FINANCIAL STATEMENTS and INDEPENDENT AUDITORS' REPORT

YEARS ENDED DECEMBER 31, 2016 AND 2015

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors **Peaceful Valley Donkey Rescue, Inc.**Miles, Texas

We have audited the accompanying financial statements of Peaceful Valley Donkey Rescue, Inc. (a nonprofit organization), which comprise the statements of financial position as of December 31, 2016 and 2015, and the related statements of activities and cash flows for the years 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 Peaceful Valley Donkey Rescue, Inc. as of December 31, 2016 and 2015, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of functional expenses on page 12 and 13 are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such

information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

MERRITT, MCLANE & HAMBY, P.C.

Abilene, Texas May 3, 2017



STATEMENTS OF FINANCIAL POSITION

December 31, 2016 and 2015

ASSETS	_	2016	2015	
Current assets:				
Cash	\$	734,240 \$	513,727	
Inventory		8,412	13,382	
Investments	_	14,564		
Total current assets	_	757,216	527,109	
Non-current assets:				
Property and equipment, net of accumulated depreciation		864,688	821,264	
Total non-current assets	_	864,688	821,264	
Total Assets	\$ _	1,621,904 \$	1,348,373	
LIABILITIES AND NET ASSETS				
Current liabilities:				
Accounts payable	\$	57,286 \$	17,584	
Other liabilities		2,915	7,532	
Notes payable - current	_	35,969	30,240	
Total current liabilities	_	96,170	55,356	
Non-current liabilities:				
Notes payable - non-current	_	260,976	246,823	
	_	260,976	246,823	
Total liabilities	_	357,146	302,179	
Net assets:				
Unrestricted		1,264,758	1,046,194	
Total net assets	_	1,264,758	1,046,194	
Total Liabilities and Net Assets	\$ _	1,621,904 \$	1,348,373	

STATEMENTS OF ACTIVITIES

For the Years Ended December 31, 2016 and 2015

	_	2016	2015
Support			
Contributions	\$	463,288 \$	287,541
Bequests		138,328	231,017
Merchandise sales		3,286	7,535
Fund raising		2,272,979	2,222,297
Total support	_	2,877,881	2,748,390
Expenses			
Program Services		1,769,691	1,667,884
Supporting Services:			
Management and general		225,666	204,397
Fund-raising	_	643,196	857,331
Total Expenses	_	2,638,553	2,729,612
Net Income from Operations		239,328	18,778
Other Income (Expense)			
Interest expense		(21,470)	(37,604)
Unrealized gain on investments		2,616	
Gain on sale of assets	_	(1,910)	1,000
Total other income (expense)	-	(20,764)	(36,604)
Change in Net Assets		218,564	(17,826)
Net Assets, Beginning of Year	-	1,046,194	1,064,020
Net Assets, End of Year	\$ _	1,264,758 \$	1,046,194

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2016 and 2015

		2016	2015
Cash flows from operating activities	•		
Change in net assets from operations	\$	239,328 \$	18,778
Adjustments to reconcile change in net assets			
to net cash provided by operating activities:			
Depreciation		39,908	43,413
Unrealized gain on investments		(2,616)	
(Increase) Decrease in operating assets			
Inventory		4,970	(6,074)
Increase (Decrease) in operating liabilities			
Accounts payable		39,702	(45,044)
Other liabilities		(4,617)	3,192
Net cash provided by operating activities		316,675	14,265
Cash flows from investing activities			
Purchase of property and equipment		(93,374)	(19,128)
Disposal of property and equipment		10,748	
Purchase of investments		(11,948)	
Proceeds from sale of assets			1,000
Net cash used by investing activities		(94,574)	(18,128)
Cash flows from financing activities			
Interest expense		(21,470)	(37,604)
Proceeds from note payable		52,377	
Payment on note payable		(32,495)	(127,239)
Net cash used by financing activities		(1,588)	(164,843)
Net increase in cash and cash equivalents		220,513	(168,706)
Cash and cash equivalents at beginning of year		513,727	682,433
Cash and cash equivalents at end of year	\$	734,240 \$	513,727
Supplemental items			
Interest paid	\$	21,470 \$	37,604

NOTES TO FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND PURPOSE

Peaceful Valley Donkey Rescue, Inc. (the Organization) is a not-for-profit organization with its primary office location in San Angelo, Texas as well as volunteer operated facilities in California, Oregon, Arizona, Oklahoma, Iowa, Virginia, North Carolina, South Carolina, Florida, Tennessee, and Washington. The Organization provides rescue services and/or seeks out and obtains unwanted and abused donkeys. Once the donkeys are rescued, they are given medical treatment and training. When the donkeys are deemed ready, they are made available for adoption.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of Peaceful Valley Donkey Rescue, Inc. have been prepared on the accrual basis of accounting. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

Financial Statement Presentation

Financial statement presentation follows the recommendations of Financial Accounting Standards Board, FASB ASC 958-205, Financial Statements of Not-for-profit Organizations. The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. In addition, the Organization is required to present a statement of cash flows.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Land, Buildings and Equipment

Land, buildings and equipment are recorded at cost when purchased or at fair market value when contributed. Depreciation and amortization are computed by the straight-line method over the estimated useful life of the asset as follows:

	<u>r ears</u>
Office Equipment	5-7
Machinery and Equipment	5-7
Improvements	15-40

The Organization has not formally adopted a capitalization policy; however the Organization generally capitalizes individual items with a useful life of more than five years.

Donations of property and equipment are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use, and contributions of cash that must be used to acquire property and equipment, are reported as restricted support. Absent donor stipulation regarding how long those donated assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired assets are placed in service as instructed by the donor.

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Revenue Recognition

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. Contributions received with donor-imposed restrictions that are met in the same year in which the contributions are received are classified as unrestricted contributions.

All donor-restricted contributions are reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a 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. There were no restricted contributions in 2016 or 2015.

Income Taxes

The Organization is a not-for-profit organization that is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the State of California Revenue and Taxation Code. The Organization has no income from unrelated business; therefore, no amounts are recorded in the financial statements. The Organization is not considered a private foundation.

The Organization files the Federal Form 990 with the Internal Revenue Service and the State Form 199 in the State of California. The Federal Form 990 is generally no longer open for review by the Internal Revenue Service for years prior to 2013.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Organization considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

Inventory

Inventory is valued at market. The difference between cost and market is not considered material.

Functional Expenses/Joint Costs

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Accounting Estimates

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

NOTES TO FINANCIAL STATEMENTS

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Source of Revenue

The Organization receives its revenue from public donation, grants and fundraising. The grants have no spending stipulations.

Fundraising

During 2016 and 2015 the Organization used the services of a direct mail organization, Eberle Communications Group, formerly Fund Raising Strategies, Inc. The annual cost expended was \$917,992 and \$1,012,725, while the gross revenue raised was \$2,272,979 and \$2,222,297 for the years ended December 31, 2016 and 2015, respectively.

NOTE 3: CASH AND CASH EQUIVALENTS

All material cash and certificates of deposit, when applicable, are deposited into institutions that are insured or collateralized by the Federal Deposit Insurance Corporation (FDIC). Under FDIC guidelines, each depositor's accounts are insured to an aggregate of \$250,000 per financial institution. As of December 31, 2016, the Organization had deposits which exceeded the FDIC limit by a total of \$65,147 at First Financial Bank and \$210,597 at United Bank, but the Organization feels the risk of loss is minimal. As of December 31, 2015, the Organization had deposits which exceeded the FDIC limit by a total of \$61,893 at United Bank.

NOTE 4: INVESTMENTS

The Organization has adopted SFAS ASC 958-320-50 *Accounting for Certain Investments held by Not-for-Profit Organizations*. Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statements of financial position. Unrealized gains and losses are included in the change in net assts.

The Organization received stock during the year ended December 31, 2016. Below shows the cost and market value of the stock.

2016			Market	
Investments	_	Cost	 Value	
Stock	\$	11,948	\$ 14,564	

NOTES TO FINANCIAL STATEMENTS

NOTE 5: LAND, BUILDINGS AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2016 and 2015:

	2016	2015
Land	\$ 700,000	\$ 700,000
Buildings	44,815	44,815
Leasehold improvements	14,500	14,500
Automotive equipment	126,288	154,396
Machinery and equipment	201,593	169,622
Furniture and equipment	1,488	1,488
Office equipment	1,691_	1,691
	1,090,375	1,086,512
Less: Accumulated Depreciation	225,687	265,248
Net Property and equipment	\$ 864,688	\$ 821,264

Depreciation expense for the year ended December 31, 2016 and 2015 was \$39,908 and \$43,413, respectively.

NOTE 6: DEBT

	2016	2015
Note payable to Ford Motor Credit, secured by a 2012 Ford F-350, payable at \$931 per month including interest at 6.89%. The note matures July 2017.	6,358	16,696
Note payable to John Deere Credit, secured by a John Deere mower, payable at \$122 per month including interest at 4.9%. The note matures in May 2017.	4,164	9,220
Note payable to Art Schaefer Trust, secured by real property located in Tom Green County, Texas, payable at \$2,867 per month including interest at 8.0%. The note matures in December 2026.	236,299	251,147
Note payable to Ford Motor Credit, secured by a 2016 Ford F-350, payable at \$1,025 per month including interest at 6.39%. The note matures in September 2021.	50,124	
interest at 0.55%. The note matures in September 2021.	,	
	296,945	277,063
Less current payable	35,969	59,391
Long-term payable \$	260,976 \$	217,672

NOTES TO FINANCIAL STATEMENTS

NOTE 6: DEBT - continued

The following is a schedule of maturities as of December 31, 2016:

		Principal	Interest	Total
2017	\$	35,969 \$	21,438 \$	57,407
2018		27,398	19,303	46,701
2019		29,501	17,201	46,702
2020		31,763	14,938	46,701
2021		31,059	12,513	43,572
2022-2026	_	141,255	30,623	171,878
	\$	296,945 \$	116,016 \$	412,961

NOTE 7: RETIREMENT

The Organization contributed \$7,136 and \$5,903 to the simple IRA defined contribution retirement account for employees. The Organization matches up to 3% of employee's salary toward this plan each year for all employees who are reasonably expected to receive at least \$5,000 in compensation for the year.

NOTE 8: HEALTH INSURANCE

The Organization spent \$50,455 and \$47,413 toward health insurance for employees for the year ended December 31, 2016 and 2015, respectively.

NOTE 9: RELATED PARTY TRANSACTIONS

On June 1, 2005 the Organization entered into a loan agreement with the Executive Director; Mark Meyers in the amount of \$200,000 paid by Mr. Meyers to the Organization to aid in the construction of the new donkey habitat. The note is to be paid back with interest at 6.00%. The loan was deferred due to continued growth of the Organization and an interest only payment of \$12,000 was paid in 2006, with an additional interest only payment of \$6,000 paid in 2007. In the following years, the interest will be rolled into payments. The loan was reamortized in January 2011. The final loan payment will be in 2020. See Note 5 for repayment terms. This loan was paid in full during the year ended December 31, 2015.

NOTE 10: FINANCIAL INSTRUMENTS

Fair Value

The Organization has estimated that the fair value of all financial instruments (none of which is held for trading purposes) at December 31, 2016 and 2015, does not differ materially from their aggregate carrying values recorded in the accompanying statement of financial position. The estimate is based on the assumption that fair value approximates carrying values due to short initial maturities except for investments in stock. Financial instruments consist of cash and cash equivalents, investments, accounts payable and payroll-related accruals.

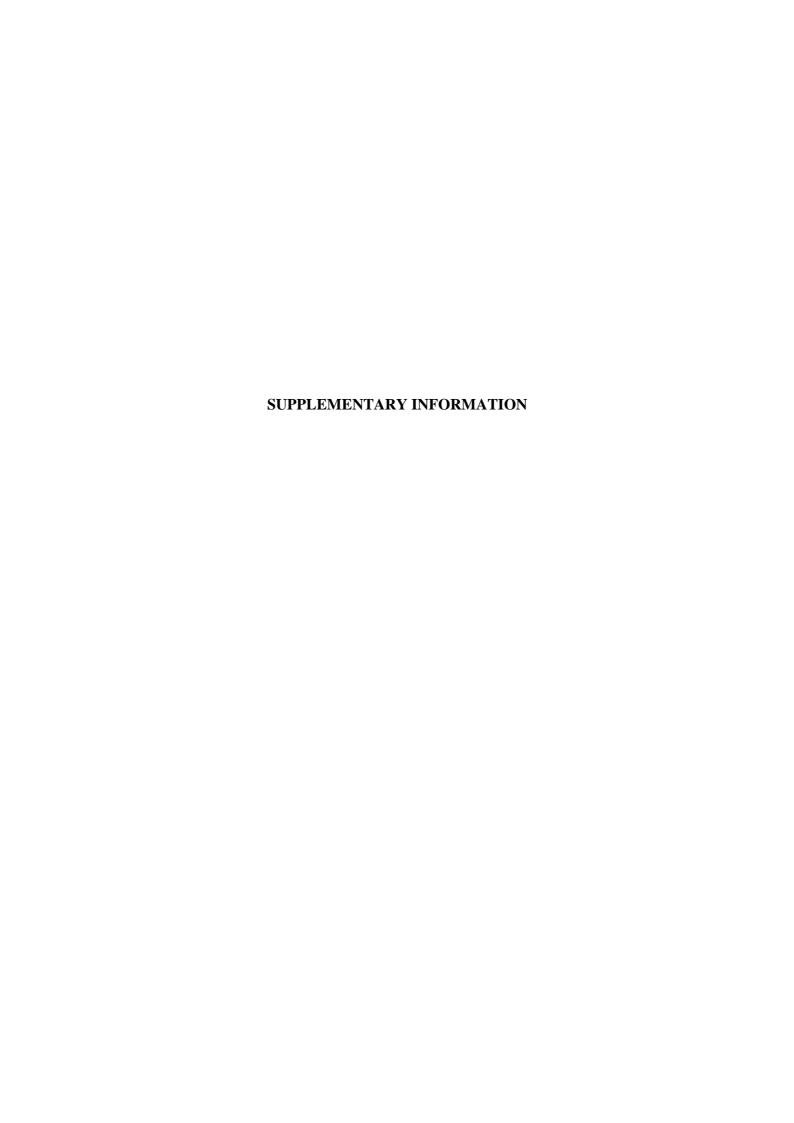
NOTES TO FINANCIAL STATEMENTS

NOTE 11: SUBSEQUENT EVENTS

The Organization entered into a note agreement with Ford Motor Credit for the purchase of a 2017 Ford F-350 on January 13, 2017. Payments of \$1,148 are due monthly including interest of 6.39%. The note is secured by the vehicle and matures in February 2022.

NOTE 12: DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through May 3, 2017, the financial statements issuance date.



SCHEDULE OF FUNCTIONAL EXPENSES

Year Ended December 31, 2016

	Supporting Services						
			Management			Total	
		Program	and		Fund	Supporting	Combined
		Services	General		Raising	Services	Total
Salaries and wages	\$	260,904 \$	92,179	\$	16,614 \$	108,793 \$	369,697
Payroll taxes		20,403	7,208		1,299	8,507	28,910
Employee benefits		63,546	22,451		4,047	26,498	90,044
Total payroll expenses	-	344,853	121,838		21,960	143,798	488,651
Animal care		922,833					922,833
Bank fees		3,852	17,328		7,324	24,652	28,504
Depreciation		39,908					39,908
Direct mail		328,190	11,132		613,813	624,945	953,135
Gift shop			13,095			13,095	13,095
Insurance			17,578			17,578	17,578
Miscellaneous		1,546	544		99	643	2,189
Office expense			14,768			14,768	14,768
Permits, fees, and taxes			20			20	20
Postage and printing			6,392			6,392	6,392
Professional fees			22,971			22,971	22,971
Public awareness		13,447					13,447
Repair and maintenance		82,145					82,145
Utilities	_	32,917		_			32,917
Total Expenses	\$	1,769,691 \$	225,666	\$	643,196 \$	868,862 \$	2,638,553

SCHEDULE OF FUNCTIONAL EXPENSES

Year Ended December 31, 2015

	Supporting Services							
				Management			Total	
		Program		and		Fund	Supporting	Combined
		Services		General		Raising	Services	Total
Salaries and wages	\$	207,458	\$	88,640	\$	15,701 \$	104,341 \$	311,799
Payroll taxes		14,537		6,211		1,101	7,312	21,849
Employee benefits		59,291		25,333		4,487	29,820	89,111
Total payroll expenses	=	281,286	_	120,184		21,289	141,473	422,759
Animal care		1,012,957						1,012,957
Bank fees		1,856		16,729		9,044	25,773	27,629
Depreciation		43,413						43,413
Direct mail		169,743		11,455		826,891	838,346	1,008,089
Gift shop				212			212	212
Insurance				15,350			15,350	15,350
Miscellaneous		1,421		607		107	714	2,135
Office expense				10,318			10,318	10,318
Permits, fees, and taxes				60			60	60
Postage and printing				5,425			5,425	5,425
Professional fees				24,057			24,057	24,057
Public awareness		28,948						28,948
Repair and maintenance		99,961						99,961
Utilities	-	28,299	_					28,299
Total Expenses	\$_	1,667,884	\$	204,397	\$	857,331 \$	1,061,728 \$	2,729,612