MAXFUND, INC.

INDEPENDENT AUDITOR'S REPORT AND

FINANCIAL STATEMENTS

DECEMBER 31, 2012
INDEPENDENT AUDITOR’S REPORT

DOUGLAS W. SCHELLINGER, CPA
3033 SO. IVAN WAY
DENVER, CO 80227
PHONE: (303) 989-9025

Board of Directors
MaxFund, Inc.
Denver, Colorado

I have audited the accompanying statement of financial position of MaxFund, Inc. (a not-for-profit corporation) as of December 31, 2012, and the related statements of activities and net assets, and cash flows for the year then ended. These financial statements are the responsibility of MaxFund, Inc.’s management. My responsibility is to express an opinion on these financial statements based on my audit.

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

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MaxFund, Inc. as of December 31, 2012, and the changes in its activities, net assets and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Douglas W. Schellinger, CPA

August 10, 2013
MAXFUND, INC.
Statement of Financial Position
December 31, 2012

Assets
Current Assets:
  Cash and cash equivalents-unrestricted $1,438,302
  Cash and cash equivalents-restricted 608,060
  Total Cash and cash equivalents 2,046,362

  Other current assets:
    Deposits 2,300
    Total other current assets 2,300

  Total Current Assets 2,048,662

Property and equipment:
  Inca - Office equipment 9,601
  Inca - Building 100 436,977
  Inca - Leasehold Improvements 418,589
  Inca - Equipment 68,389
  Furniture and fixtures 110,836
  Software 2,500
  Garage 19,273
  Leasehold improvements 597,171
  Medical and other equipment 115,508
  Administration Building 208,475
  Spay and Neuter Trailer 134,260
  Storage Building 5,400
  Vehicles 159,505
  Cattery - Land 562,187
  Cattery-Building 1,043,013
  Cattery-Furniture, Fixtures 139,894
  Real Estate - SS 19,000
  1184 S Grant Street 244,252

  Less accumulated depreciation and amortization (966,875)
  Property and equipment, net $3,327,955

Other Assets:
  Investments-net 1,929,953
  Total other assets 1,929,953

  Total Assets $7,306,570
Statement of Financial Position (Continued)
December 31, 2012

**Liabilities**
Current Liabilities
  Accounts Payable $ 466
  Total current liabilities $ 466
  Total Liabilities $ 466

**Net assets:**
  Unrestricted: $7,238,455
  Temporarily restricted: 67,649
  Total net assets $7,306,104
  Total liabilities and net assets **$7,306,570**

*See accompanying notes to financial statements*
MAXFUND, INC.
Statement of Activities and Net Assets
For the Year Ended December 31, 2012

Public Support, Revenues, and Reclassifications

<table>
<thead>
<tr>
<th>Description</th>
<th>Temporarily Unrestricted</th>
<th>Temporarily Restricted</th>
<th>Permanently Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adoptions</td>
<td>$ 121,579</td>
<td>--</td>
<td>--</td>
<td>121,579</td>
</tr>
<tr>
<td>Contributions:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Individual</td>
<td>553,438</td>
<td>--</td>
<td>--</td>
<td>553,438</td>
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<tr>
<td>Interest/Dividend income</td>
<td>49,597</td>
<td>--</td>
<td>--</td>
<td>49,597</td>
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<tr>
<td>Estate Donations</td>
<td>799,102</td>
<td>443,000</td>
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<td>1,242,102</td>
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<tr>
<td>Grants/Foundations/Trusts/Gifts</td>
<td>299,950</td>
<td>20,407</td>
<td>--</td>
<td>320,357</td>
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<tr>
<td>Medical Services</td>
<td>628,748</td>
<td>--</td>
<td>--</td>
<td>628,748</td>
</tr>
<tr>
<td>Memberships</td>
<td>43,611</td>
<td>--</td>
<td>--</td>
<td>43,611</td>
</tr>
<tr>
<td>Memorials</td>
<td>71,528</td>
<td>--</td>
<td>--</td>
<td>71,528</td>
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<tr>
<td>Misc. income</td>
<td>387</td>
<td>--</td>
<td>--</td>
<td>387</td>
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<tr>
<td>Pet Pals</td>
<td>6,444</td>
<td>--</td>
<td>--</td>
<td>6,444</td>
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<tr>
<td>Stock Donations &amp; Market Adjustments</td>
<td>40,834</td>
<td>--</td>
<td>--</td>
<td>40,834</td>
</tr>
<tr>
<td>Vehicle Donations</td>
<td>17,965</td>
<td>--</td>
<td>--</td>
<td>17,965</td>
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<tr>
<td>Special Events:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Puttin on the Max and others</td>
<td>69,521</td>
<td>--</td>
<td>--</td>
<td>69,521</td>
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<tr>
<td>Total public support, revenues and reclassifications</td>
<td>2,702,704</td>
<td>463,407</td>
<td>--</td>
<td>3,166,111</td>
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Expenses

Programs:

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<tr>
<th>Description</th>
<th>Temporarily Unrestricted</th>
<th>Temporarily Restricted</th>
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<th>Total</th>
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<tbody>
<tr>
<td>Animal food &amp; supplies</td>
<td>28,729</td>
<td>20,407</td>
<td>--</td>
<td>49,136</td>
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<tr>
<td>Program office costs and utilities</td>
<td>149,362</td>
<td>--</td>
<td>--</td>
<td>149,362</td>
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<tr>
<td>Program personnel</td>
<td>665,847</td>
<td>--</td>
<td>--</td>
<td>665,847</td>
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<tr>
<td>Veterinarian expense</td>
<td>44,099</td>
<td>443,000</td>
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<td>487,099</td>
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<tr>
<td>Other administrative costs</td>
<td>73,979</td>
<td>--</td>
<td>--</td>
<td>73,979</td>
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<tr>
<td>Promotion &amp; Newsletter</td>
<td>56,586</td>
<td>--</td>
<td>--</td>
<td>56,586</td>
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<tr>
<td>Depreciation and amortization expense</td>
<td>110,233</td>
<td>--</td>
<td>--</td>
<td>110,233</td>
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<tr>
<td>Total programs</td>
<td>1,128,835</td>
<td>463,407</td>
<td>--</td>
<td>1,592,242</td>
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</table>

Administration:

<table>
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<tr>
<th>Description</th>
<th>Temporarily Unrestricted</th>
<th>Temporarily Restricted</th>
<th>Permanently Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Office costs and utilities</td>
<td>757</td>
<td>--</td>
<td>--</td>
<td>757</td>
</tr>
<tr>
<td>Personnel</td>
<td>340,054</td>
<td>--</td>
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<td>340,054</td>
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<tr>
<td>Other Administrative costs</td>
<td>11,781</td>
<td>--</td>
<td>--</td>
<td>11,781</td>
</tr>
<tr>
<td>Total administrative</td>
<td>352,592</td>
<td>--</td>
<td>--</td>
<td>352,592</td>
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</tbody>
</table>

Fundraising:

<table>
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<tr>
<th>Description</th>
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<th>Temporarily Restricted</th>
<th>Permanently Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Event expense</td>
<td>49,882</td>
<td>--</td>
<td>--</td>
<td>49,882</td>
</tr>
<tr>
<td>Total fundraising</td>
<td>49,882</td>
<td>--</td>
<td>--</td>
<td>49,882</td>
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</table>

Total Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>Temporarily Unrestricted</th>
<th>Temporarily Restricted</th>
<th>Permanently Restricted</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Change in net assets</td>
<td>1,171,395</td>
<td>--</td>
<td>--</td>
<td>1,171,395</td>
</tr>
<tr>
<td>Net assets as of beginning of year</td>
<td>6,067,060</td>
<td>67,649</td>
<td>--</td>
<td>6,134,709</td>
</tr>
<tr>
<td>Net assets as of end of year</td>
<td>7,238,455</td>
<td>67,649</td>
<td>--</td>
<td>7,306,104</td>
</tr>
</tbody>
</table>

See accompanying notes to financial statements
MAXFUND, INC.
Statement of Cash Flows
For the Year Ended December 31, 2012

Operating activities
  Change in net assets $1,171,395
  Adjustments to reconcile change in net assets to net
  cash provided by operating activities: (115)
    Decrease in accounts payable, etc
  Net cash provided by operating activities (115)

Investing activities
  Acquisition of property plant and equipment (727,246)
  Accum. Deprec-property plant and equipment 97,333
  Net cash provided by in investing activities (629,913)

Financing activities
  Increase in Investments (351,872)
  Net cash provided by financing activities (351,872)

Net increase in cash and cash equivalents 189,495
Cash and cash equivalents as of beginning of year 1,856,867
Cash and cash equivalents as of end of year $2,046,362

Supplemental Disclosures
  Interest and dividend income $49,597

See accompanying notes to financial statements
NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of MaxFund, Inc. (MaxFund) is presented to assist in understanding MaxFund’s financial statements. The financial statements and notes are representations of MaxFund’s management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Organization and Nature of Activities

MaxFund, Inc. was organized in 1988 and incorporated as a not-for-profit organization in Colorado in 1989. MaxFund provides care for injured pets in the Denver metro area and finds homes for these animals upon recovery.

Public Support and Revenue

The major sources of support and revenue are contributions from donors, grants, special fundraising events, corporate sponsors, various private sources and a variety of sales.

Restricted Funds

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. These donor restricted contributions are reported as increases in temporarily or permanently restricted net assets, depending on the nature of the restrictions, and are specifically identified with expenditures designated by the donor. However, excepting long-lived asset contributions, donor restricted contributions are reported as unrestricted support if the restriction is fulfilled during the same time period in which the contribution is received. MaxFund has established a policy wherein an implied time restriction on the use of long-lived assets expires over the useful life of the asset.

Depreciation and amortization

Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives. Straight-line methods are used for financial and tax purposes. Leaseno improvements are amortized over the estimated lives of the assets. Leased property under capitalized leases is amortized over the service lives of the assets.

In Kind Donations

Contributions of services by veterinarians and other assets donated to MaxFund, Inc. are recorded at their fair market value, estimated by the donor, at the date of the donation. Donations of property and equipment are recorded as support at their estimated fair value. Donations without a known value are only recognized when sold.
NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

MaxFund, Inc. is a nonprofit organization as described in Section 501(c)(3) of the Internal Revenue Code and is exempt from federal and state income taxes.

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.

NOTE 2: CHANGES IN ACCOUNTING PRINCIPLES

MaxFund, Inc. adopted the provisions of Statement of Financial Accounting Standards No. 116, Accounting for Contributions Received and Contribution Made and No. 117, Financial Statements of Not-for-Profit Organizations by stating net assets as of December 31, 2012. Statement 116 requires MaxFund to distinguish between contributions that increase permanently restricted net assets, temporarily restricted net assets, and unrestricted net assets. It also requires recognition of contributions, including contributed services meeting certain criteria, at fair values. Statement No. 117 establishes standards for general-purpose external financial statements of not-for-profit organizations and requires a statement of financial position, a statement of activities, and a statement of cash flows. MaxFund adopted Statement No. 116 by stating net assets as of December 31, 2012. Temporarily restricted net assets as of December 31, 2012, were $67,649, which represents time or purpose restricted contributions.

NOTE 3: Donated Services and Facility

MaxFund, Inc. has many volunteers. They donate their time to perform many of the necessary activities of the shelter. Total volunteer hours for 2012 are 21,459. Additionally, certain legal and accounting services have been donated. These services are recorded based on the criteria for recognition under SFAS No. 116. In addition donations of food for the animals have been received in substantial quantities. The total donated services and other items for 2012 were $821,345.

MaxFund, Inc. moved to an administrative office at 720 West 10th Avenue in Denver and operates the shelter at a facility located at 1025 Galapago Street, Denver, Colorado. The shelter was purchased in 1997, by MaxFund through use of funds restricted for that purpose along with additional donations from private donors. Subsequent to this purchase, the building was transferred to another non-profit organization, Angels Ark, who has leased the facility back to MaxFund, Inc. at a nominal charge.

Additionally, MaxFund has purchased the building next to their shelter to expand its ability to meet the growing needs of its mission. It has received donations and is continuing to solicit donations to cover the remaining balance of the note payments on this facility. This purchase was concluded in 2002.
MAXFUND, INC.
Notes to Financial Statements
December 31, 2012

NOTE 4: Related Party Activity

MaxFund has received operating advances from the executive director of varying amounts. Repayment of these monies is made only if funds are available.

NOTE 5: Restrictions On Assets

Substantially all of the restrictions on assets at the end of 2012 relate to funds received for the upkeep and improvement of the buildings/facilities/services.