revenue	Net Assets	December 31
Permanent Endowment	\$ 2,558,497	\$ 0	\$ 0	\$ 2,558,497
Assets Held in Trust	2,281,866	(124,325)	0	2,157,541
	\$ 4,840,363	\$ (124,325)	\$ 0	\$ 4,716,038

A reconcilement of endowment activity is as follows:

	Unres	tricted		emporarily Lestricted	Permanently Restricted	2015 <u>Total</u>	2014 <u>Total</u>
Balance January 1	\$	0	\$	444,977	\$ 2,558,497	\$ 3,003,474	\$ 3,210,944
Contributions		0		0	0	0	(242,020)
Investment Income		0		45,999	0	45,999	54,881
Capital Gains/(Losses)		0		(29,307)	0	(29,307)	134,689
Fees		0		(18,001)	0	(18,001)	(16,428)
Distributions		0		(143,862)	0	(143,862)	(138,592)
Balance December 31	\$	0	\$.	299,806	\$ 2,558,497	\$ 2,858,303	\$ 3,003,474

7. NET ASSETS (continued)

Animal Friends' endowment fund is governed by Pennsylvania's Principal and Income Act (Act 141) enacted on December 21, 1998.

The Board of Directors has adopted an investment policy for endowment assets that attempts to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the real value of the endowment portfolio. Under this policy, the endowment assets are invested in a manner that is intended to emphasize total return (aggregate return from capital appreciation and dividend and interest income) sufficient to preserve the real (inflation-adjusted) value of the portfolio, achieve long-term growth of principal, while avoiding excessive risk and to the extent necessary, provide for the operating needs of Animal Friends. The Board of Directors has adopted a long-term asset allocation policy that identifies the strategic target weights to each of the major asset classes (domestic and international equity, investment grade fixed income and cash equivalents). The investment objective for each asset class portfolio is to exceed the rate of return of a relevant benchmark after taking into account all manager fees.

Each year, Animal Friends appropriates a percentage of its endowment fund's average fair value over the prior three years preceding the fiscal year in which the distribution is planned. The Board of Directors votes on this appropriation each year. For the fiscal years 2015 and 2014, this percentage was 5%.

From time to time, the fair value of assets associated with endowment funds may fall below the level of the original gift. In accordance with generally accepted accounting principles, deficiencies of this nature are reported in unrestricted net assets.

In 2014 Animal Friends wrote off \$242,020 of pledges receivable as uncollectible.

8. **DONATIONS**

Donations are received from a broad base of donors. There is not a significant concentration of risk in large donations.

9. <u>INVESTMENT INCOME</u>

Investment Income is composed of the following:

<u>Item</u>	<u>2015</u>	<u>2014</u>
Dividends	\$ 139,902	\$ 133,771
Interest	20,861	31,484
Capital Gains (Losses)	(97,814)	91,825
Expenses	 (22,616)	 (22,299)
	\$ 40,333	\$ 234,781

10. TRUST INCOME

Trust Income is composed of the following:

<u>Item</u>	<u>2015</u>	2014		
Dividends	\$ 63,826	\$	65,321	
Interest	13,240		16,228	
Capital Gains (Losses)	(91,993)		59,088	
Expenses	 (19,893)		(21,689)	
	\$ (34,820)	\$	118,948	

11. EXPENSES

Detail of functional expenses is as follows:

		2014					
Expense	<u>Program</u>	<u>Adı</u>	ninistration	<u>Fu</u>	nd Raising	<u>Total</u>	<u>Total</u>
Payroll & Related Costs*	\$ 2,756,355	\$	147,047	\$	225,264	\$ 3,128,666	\$ 2,993,782
Animal Care & Services	1,048,883		0		0	1,048,883	1,004,257
Depreciation	244,399		5,200		10,400	259,999	239,792
Interest	194,150		4,131		8,262	206,543	150,224
Utilities	161,763		3,442		6,884	172,089	190,072
Printing & Postage	64,436		7,532		95,399	167,367	155,535
Software Support	51,246		30,748		20,499	102,493	97,290
Repairs & Maintenance	75,353		1,603		3,206	80,162	82,985
Office Costs	41,840		11,715		13,389	66,944	61,313
Insurance	53,394		1,136		2,272	56,802	53,486
Bank Fees	. 0		0		51,273	51,273	41,841
Local Transportation	28,753		0		0	28,753	27,171
Professional Fees	0		19,832		0	19,832	14,900
Publicity	4,916		0		9,129	14,045	21,280
Other	66,609		1,417		2,834	70,860	74,465
Total	\$ 4,792,097	\$	233,803	\$	448,811	\$ 5,474,711	\$ 5,208,393

^{*} On January 1, 1999 Animal Friends adopted a defined contribution pension plan covering employees who are twenty-one or over, worked over 1,000 hours, and have completed one year of service. Animal Friends can contribute 0%-15% of employee wages to the plan. Animal Friends' cost for this plan was \$21,588 in 2015 and \$18,544 in 2014.

12. CONCENTRATION OF CREDIT RISK

Although Animal Friends maintains cash balances in excess of federally insured limits, they have not historically experienced any credit loss.