#### FINANCIAL STATEMENTS

YEAR ENDED JUNE 30, 2013 (With Comparative Totals for 2012)

# YEAR ENDED JUNE 30, 2013 (With Comparative Totals for 2012)

#### **CONTENTS**

<u>Page</u>
Independent Auditors' Report
Financial Statements:
Statement of Financial Position
Statement of Activities
Statement of Cash Flows
Notes to Financial Statements5-10
Supplementary Schedule:
Independent Auditors' Report on Additional Information
Statement of Functional Expenses

### ROSENBERG & MANENTE, PLLC

Certified Public Accountants

1 LINDEN PLACE, SUITE 302 GREAT NECK, NEW YORK 11021 TEL: (516) 482-0001 FAX: (516) 482-0067 80 MAIDEN LANE SUITE 701 NEW YORK, NEW YORK 10038 TEL: (212) 563-2525 FAX: (212) 563-3549

#### Independent Auditors' Report

Board of Directors Animal Care and Control of New York City, Inc. New York, New York

We have audited the accompanying financial statements of Animal Care and Control of New York City, Inc., which comprise the statement of financial position as of June 30,2013, 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 Care and Control of New York City, Inc. as of June 30, 2013, 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

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We have previously audited the fiscal year ended 2012 financial statements of Animal Care and Control of New York City, Inc. and our report dated December 11, 2012, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended June 30, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Respectfully submitted,

Rosenberg and Manente

Certified Public Accountants, PLLC

January 2, 2014

# ANIMAL CARE AND CONTROL OF NEW YORK CITY, INC. STATEMENT OF FINANCIAL POSITION AT JUNE 30, 2013 (WITH COMPARATIVE TOTALS AT JUNE 30, 2012)

	J	UNE 30, 2013	JU	NE 30, 2012
ASSETS				
Cash and Cash Equivalents	\$	1,254,585	\$	961,376
Accounts Receivable - The City of New York		236,327		***
Unconditional Promises to Give		80,390		5,240
Prepaid Expenses		382,611		244,759
Deposits on Leased and Other Property		79,216		79,076
Property and Equipment		102,327		130,796
Other Accounts Receivables	Wildelminia han pannopus persensi	36,669		38,878
TOTAL ASSETS		2,172,125	\$	1,460,126

#### LIABILITIES AND NET ASSETS

#### LIABILITIES

Accounts Payable	\$ 257,604	\$	248,630
Accrued Expenses	238,393	42	210,349
Line of Credit-Chase	300,000		210,519
Accounts Payable - The City of New York	38,552		36,530
Salaries and Payroll Taxes Payable	176,742		122,072
Vacation and Sick Time Accrual	102,230		127,776
Deferred Rent Payable	1,304		8,243
Customer Deposits Payable	26,084		13,849
Other Liabilities	 44,742		37,422
TOTAL LIABILITIES	1,185,651	***************************************	804,871
NET ASSETS			
Unrestricted	667,265		585,958
Temporarily Restricted	 319,209		69,297
TOTAL NET ASSETS	 986,474		655,255
TOTAL LIABILITIES AND NET ASSETS	\$ 2,172,125	\$	1,460,126

# ANIMAL CARE AND CONTROL OF NEW YORK CITY, INC. STATEMENT OF ACTIVITIES FOR THE YEAR ENDED JUNE 30, 2013 (WITH COMPARATIVE TOTALS AT JUNE 30, 2012)

	UNRESTRICTED			EMPORARILY RESTRICTED FUNDS		TOTAL UNE 30, 2013	TOTAL JUNE 30, 2012		
REVENUES, GAINS, AND OTHER SUPPORT:									
Support from Operations:									
Revenue - The City of New York Shelter Revenue Contributions In-Kind Contributions Benefit Plan Contributions Investment Income Other Miscellaneous Income	\$	10,613,746 1,075,262 306,479 533,715 466,841 525 194,307		512,408	\$	10,613,746 1,075,262 818,887 533,715 466,841 525 194,307	\$	8,476,194 1,020,895 606,975 527,336 504,302 726 209,806	
Total Revenues, Gains and Other Support Before the Release of Restricted Net Assets		13,190,875		512,408	Minimoseu	13,703,283	- Orași anticipal de la la companie de la companie	11,346,234	
Net Assets Released From Restrictions:				,		.,,		1 190 100	
Satisfaction of Time and Program Restrictions	North Control	262,496	del womannamen	(262,496)			in the second second	tor	
TOTAL REVENUES, GAINS, AND OTHER SUPPORT	\$	13,453,371	\$	249,912	\$	13,703,283	\$-	11,346,234	
EXPENSES							**************************************		
Program:									
Health and Welfare of Animals	\$	11,580,118			\$	11,580,118	\$	10,068,179	
Total Program Expenses		11,580,118		~		11,580,118	Ministration	10,068,179	
Supporting Services:									
Administration Fundraising	#0.000 horses contains an account	1,465,824 258,622				1,465,824 258,622		1,264,569 249,444	
Total Supporting Services		1,724,446		-		1,724,446	***************************************	1,514,013	
Other Revenue and (Expenses)									
Claims Expense, Net		(67,500)		-		(67,500)		da	
Total Other Revenue and (Expenses)	***************************************	(67,500)				(67,500)	***************************************		
TOTAL EXPENSES	\$	13,372,064	\$		\$	13,372,064	\$	11,582,192	
CHANGE IN NET ASSETS		81,307		249,912		331,219		(235,958)	
NET ASSETS AT BEGINNING OF YEAR		585,958		69,297		655,255		891,213	
TOTAL NET ASSETS	<u>\$</u>	667,265	\$	319,209	\$	986,474	\$	655,255	

#### STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2013 (WITH COMPARATIVE TOTALS AT JUNE 30, 2012)

CASH FLOWS FROM OPERATING ACTIVITIES	JUNE 30, 2013	JUNE 30, 2012
Changes in Total Net Assets	\$ 331,219	\$ (235,958)
Adjustments to Reconcile Changes in Total Net Assets to Net Cash Provided by Operating Activities		
Depreciation and Amortization	28,469	44,318
Decrease (Increase) in:  Unconditional Promises to Give Prepaid Expenses Deposits on Leased and Other Property Other Assets  Increase (Decrease) in: Accounts Payable Accrued Expenses Accounts Payable - The City of New York Salaries and Payroll Taxes Payable Vacation and Sick Time Accrual Deferred Rent Payable	(311,477) (137,852) (140) 2,209 8,974 28,044 2,022 54,670 (25,546) (6,939)	318,662 (111,862) (138) 7,404 (326,268) 150,241 2,452 (162,478) (11,358)
Customer Deposits Payable Line of Credit-Chase Other Liabilities	12,236 300,000 7,321	(1,646) 92 - 18,797
NET CASH (USED FROM) PROVIDED BY OPERATING ACTIVITIES	293,209	(307,742)
NET INCREASE (DECREASE) IN CASH	293,209	(307,742)
CASH AND CASH EQUIVALENTS BEGINNING OF YEAR	961,376	1,269,118
CASH AND CASH EQUIVALENTS END OF YEAR	\$ 1,254,585	\$ 961,376
SUPPLEMENTAL DISCLOSURE: Interest Paid	<b>\$</b> 14,458	\$ 8,762
Taxes Paid	\$	\$ -

#### NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2013 (With Comparative Totals for 2012)

#### NOTE 1 - DESCRIPTION OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### A. Business Operations

Animal Care and Control of New York City, Inc. ("the Organization"), a corporation organized "not for profit", is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The Organization was created for the charitable purposes of providing animal care and control services in the City of New York. The Organization began operations on January 1, 1995 as the sole organization responsible by law for the care of New York City's entire homeless and unwanted animal population. The Organization is committed to providing the most humane care possible for the hundreds of animals that are brought to the shelters each day. The mission of the Organization is to promote and protect the health, safety and welfare of pets and people in New York City.

#### B. Promises to Give

Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance unconditional. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restriction. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

The Organization uses the direct write-off method when unconditional promises receivable are deemed uncollectible. The direct write-off is based upon management's analysis of specific promises made.

#### C. Contributed Services

During the year ended June 30, 2013, the value of contributed services meeting the requirements for recognition in the financial statements was not material and has not been recorded. In addition, many individuals volunteer their time and perform a variety of tasks that assist the Organization at the shelter facilities and at fundraising events, but these services do not meet the criteria for recognition as contributed services. The Organization receives more than 2,500 volunteer hours per month.

#### D. 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, results could differ from those estimates.

#### NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2013

(With Comparative Totals for 2012)

#### NOTE 1 - DESCRIPTION OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### E. Property and Equipment

It is the Organization's policy to capitalize property and equipment over \$1,000. Lesser amounts are expensed. Purchased property and equipment is capitalized at cost. Donations of property and equipment are recorded as contributions at their estimated fair value. Such donations are reported as unrestricted contributions 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 contributions. Absent donor stipulations 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. The Organization reclasses temporarily restricted net assets to unrestricted net assets at that time. Property and equipment are depreciated utilizing both the straight-line and accelerated method over the estimated useful life of the assets.

Certain property and equipment used by the Organization is owned by New York City under a funding Agreement. The Organization is responsible for acquiring items needed in order to run the facility; however, title will not pass to the Organization upon termination of the Funding Agreement. Therefore, most capital items are expensed within the year that the City funds the purchase.

#### F. Financial Statement Presentation

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.

#### G. 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 classified by the Internal Revenue Service as other than a private foundation. The Organization is subject to routine audits by various federal, state and local taxing authorities; however, there are currently no audits for any tax periods in progress. The Organization believes it is no longer subject to income tax examinations for years prior to 2010.

The Organization accounts for uncertain tax position in accordance with Financial Accounting Standards Board (FASB) ASC 740. FASB ASC 740 prescribes a recognition threshold and measurement process for financial statement recognition of uncertain tax positions taken or expected to be taken in a tax return. The interpretation also provides guidance on recognition, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Organization adopted the provisions of FASB ASC 740 on January 1, 2009. There was no impact on the total net assets as a result of the adoption of FASB ASC 740.

# NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2013

(With Comparative Totals for 2012)

## NOTE 1 - DESCRIPTION OF ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### H. Contributions

Under Accounting Standards Board (FASB) ASC 958 (formerly Statement of Financial Accounting Standards No. 116, Accounting for Contributions Received and Contributions Made), contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions.

#### I. Cash Equivalents

For purposes of the statement 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.

#### J. Rent Expense

The Organization records rent expense associated with its office lease on a straight-line basis over the life of the lease. The difference between the straight-line amount and the amount actually paid during the year is recorded as a liability and an expense in the accompanying financial statements.

#### K. Advertising Costs

Advertising costs are charged to operations when the advertising first takes place. Advertising expense for the years ended June 30, 2013 and 2012 was \$260,000 and \$21,053, respectively. Advertising expenses for the years ended June 30, 2013 and 2012, includes approximately \$114,618 and \$0 in advertising costs, respectively, that were donated to the organization and are reflected in In-Kind Contributions.

#### L. Medical Supplies, Medications and Products

Medical supplies, medications and products are purchased on an as needed basis and are expensed upon purchase. The dollar value of the supplies on hand at any given time is not material. It is the Organization's decision not to maintain inventory on its balance sheet.

#### M. Bad Debt Expense

Effective fiscal year ending 2011, the organization has elected to record shelter revenue on a cash basis. This is based upon historical analysis reflecting a high percentage of the accounts receivable earned from the shelters being deemed uncollectable.

#### NOTE 2 - RESTRICTIONS ON NET ASSETS

Temporarily restricted net assets are available for the following programs:

	JUI	NE 30, 2013	JUNE	E 30, 2012
Animal Care Fund	\$	317,741	\$	68,385
Public Education Fund	***************************************	1,468		912
		319,209	\$	69,297

#### NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2013

(With Comparative Totals for 2012)

#### NOTE 3 - PROMISES TO GIVE

Unconditional promises to give are expected to be realized in one year or less and are classified as temporarily restricted net assets in the statement of activities. Uncollectible promises are expected to be insignificant.

#### NOTE 4 - PROPERTY AND EQUIPMENT

	<b>JUNE 30, 2013</b>	<b>JUNE 30, 2012</b>
Leasehold Improvements	\$ 101,694	\$ 101,694
Furniture and Fixtures	12,034	12,034
Machinery and Equipment	469,991	469,991
Vehicles	47,403	47,403
	631,122	631,122
Accumulated Depreciation and Amortization	528,795	500,326
	\$ 102,327	\$ 130,796

Depreciation expense for the years ended June 30, 2013 and June 30, 2012 was \$28,469 and \$44,318, respectively.

The cost of certain equipment and facilities, which are used by the Organization in connection with its Shelter Operations, is not reflected in the statement of financial position because the assets' titles remain with the City of New York. The Organization has not included an estimate of contribution revenue and program expense in the accompanying statement of activities for the free use of the equipment and facilities during the years ended June 30, 2013 and June 30, 2012.

#### NOTE 5 - NEW YORK CITY FUNDING

The Organization, through its contract with the City of New York, has a license to use and occupy three City owned buildings as animal care facilities: Manhattan Animal Care Facility, Brooklyn Animal Care Facility and Staten Island Animal Care Facility. The Organization also uses two facilities that are leased through the City: Queens Animal Receiving Facility and the Bronx Animal Receiving Facility. To the extent funding is provided for in the agreement, the Organization is responsible for general repairs, insurance and maintenance of the premises. Since fair value has not been determined, the benefit of the use of the five facilities has not been reflected within the financial statements.

The City assumed responsibility for the payment of the Organization's utilities, for locations owned or leased by the City, effective July 1, 2006. Accordingly, the value of the utilities paid by the City on behalf of the organization has been included in both Contract Revenue and Occupancy Expense in the accompanying financial statements for the year ended June 30, 2013 and June 30, 2012 totaling \$298,865 and \$317,452, respectively.

At June 30, 2013 and 2012, the Organization was due \$236,327 from the City under the current contract. At June 30, 2013 and 2012, the Organization owes the City under the current contract \$38,522 and \$36,530, respectively. Revenue recognized under the City contract for the years ended June 30, 2013 and 2012 was \$10,613,746 and \$8,476,194, respectively. The contract with the City is effective until June 30, 2015.

#### NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2013

(With Comparative Totals for 2012)

#### NOTE 6 - COMMITMENTS AND CONTINGENCIES

- A. The contract with the City of New York is subject to audit by the City.
- B. The Organization is a defendant in various legal action seeking compensatory damages for alleged claims sustained while working for, or visiting, the Organization or for alleged negligence in performing its duties. During 2013, the Organization's insurance provider settled various claims totaling \$212,500. The cost to the Organization was \$67,500, presented net of insurance reimbursements of \$145,000. Management believes that the outcome unsettled actions will have no material effect on the financial position of the Organization. Accordingly, no amounts have been provided in the accompanying financial statements for such potential unsettled claims.
- C. Certain grants and contracts may be subject to audit by funding sources. Such audits may result in disallowance of costs submitted for reimbursement. Management is of the opinion that such cost disallowances, if any, will not have a material effect on the accompanying financial statements. Accordingly, no amounts have been provided in the accompanying financial statements for such potential claims.

#### NOTE 7 - CONCENTRATION OF CREDIT RISK

The Organization maintains certain cash balances at financial institutions in New York. The cash balances at times may exceed federally insured limits.

The Contract with the City of New York accounts for more than 75% of the Organization revenues.

#### NOTE 8 - LEASE COMMITMENTS AND RENTAL EXPENSE

On August 3, 2009, the Organization lease re-negotiated their office space lease in Manhattan. The term of the lease is a four year and expires August 31, 2013.

The Office lease provides for the minimum annual payments as follows:

#### Year Ending June 30,

2014

\$ 33,416

Rent expense, calculated on a straight-line basis for the life of the lease, for 2013 and 2012 was \$194,613 and \$197,046, respectively.

#### NOTE 9 - DONATIONS IN-KIND

The organization receives donations in-kind from various individuals and organizations. These donations are comprised predominantly of services and supplies, such as food, blankets, leashes, and toys, used in shelter operations. Management has estimated the value of these items received for the year ended June 30, 2013 and June 30, 2012 to be approximately \$533,715 and \$527,336, respectively. These donation amounts have been recorded net of their associated expenses, and accordingly, are reflected in the accompanying financial statements.

#### NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2013 (With Comparative Totals for 2012)

#### NOTE 10 - EMPLOYEE BENEFIT PLANS

All eligible employees of the Organization are members of the Cultural Institutions Retirement System's (CIRS) Pension, 401(k) Savings, and Group Life and Welfare Benefits plans. The CIRS Pension Plan is a multiemployer plan. Accordingly, certain information with respect to vested and non-vested benefits, as well as plan assets relating to the Organization's employees, is not readily available. The Organization's employees receive a contribution of up to 3% of salary, as determined by the level of employee contributions to the 401(k) Savings Plan. Pension costs are funded by the City of New York in accordance with their contract with the Organization. Pension/CIRS expenses for the years ended June 30, 2013 and 2012 was:

	2013	2012
Pension	\$ 339,665	\$ 412,709
401(k) Savings	62,035	34,724
Group Life and Welfare Benefits	17,216	13,405
Administration (All Three Plans)	47,925	43,464
	<u>\$ 466,841</u>	\$ 504,302

#### NOTE 11- COMMITMENTS

Pursuant to an agreement with their Financial Institution, the Organization may borrow up to \$500,000 under a renewable line of credit. The interest rate on the line is 3.94% over the LIBOR Rate. The line is secured by substantially all of the Organization's assets. At June 30, 2013, the Organization has drawn down \$300,000 on its available credit line. The line of credit is due to mature on January 24, 2014.

#### NOTE 12- SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of the auditors' report.

# ANIMAL CARE AND CONTROL OF NEW YORK CITY, INC. SUPPLEMENTARY SCHEDULE

YEAR ENDED JUNE 30, 2013 (With Comparative Totals for 2012)

1 LINDEN PLACE, SUITE 302 GREAT NECK, NEW YORK 11021 TEL: (516) 482-0001 FAX: (516) 482-0067

80 MAIDEN LANE, SUITE 601 NEW YORK, NEW YORK 10038 TEL: (212) 563-2525 FAX: (212) 563-3549

#### INDEPENDENT AUDITOR'S REPORT ON ADDITIONAL INFORMATION

Board of Directors of Animal Care and Control of New York City, Inc. New York, New York

We have audited the financial statements of Animal Care and Control of New York City, Inc. as of and for the year ended June 30, 2013, and have issued our report thereon dated January 2, 2014, which contained an unmodified opinion on those financial statements. Our audit was performed for the purpose of forming an opinion on the financial statements as a whole. The schedules of statement of functional expenses is presented for the purposes of additional analysis and is 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.

Respectfully submitted,

Rosenberg and Manente

Certified Public Accountants, PLLC

Great Neck, NY

January 2, 2014

# STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED JUNE 30, 2013 (WITH COMPARATIVE TOTALS AT JUNE 30, 2012)

Total All Funds	June 30, 2012 \$ 5,352,910	7,336,457	194,425	144,067	44,318	235,938	886,09	253,444	51.656	876.788	534,679	47,519	477,800	710.805	143,143	470,165	\$ 11,582,192	100.00%
Total All Funds	\$ 6,334,306 2.179.825	8,514,131	251,329	318,111	28,469	304,093	38,859	266,556	62,339	1,043,760	514,215	49,735	490,731	763,635	130,921	527,680	\$ 13,304,564	100.00%
7	\$ 127,321 43.814	171,135	5,027	48,416	572	6,112	781	5,358	1,253	ŧ	4,997	1,001	i	785	2,632	10,553	\$ 258,622	1.94%
Administration	\$ 592,389	796,248	27,646	15,906	2,662	28,439	3,634	24,929	5,830	ı	12,721	4,650	466,194	9/9/9	12,244	58,045	\$ 1,465,824	11.02%
Program Service Operations	5,614,596 1,932,152	7,546,748	218,656	253,789	25,235	269,542	34,444	236,269	55,256	1,043,760	496,497	44,084	24,537	756,174	116,045	459,082	11,580,118	87.04%
	Salaries Payroll Taxes and Fringe Benefits	Total Personal Service Expenses	Vehicle Expenses	Communications	Escility Descend	Linea Beenes	Transan Nesource	Insulance Interest and Pant Ca	Second bank Charges	Supplies and Services, Medical	Octubation Other Evnences	Orotaesional East	Supplies and Somition One of	Supplies and Services, Operations	Telecommunications	rechnology and Equipment	Total Expenses	Percentage of Total Expenses

See Independent Auditors' Report on Additional Information
Page 12