Charles Town, West Virginia

FINANCIAL REPORT

June 30, 2014

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Culpeper Leesburg Middleburg Richmond Winchester

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors The National Humane Education Society and Affiliate Charles Town, West Virginia

We have audited the accompanying consolidated financial statements of The National Humane Education Society and Affiliate, which comprise the consolidated statement of financial position as of June 30, 2014, and the related consolidated statements of activities, functional expenses, 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 consolidated 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 consolidated 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 of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 combined 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 consolidated financial statements.

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

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Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of The National Humane Education Society and Affiliate as of June 30, 2014, and the changes in their net assets and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United states of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplementary information is presented for 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.

Yourt, Hyde Barbon, P.C.

Winchester, Virginia October 27, 2014

Consolidated Statement of Financial Position

June 30, 2014

Assets

Current Assets	
Cash	\$ 160,260
Accounts receivable	22,929
Estates and bequests receivable	234,407
Prepaid expenses	705,562
Inventory	4,513
Security deposit	2,000
Total current assets	1,129,671
Investments	
Investments	1,079,641
Property and Equipment	
Land	185,109
Buildings and improvements	3,319,877
Furniture and equipment	567,499
Vehicles	99,649
Construction in progress	73,554
	4,245,688
Less accumulated depreciation	1,903,420
	2,342,268
Total assets	\$ 4,551,580

Liabilities and Net Assets

Current Liabilities	
Accounts payable	\$ 1,337,827
Accrued salaries	30,791
Compensated absences	41,209
Other current liabilities	4,112
Revolving line of credit	279,242
Current portion of long-term debt	47,579
Total current liabilities	1,740,760
Long-Term Debt, less current maturities	1,007,830
Total liabilities	2,748,590
Net Assets	
Unrestricted	1,794,727
Temporarily restricted	8,263
Total net assets	1,802,990
Total liabilities and net assets	\$ 4,551,580

Consolidated Statement of Activities

For the Year Ended June 30, 2014

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	Unrestricted	Temporarily Restricted	Permanently Restricted	Totals
Revenues and Net Gains (Losses):				
Contributions	\$ 3,335,540	\$ 5,000	\$	\$ 3,340,540
Estate and bequests	409,476			409,476
Foundations and trusts	30,354			30,354
Loss on sale of property and equipment	(17,337)			(17,337)
Mailing list rental income	71,826			71,826
Interest and dividends	43,055			43,055
Merchandise sales, net of cost of goods	1,674			1,674
Thrift store, net of expenses	(12,032)			(12,032)
Net realized and unrealized gains on long-term investments	152,015			152,015
Other	21,403			21,403
Special events, net	23,326			23,326
Service fees	573,862			573,862
Net assets released from restrictions	8,451	(8,451)		
Total unrestricted revenues and net gains	4,641,613	(3,451)		4,638,162
Expenses:				
Program services	4,427,731			4,427,731
Management and general	495,809			495,809
Fundraising/membership acquisition	718,145			718,145
Total expenses	5,641,685			5,641,685
Change in net assets	(1,000,072)	(3,451)		(1,003,523
Net Assets at Beginning of Year	2,794,799	11,714		2,806,513
Net Assets at End of Year	\$ 1,794,727	\$ 8,263	\$	\$ 1,802,990

Consolidated Statement of Functional Expenses

For the Year Ended June 30, 2014

	Program Services	Management and General	Fundraising/ Membership Acquisition	Total
Salaries and wages	\$ 1,126,320	\$ 131,945	\$ 40,550	\$ 1,298,815
Employee benefits	93,636	10,427	8,259	112,322
Payroll taxes	93,304	10,950	3,360	107,614
	1,313,260	153,322	52,169	1,518,751
Accounting	7,442	17,919		25,361
Advertising	3,272	2,532	43	5,847
Alliance partnerships	201,417			201,417
Animal food	57,813			57,813
Bank charges	18,533	757	25,037	44,327
Computer services	7,209	729	192	8,130
Contracted services	994			994
Depreciation	131,019	8,009	1,063	140,091
Direct mail processing (caging)		62,059	5,394	67,453
Dues and subscriptions	225	500		725
Emergency animal care	5,971			5,971
Equipment rental and maintenance	18,439	2,356	885	21,680
Groundskeeping	4,552			4,552
Insurance	22,489	21,518	80	44,087
Interest	47,407	1,554	728	49,689
Internet connection	840			840
Legal	75	5,578		5,653
License and fees	1,589	773	146	2,508
Membership list	240,295	15,134	27,991	283,420
Miscellaneous	3,214	2,845	23	6,082
Office	4,057	7,875	450	12,382
Postage	654,991	128,241	285,573	1,068,805
Printing	5,575	2,056	224	7,855
(forwarded)	2,750,678	433,757	399,998	3,584,433

Consolidated Statement of Functional Expenses (continued)

For the Year Ended June 30, 2014

	Program	Management	Fundraising/ Membership	
	Services	and General	Acquisition	Total
(forwarded)	2,750,678	433,757	399,998	3,584,433
Production costs	681,074	42,271	240,424	963,769
Professional fundraising/				
public education	217,155	15,430	61,550	294,135
Real estate taxes	6,530	214	100	6,844
Registration fees		365	11,926	12,291
Shelter maintenance	10,814		150	10,964
Shelter supplies	51,621		19	51,640
Spay Today - contracted				
veterinary services	460,956			460,956
Telephone	13,832	881	881	15,594
Trash removal	4,996	102	48	5,146
Travel	4,495	464	233	5,192
Uniforms	418			418
Utilities	91,276	1,450	680	93,406
Vehicle	14,458	608		15,066
Veterinary medical supplies				
and services	118,112			118,112
Website	1,316	267	2,136	3,719
	\$ 4,427,731	\$ 495,809	\$ 718,145	\$ 5,641,685

Consolidated Statement of Cash Flows

For the Year Ended June 30, 2014

Cash Flows from Operating Activities		
Decrease in net assets	\$	(1,003,523)
Adjustments to reconcile decrease in net assets		
to net cash (used in) operating activities:		
Depreciation		140,091
Gain on investments		(152,015)
Proceeds from donated securities		(10,690)
Loss on sale of property and equipment		17,337
Changes in operating assets and liabilities:		
(Increase) in accounts receivable		(5,342)
(Increase) in prepaid expenses and other receivables		(107,087)
(Increase) in estate and bequests receivable		(81,687)
Decrease in inventory		536
Increase in accounts payable		380,311
(Decrease) in compensated absences		(5,909)
Increase in accrued salaries		2,257
(Decrease) in other current liabilities	_	(2,108)
Net cash (used in) operating activities		(827,829)
Cash Flows from Investing Activities		
Purchase of property and equipment		(105,174)
Proceeds from the sale of investments		695,471
Purchase of investments		(108,715)
Net cash provided by investing activities		481,582
Cash Flows from Financing Activities		
Proceeds from short-term debt, net		180,000
Principal payments on long-term debt	_	(46,581)
Net cash provided by financing activities	-	133,419
Net (decrease) in cash and cash equivalents		(212,828)
Cash and Cash Equivalents, beginning of year	_	373,088
Cash and Cash Equivalents, end of year	\$	160,260
Supplemental Disclosures of Cash Flow Information,		
cash payments for interest	\$	49,689

Notes to Consolidated Financial Statements

Note 1. Nature of Activities and Summary of Significant Accounting Policies

Nature of Activities

The National Humane Education Society (NHES) was founded in 1948 as a private, nonprofit organization with a central mission "to foster a sentiment of kindness to animals in children and adults." NHES achieves this mission through its programs that consist of national and international Humane Education and Advocacy Program activities; low-cost spay/neuter services through its Spay Today Program; comprehensive animal adoption services through The Briggs Animal Adoption Center located in Charles Town, West Virginia; lifelong sanctuary provided by its Affiliate, Peace Plantation Animal Sanctuary, New York, Inc., located in Walton, New York; and alliance partnership programs. In September 2014, the Peace Plantation Animal Sanctuary was closed and the majority of the animals were safely relocated to another animal sanctuary. The Peace Plantation Animal Sanctuary staff has continued to provide care for a small number of cats until their anticipated move to The Briggs Animal Adoption Center in November 2014 at which time all animals will have been safely relocated.

NHES was granted exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code on February 16, 1950, and incorporated in the District of Columbia. The NHES Affiliate, Peace Plantation Animal Sanctuary, New York, Inc. is exempt from federal income tax under NHES's umbrella exemption.

NHES is supported primarily through donor contributions, grants, foundations and trusts, estates and bequests, and mailing list rental income.

Basis of Accounting

The financial statements of NHES and its Affiliate have been prepared on the accrual basis of accounting and conform to accounting principles generally accepted in the United States of America and to the general practices of nonprofit organizations.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board (FASB) in its Accounting Standards Codification (ASC) Topic 958, Not-for-Profit Entities. Under FASB ASC Topic 958, 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.

Classification of Net Assets

Net assets are reduced by liabilities and are reported in the financial statements in three classes: unrestricted net assets, temporarily restricted net assets, or permanently restricted net assets, based on the absence or existence of donor-imposed restrictions.

Permanently restricted net assets generally result from assets donated for a specific purpose with a donor stipulation that the assets be preserved and not be sold, or from assets donated with donor stipulations that they be invested to provide a permanent source of income, e.g., endowment funds.

Temporarily restricted net assets are those assets donated for (a) support of particular operating activities, (b) temporary investment for a specified term, (c) use in a specified future period, or (d) acquisition and use of long-lived assets.

Unrestricted net assets generally result from receipt of unrestricted contributions, grants, revenues from providing services, producing and delivering goods, raising contributions, and performing administrative functions. The only limitations on the use of unrestricted net assets are the broad limits, resulting from the nature of the organization, the environment in which it operates, the purposes specified in the articles of incorporation or bylaws, limits from contractual agreements with suppliers and creditors, and self-imposed limits such as voluntary resolutions by the Trustees to designate a portion of its unrestricted net assets to function as an endowment.

Cash and Cash Equivalents

For purposes of reporting cash flows, NHES considers all cash on demand deposits, money market deposits, cash management accounts and certificates of deposit, with original maturities of three months or less or accessible on demand, to be cash equivalents. Except that cash held in brokerage accounts are recorded as investments.

Inventory

Inventory primarily consists of shirts and is stated at cost.

Investments

Investments are recorded at fair value, determined in accordance with the provisions of FASB ASC 820, Fair Value Measurements and Disclosures. FASB ASC 820 establishes a fair value hierarchal disclosure framework which prioritizes and ranks the level of market price observable inputs used in measuring investments at fair value.

The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 – Inputs based on quoted market prices for identical assets or liabilities in an active market. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Observable market inputs or unobservable inputs that are corroborated by market data. Price inputs are quoted prices for identical or similar financial instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value drivers are observable in active markets.

Level 3 – Pricing inputs are unobservable and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation. Due to the inherent uncertainty of these estimates, these values may differ from the values that would have been used had a ready market for these investments existed. Investments that are included in this category generally include private fund investment structures and limited interest.

Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets. Investment income and gains restricted by a donor are reported as increases in unrestricted net assets if the restrictions are met (either by the passage of time or by use) in the reporting period in which the income and gains are recognized.

Cash equivalents categorized as investments represent cash and money market mutual funds.

Property, Equipment and Depreciation

Property and equipment are stated at cost when purchased and at estimated fair market value when donated. Depreciation of property and equipment is computed principally on the straight-line method over the estimated useful lives of five to forty years. Maintenance and repairs of property and equipment are charged to operations, and major improvements are capitalized. Upon retirement, sale, or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts and gain or loss is included in operations. NHES has a capitalization policy and basically capitalizes all fixed-asset purchases over \$250.

Contributions

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a temporary restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. If the donor restriction is met in the year received, the contribution is recorded as unrestricted.

Gifts of land, buildings, and equipment are presented as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, NHES reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service (as the assets are used in the NHES's activities).

Fundraising

NHES is funded entirely by private contributions. NHES received no operating support from any governmental agency or program or any of the national fundraising organizations, such as the United Way General Funds. However, NHES does receive pass-through contributions from the United Way as designated by donors.

Under an existing contract, a professional fundraiser/public educator is an advisor/agent assisting in the fundraising activities and the production/distribution of educational material that NHES undertakes during the year.

Donated Investments, Materials and Services

Investments, materials and specialized services received as donations are recognized in the accompanying financial statements at their estimated fair market values at the date they were donated.

Advertising Costs

NHES follows the policy of charging the production costs of advertising to expense as they are incurred. Advertising expenses for the year ended June 30, 2014 was \$5,847.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, 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 could differ from those estimates.

Affiliate and Principles of Consolidation

On July 19, 1996, NHES established the nonstock, nonprofit corporation of Peace Plantation Animal Sanctuary, New York, Inc., to carry out NHES's operating of an animal sanctuary, located in Walton, New York. NHES funded this operation with direct contributions which amounted to \$412,478 for the fiscal year ended June 30, 2014.

The consolidated financial statements include the accounts of NHES and its Affiliate. Intercompany accounts and transactions are eliminated in the consolidation.

Note 2. Long-Term Debt

Notes Payable

The details of long-term debt as of June 30, 2014 are as follows:

Real estate mortgage note payable, \$7,276 per month, including interest at 4.125% until December 23, 2015 with a balloon payment of \$980,460 then due, collateralized by land and improvements.

\$ 1,044,392

Equipment loan payable to Kubota Credit Corporation, Inc., \$240 per month until April 24, 2018, 0% interest, collateralized by equipment.

11,017 1,055,409

Less current portion

47,579

\$ 1,007,830

Aggregate maturities required on long-term debt are as follows:

2015	\$ 47,57
2016	1,002,56
2017	2,87
2018	2,39
	\$ 1,055,40

Note 3. Revolving Line of Credit

NHES has an uncollateralized revolving line of credit in the amount of \$300,000. The line has a variable interest rate equal to the prime rate as published in The Wall Street Journal. The outstanding balance at June 30, 2014 was \$279,242.

Note 4. Functional Allocations of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities and in the statement of functional expenses. Accordingly, certain costs have been allocated between the program and supportive services.

Note 5. Investments

Investments are recorded at fair value. The aggregate cost and market value of investments for the year ended June 30, 2014 is as follows:

		Fair Market		Unrealized Gain (Loss)		
	Cost		Value			
Cash/money accounts	\$	27,812	\$	27,812	\$	
Corporate stocks		435,838		651,985		216,147
Corporate bonds		44,030		47,894		3,864
Municipal bonds		225,543		230,424		4,881
Limited partnerships		8,475		10,515		2,040
Mutual funds		114,747		111,011		(3,736)
	<u>\$</u>	856,445	\$	1,079,641	\$	223,196

The classification of investments by level within the valuation hierarchy as of June 30, 2014 is as follow:

	 Total	_	oted Prices Level 1)	Obse In	ificant ervable puts evel 2)	Unobs In	ificant servable puts vel 3)
Cash/money accounts	\$ 27,812	\$	27,812	\$		\$	
Corporate stocks	651,985		651,985				
Corporate bonds	47,894		47,894				
Municipal bonds	230,424		230,424				
Limited partnerships	10,515		10,515				
Mutual funds	 111,011		111,011				
	\$ 1 <u>,079,641</u>	<u>\$</u>	<u>1,079,641</u>	\$	<u></u>	\$	

There were no transfers of securities from Level 2 to Level 1 classification during the year ended June 30, 2014. Transfers between levels in the fair value hierarchy are recognized at the end of the reporting period.

Note 6. Concentration of Credit Risk

The Organization maintains its cash accounts in a number of difference financial institutions, which at times may exceed federally insured limits. The Organization has not experienced any losses on such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Note 7. Estates and Bequests

NHES is the beneficiary under various wills and trust agreements, the total realizable amount of which is not presently determinable. Such amounts were recognized in the financial statements when the right to receive was established and the amounts of proceeds were measurable. As of June 30, 2014, estates and bequests receivable that were determinable and measurable were \$234,407.

Note 8. Temporarily Restricted Net Assets

Temporarily restricted assets consist of the following:

Capital improvements (Peace Plantation)	\$ 2,325
Climbing structures/cat toys (Peace Plantation)	2,000
Pet Cemetery	853
Wing construction	2,500
Vet room flooring (Peace Plantation)	 585
	\$ 8,263

Note 9. Assets Released From Restrictions

Net assets during the year ended June 30, 2014 were released from donor restrictions by incurring expenses satisfying restricted purposes or by occurrence of other events specified by donors.

Pet cemetery	\$ 4,147
Heater (Peace Plantation)	2,192
Propane tank (Peace Plantation)	1,195
Lighting upgrade (Peace Plantation)	 917
	\$ 8,451

Note 10. Lease Agreements

NHES has a month-to-month residential lease between NHES, located in Charles Town, West Virginia, and an employee of Peace Plantation Animal Sanctuary, tenant for the lease of a portion of a building located in Walton, New York, which is shared by Peace Plantation Animal Sanctuary, Inc. and used for its business operations. The lease payment, payable in advance, is \$400 per month from July through April 2014 and \$200 per month from May through June 2014. This lease was terminated subsequent to year end.

On April 18, 2014, NHES entered into a two year lease agreement for the Thrift Store requiring monthly rental payments of \$2,000 beginning September 1, 2014.

Note 11. Thrift Store

Thrift store income and expenses consist of the following:

Merchandise Sales	\$ 55,604
Expenses	
Advertising	1,464
Bank charges	1,309
Casual labor	50
Miscellaneous	2,255
Office expense	182
Payroll taxes	3,398
Printing - graphics	127
Rent	18,000
Salaries and wages	32,427
Telephone	1,943
Trash removal	2,535
Utilities	3,877
Website	 69
Total expenses	 67,636
Net (loss)	\$ (12,032)

Note 12. Subsequent Events

The Organization has evaluated all subsequent events through October 27, 2014, the date the financial statements were available to be issued. The Organization has determined there are no subsequent events that require recognition or disclosure.

Supplementary Information Statement of Program Service Expenses

For the Year Ended June 30, 2014

	Briggs						
	Humane	Alliance	Animal	Peace	Member	Spay	
	Education	Partnerships	Adoption	Plantation	Services	Today	Total
Salaries and wages	\$ 115,121	\$ 17,639	\$ 653,338	\$ 221,274	\$ 45,082	\$ 73,866	\$ 1,126,320
Employee benefits	13,386	3,556	44,472	23,828	5,738	2,656	93,636
Payroll taxes	9,573	1,467	54,827	17,557	3,737	6,143	93,304
•	138,080	22,662	752,637	262,659	54,557	82,665	1,313,260
Accounting		,		7,442		,	7,442
Advertising	1,978		1,190			104	3,272
Alliance partnerships		201,417					201,417
Animal food		201,.17	35,020	22,749		44	57,813
Bank charges			1,047	5		17,481	18,533
Computer services	1,134		4,261	950	192	672	7,209
Contracted services			994				994
Depreciation	3,218		104,184	22,000	863	754	131,019
Dues and subscriptions	5,210		225				225
Emergency animal care			5,971				5,971
Equipment rental			3,771				3,771
and maintenance	885		9,435	5,464	885	1,770	18,439
Groundskeeping			4,385	167		1,770	4,552
Insurance	242		4,838	17,287	65	57	22,489
Interest	2,205		44,093	17,287	592	517	47,407
Internet connection	420		420		392	517	840
Legal	420		420	75			75
License and fees	18		1,526	45			1,589
Membership list	183,045		1,520		57,250		240,295
Miscellaneous	163,043		686	2,461	37,230	26	3,214
Office	132		2.934	2,401 899		92	4,057
	596,093		2,934 686	736	57,338	138	4,037 654,991
Postage	*				57,338	373	*
Printing	3,791		1,266	145			5,575
Production costs	612,883				68,191		681,074
Professional fundraising/	107.517				20.620		017.155
public education	187,517				29,638		217,155
Real estate taxes	304		6,074	1.050	81	71	6,530
Shelter maintenance			8,964	1,850			10,814
Shelter supplies	55		34,579	16,927		60	51,621
Spay Today - contracted						460.056	460.056
veterinary services						460,956	460,956
Telephone	881		3,577	5,960	881	2,533	13,832
Trash removal	145		2,900	1,878	39	34	4,996
Travel	3,389		209	884		13	4,495
Uniforms			418				418
Utilities	2,058		41,153	47,031	552	482	91,276
Vehicle			7,733	6,687		38	14,458
Veterinary medical supplies			(0.71)	57.206			110 112
and services			60,716	57,396			118,112
Website	180		766	190		180	1,316
	\$ 1,738,694	\$ 224,079	\$ 1,142,887	\$ 481,887	\$ 271,124	\$ 569,060	\$ 4,427,731