

# LIFTFUND, INC.

Combined Financial Statements  
Independent Auditor's Reports  
Single Audit Reports

December 31, 2014

WEST, DAVIS & COMPANY, LLP  
*Certified Public Accountants*  
Austin, Texas

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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors  
LiftFund, Inc.  
San Antonio, Texas

### Report on the Financial Statements

We have audited the accompanying combined financial statements of LiftFund, Inc. (a nonprofit organization) and subsidiaries, which comprise the combined statement of financial position as of December 31, 2014, and the related combined statements of activities, cash flows, and functional expenses for the year then ended, and the related notes to the combined financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these combined 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 combined 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 combined financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined 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 combined 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 combined financial statements referred to above present fairly, in all material respects, the financial position of LiftFund, Inc. and subsidiaries as of December 31, 2014, and the changes in their net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

## **Report on Summarized Comparative Information**

We have previously audited LiftFund, Inc.'s 2013 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated April 25, 2014. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2013 is consistent, in all material respects, with the audited financial statements from which it has been derived.

## **Other Matters**

Our audits were conducted for the purpose of forming an opinion on the combined financial statements of LiftFund, Inc. and subsidiaries taken as a whole. The accompanying schedule of expenditures of federal awards, as required by U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and the supplemental statement of financial position and supplemental statement of activities – ACCION Martin Holdings, Inc. are presented for purposes of additional analysis, and are not a required part of the basic 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.

## **Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated April 25, 2014, on our consideration of LiftFund, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering LiftFund, Inc.'s internal control over financial reporting and compliance.

*West, Davis & Company, LLP*

May 29, 2015

**LIFTFUND, INC.**  
**COMBINED STATEMENT OF FINANCIAL POSITION**  
**DECEMBER 31, 2014**

(WITH COMPARATIVE TOTALS FOR 2013)

<b>Assets</b>	2014	2013
Cash and cash equivalents	\$ 5,001,192	\$ 4,996,062
Cash, restricted	4,639,423	6,686,036
Receivables:		
Loans receivable, net of allowance for loan losses of \$2,768,434 in 2014 and \$2,757,618 in 2013	30,505,143	27,408,535
Participation in Citi portfolio, net of allowance for loan losses of \$2,186 in 2013	-	22,103
Grants and contributions receivable, net of allowance for cost refunds of \$141,993 in 2014 and \$241,993 in 2013	3,145,617	5,171,039
New Market Tax Credit loan receivable	4,454,220	4,454,220
Accrued interest receivable	225,952	182,642
Accrued late and NSF fees	31,176	22,688
Other	160,800	93,049
Prepaid expenses and other assets	507,633	436,791
Recovered asset inventory	80,684	80,684
Property and equipment, net of accumulated depreciation of \$2,136,547 in 2014 and \$1,954,430 in 2013	7,864,735	4,137,643
Total assets	\$ 56,616,575	\$ 53,691,492
<b>Liabilities and Net Assets</b>		
	2014	2013
Liabilities:		
Accounts payable	\$ 621,171	\$ 693,551
Accrued liabilities	1,035,776	574,308
Deferred revenue	38,392	25,016
Notes payable	37,982,874	35,737,943
Equity equivalents	3,143,895	3,087,146
Total liabilities	42,822,108	40,117,964
Commitments and contingencies		
Net assets:		
Unrestricted	8,380,452	7,332,738
Temporarily restricted	4,836,852	5,663,627
Permanently restricted	577,163	577,163
Total net assets	13,794,467	13,573,528
Total liabilities and net assets	\$ 56,616,575	\$ 53,691,492

The accompanying notes are an integral part of the financial statements.

**LIFTFUND, INC.**  
**COMBINED STATEMENT OF ACTIVITIES**  
**YEAR ENDED DECEMBER 31, 2014**  
(WITH COMPARATIVE TOTALS FOR 2013)

	2014			Total	2013
	Unrestricted	Temporarily restricted	Permanently restricted		
<b>Revenue and support:</b>					
Public support:					
Contributions	\$ 995,592	2,849,760	-	\$ 3,845,352	\$ 3,162,487
Governmental grants	3,128,949	-	-	3,128,949	3,332,419
Revenue:					
Interest	614	-	-	614	659
Loan interest and fees	5,846,535	-	-	5,846,535	4,707,155
Portfolio management services	271,055	-	-	271,055	268,216
SBA 504 income	1,184,423	-	-	1,184,423	1,051,700
Gain on sale of loans	76,617	-	-	76,617	2,686
Incubator - office space rental income	28,519	-	-	28,519	33,649
In-kind contributions	235,066	-	-	235,066	173,203
Miscellaneous revenue	39,759	-	-	39,759	12,783
Total public support and revenue	11,807,129	2,849,760	-	14,656,889	12,744,957
Net assets released from restrictions	3,676,535	(3,676,535)	-	-	-
<b>Total revenue and support</b>	<b>15,483,664</b>	<b>(826,775)</b>	<b>-</b>	<b>14,656,889</b>	<b>12,744,957</b>
<b>Expenses:</b>					
Program services - lending	12,607,026	-	-	12,607,026	10,541,330
Management and general	1,406,675	-	-	1,406,675	1,394,550
Fundraising	422,249	-	-	422,249	345,026
<b>Total expenses</b>	<b>14,435,950</b>	<b>-</b>	<b>-</b>	<b>14,435,950</b>	<b>12,280,906</b>
<b>Change in net assets</b>	<b>1,047,714</b>	<b>(826,775)</b>	<b>-</b>	<b>220,939</b>	<b>464,051</b>
Net assets at beginning of year	7,332,738	5,663,627	577,163	13,573,528	13,109,477
<b>Net assets at end of year</b>	<b>\$ 8,380,452</b>	<b>4,836,852</b>	<b>577,163</b>	<b>\$ 13,794,467</b>	<b>\$ 13,573,528</b>

The accompanying notes are an integral part of the financial statements.

**LIFTFUND, INC.**  
**COMBINED STATEMENT OF CASH FLOWS**  
**YEAR ENDED DECEMBER 31, 2014**  
(WITH COMPARATIVE TOTALS FOR 2013)

	2014	2013
<b>Cash flows from operating activities:</b>		
Change in net assets	\$ 220,939	\$ 464,051
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Provision for loan losses	1,560,898	1,083,474
Depreciation	182,117	214,325
(Increase) decrease in operating assets		
Participation in Citi portfolio	22,103	17,850
Grants receivable	2,025,422	(2,076,607)
New Market Tax Credit loan receivable	-	(4,454,220)
Accrued interest receivable	(43,310)	(14,494)
Accrued late and NSF fees	(8,488)	(5,819)
Other receivables	(67,751)	133,230
Prepaid expenses and other assets	(70,842)	(358,160)
Increase (decrease) in operating liabilities		
Accounts payable	(72,380)	226,962
Accrued liabilities	461,467	216,139
Capital Access Fund reserves	-	(6,703)
Deferred revenue	13,376	(30,103)
	<u>4,223,551</u>	<u>(4,590,075)</u>
<b>Cash flows from investing activities:</b>		
Disbursements under loan programs	(26,348,659)	(20,257,433)
Collections under loan programs	16,923,193	14,661,006
Proceeds from sale of loans	4,767,959	2,704,078
Purchase of property and equipment	(3,909,207)	(250,159)
	<u>(8,566,714)</u>	<u>(3,142,508)</u>
<b>Cash flows from financing activities:</b>		
Change in restricted cash	2,046,613	(5,493,487)
Proceeds from notes payable and equity equivalents	5,415,518	16,620,508
Repayments of notes payable and equity equivalents	(3,113,838)	(2,758,422)
	<u>4,348,293</u>	<u>8,368,599</u>
Net cash provided (used) by operating activities	<u>4,223,551</u>	<u>(4,590,075)</u>
Net cash provided by investing activities	<u>(8,566,714)</u>	<u>(3,142,508)</u>
Net cash provided by financing activities	<u>4,348,293</u>	<u>8,368,599</u>
Net increase (decrease) in cash	5,130	636,016
Cash at beginning of year	<u>4,996,062</u>	<u>4,360,046</u>
<b>Cash at end of year</b>	<u>\$ 5,001,192</u>	<u>\$ 4,996,062</u>
<b>Supplementary Disclosure of Cash Flow Information:</b>		
Cash paid during the year for interest	<u>\$ 745,158</u>	<u>\$ 718,453</u>
In-kind donations of fundraising costs, occupancy costs, and interest	<u>\$ 235,066</u>	<u>\$ 173,203</u>

The accompanying notes are an integral part of the financial statements.

**LIFTFUND, INC.**  
**COMBINED STATEMENT OF FUNCTIONAL EXPENSES**  
**YEAR ENDED DECEMBER 31, 2014**  
(WITH COMPARATIVE TOTALS FOR 2013)

	Program Services	Supporting Services		2014 Total	2013
		Management and General	Fundraising		
Personnel costs:					
Salaries and wages	\$ 5,021,576	757,932	250,470	\$ 6,029,978	\$ 5,089,843
Payroll taxes	422,038	63,700	21,051	506,789	432,434
Employee benefits	601,408	90,774	29,998	722,180	660,464
Total personnel costs	6,045,022	912,406	301,519	7,258,947	6,182,741
Advertising	385,205	7,194	1,565	393,964	204,917
Conferences and meetings	219,840	91,353	8,652	319,845	165,328
Consultants	409,027	18,346	59,090	486,463	706,562
Dues and subscriptions	89,883	75,124	2,067	167,074	140,700
Equipment rental and maintenance	398,287	43,482	1,200	442,969	405,835
Insurance	122,487	6,805	6,805	136,097	100,837
Interest	811,768	-	-	811,768	733,030
In-kind interest	231,264	-	-	231,264	158,421
Mileage and parking	40,424	2,578	10	43,012	37,913
Occupancy	311,957	17,331	17,331	346,619	298,881
In-kind occupancy	3,802	-	-	3,802	9,082
Office supplies	57,038	16,943	405	74,386	80,673
Portfolio expenses	488,992	-	-	488,992	234,404
Postage	65,188	4,738	570	70,496	68,906
Printing	18,204	1,011	1,011	20,226	34,015
Professional fees	297,685	75,835	-	373,520	543,033
Loan loss provision	1,560,898	-	-	1,560,898	1,083,474
Service charges and fees	99,911	3,241	-	103,152	75,740
Taxes	57,362	3,187	3,187	63,736	107,220
Telecommunications	404,054	13,218	547	417,819	380,623
Travel	146,135	45,606	642	192,383	223,016
Special programs	178,688	59,171	8,542	246,401	91,230
Total expenses before depreciation	12,443,121	1,397,569	413,143	14,253,833	12,066,581
Depreciation	163,905	9,106	9,106	182,117	214,325
Total expenses	\$ 12,607,026	1,406,675	422,249	\$ 14,435,950	\$ 12,280,906
Percent of total expenses	87.3%	9.8%	2.9%	100%	
		-	-	-	-

The accompanying notes are an integral part of the financial statements.

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

**Note 1 – The Organization and Summary of Significant Accounting Policies**

*Organization and Background*

LiftFund, Inc. (LiftFund)'s mission is to stimulate local economic growth and facilitate local efforts to combat poverty through providing credit and other support services to small enterprises that generally do not have access to commercial business credit. Through its loans and services, LiftFund, Inc., formerly known as ACCION Texas, Inc., helps micro entrepreneurs strengthen their businesses, stabilize and increase their incomes, create additional employment and contribute to the economic revitalization of their communities. LiftFund conducts special outreach efforts to reach disenfranchised, low income, and minority entrepreneurs and is an intermediary lender between commercial banks and micro-entrepreneurs.

On January 13, 2015, ACCION Texas, Inc. changed its name to LiftFund, Inc.

LiftFund is funded primarily by governmental grants, contributions from banks and foundations, and corporate and individual contributions. Representatives of these banks and other organizations often serve as members of the board of directors. LiftFund is a Texas non-profit corporation organized March 1994.

The significant accounting policies followed by LiftFund are described below to enhance the usefulness of the financial statements to the reader.

*Basis of Accounting*

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles and the principles of fund accounting. Fund accounting is the procedure by which resources for various purposes are classified for accounting purposes in accordance with activities and objectives specified by donors.

*Basis of Combination*

In 2008, LiftFund formed a wholly owned subsidiary named AT Microloans I LLC, a Texas limited liability company. In 2013, LiftFund formed a wholly owned subsidiary named ACCION Martin Holdings, Inc., a Texas corporation. The financial statements of LiftFund and its wholly owned subsidiaries, AT Microloans I LLC and ACCION Martin Holdings, Inc., are presented in the financial statements on a combined basis as both have common board members and management. Inter-organization transactions and balances have been eliminated for financial statement purposes.

*Basis of Presentation*

The accompanying financial statements have been prepared in conformity with the disclosure and display requirements of the Financial Accounting Standards Board (FASB) as set forth in its Auditing Standards Codification (ASC) 958, *Presentation of Financial Statements of Not-for-Profit Organizations*. Under these provisions, net assets and all balances and transactions are presented based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the organization and changes therein are classified and reported as follows:

Unrestricted net assets – Net assets not subject to donor-imposed stipulations

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that will be met either by actions of the organization and/or the passage of time. These balances represent the unexpended portion of externally restricted contributions and investment return to be used for specific programs or activities.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that they be maintained permanently by the organization.

Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as net assets released from restrictions.

Contributions, which include unconditional promises to give, are recognized as revenues in the period LiftFund is notified of the commitment. Conditional promises to give are not recognized until they become unconditional, that is when the conditions on which they depend are substantially met. Contributions of assets other than cash are recorded at their estimated fair value. All other support that is restricted by the donor is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a 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. Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized.

*Use of Estimates*

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

*Fair Value Measurements*

Investments are shown at their estimated fair value in accordance with FASB ASC 820, "Fair Value Measurements and Disclosures". Certain financial instruments are carried at cost on the balance sheet, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash and cash equivalents, interest and fees receivable, prepaid expenses, accounts payable, accrued expenses, and deferred revenue.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the organization believes its valuation methods are appropriate and consistent with other organizations, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

*Revenue Recognition*

LiftFund recognizes loan interest revenue over the term of the loan. Loan fees are earned when the loan transaction is finalized. Grants from governmental agencies which are conditional on the performance of specified program services or activities are recorded as revenue when the related expenses stipulated by the grants are incurred.

*Cash and Cash Equivalents*

For purposes of the financial statements, the organization considers all liquid investments having initial maturities of three months or less to be cash equivalents.

*Restricted Cash*

Restricted cash consists of cash accounts that are required to be maintained for a specific purpose or required by the grantor. Cash accounts restricted are the Individual Development Account Program account, the Goldman Sachs loan loss reserve account, the Small Business Administration Microloan Reserve accounts, the ACCION Martin Holdings, Inc. construction and expense reserve accounts, and other miscellaneous minor accounts.

*Grants and Contributions Receivable*

Grants receivable are stated at the amount management expects to collect from balances outstanding at year-end. Management evaluates the need for an allowance for doubtful accounts applicable to its grants receivable based on various factors, including an assessment of the credit worthiness of its donors, aging of the amount due and historical experience. Based on management's assessment of the credit history with clients having outstanding balances and current relationships with them, it has concluded that realization losses on grants receivable balances outstanding at year-end have been adequately provided for.

*Allowance for Loan Losses*

The adequacy of the allowance for loan losses is evaluated monthly by management and quarterly by the Board. Following current policy, the allowance reached 8.3% of outstanding portfolio as of December 31, 2014.

The allowance for loan losses is based on management's estimates of the creditworthiness of its borrowers, current economic conditions, and historical information. Ultimate losses, however, may vary materially from current estimates at December 31, 2014.

*Property and Equipment*

Property and equipment is valued at cost or estimated historical cost if actual historical cost is not available. Donated assets are valued at their estimated fair market value on the date donated. Expenses for repairs that materially extend the useful life of an asset are capitalized at cost. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

which range from 3 to 30 years. LiftFund capitalizes all purchases of property and equipment exceeding \$500.

*In-Kind Contributions*

Donated facilities and services are reflected in the accompanying financial statements at fair market value at the time of receipt. Donated facilities, which include office space at various locations where LiftFund operates, and interest on below-market interest rate notes payable, are recorded as an expense. Donated services are recognized if the services received create or enhance non-financial assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Other volunteer services that do not meet these criteria are not recognized in the financial statements.

*Income Taxes*

LiftFund is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. In addition, LiftFund qualifies for the charitable contribution deduction under IRC Section 170(b)(1)(A) and has been classified as an organization that is not a private foundation under IRC Section 509(a)(2). No provision for income taxes has been made in the accompanying financial statements, as there are no activities subject to unrelated business income tax.

On January 1, 2009, LiftFund adopted the provisions of Interpretation ("FIN") No. 48, "Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109" (ASC 740). ASC 740 prescribes a new threshold for determining when an income tax benefit can be recognized, which is a higher threshold than the one imposed for claiming deductions on income tax returns. The adoption of ASC 740 did not have any impact on LiftFund's financial statements.

LiftFund's tax returns are subject to possible examination by the taxing authorities until the expiration of the related statutes of limitations on those tax returns. In general, the returns have three year statute of limitations.

*Expenses*

The costs of providing various programs and other activities of the organization have been summarized on a functional basis by the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Costs by their natural classification are presented in the statement of functional expenses.

*Reclassifications*

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform with the presentation in the current year financial statements.

*Summarized Financial Information for 2013*

The financial information as of December 31, 2013 and for the year then ended is presented for comparative purposes and is not intended to be a complete financial statement presentation.

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

**Note 2 – Loans Receivable**

LiftFund offers loans to qualifying businesses. These loans are offered to startup or established businesses. Loans range from \$500 to \$250,000 with loan terms of 5 to 120 months. Borrowers must have sufficient collateral to cover loan amount. Individual and group loans carry a 5.5% to 18% annual interest rate, calculated on the declining balance of the loan. During 2014, LiftFund disbursed \$26,348,659 in new loans.

2,856 loans receivable were outstanding as of December 31, 2014 for a total balance receivable of \$33,273,577, less an allowance for loan losses of \$2,768,434.

The loan delinquency status at December 31, 2014 was as follows:

Current	\$31,920,258	95.9%
Past Due		
31-60 days	636,302	1.9%
61-90 days	184,147	0.6%
91-120 days	204,783	0.6%
Over 120 days	<u>328,087</u>	<u>1.0%</u>
Subtotal	<u>1,353,319</u>	<u>4.1%</u>
 Total LiftFund portfolio	 <u>\$33,273,577</u>	 <u>100%</u>

Loans are considered delinquent if past due over 31 days and delinquent loans over 180 days are charged off.

Changes in loans receivable during 2014 were as follows:

Balance, December 31, 2013	\$ 30,166,152
New Loans	26,348,659
Principal collected on loans	(16,636,747)
Sale of Loans	(4,767,959)
Loans written off	<u>(1,836,528)</u>
Balance, December 31, 2014	<u>\$ 33,273,577</u>

Changes in the allowance for loan losses during 2014 were as follows:

Balance, December 31, 2013	\$ 2,757,618
Loans written off	(1,836,528)
Loan loss accruals	1,560,898
Recoveries	<u>286,446</u>
Balance, December 31, 2014	<u>\$ 2,768,434</u>

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Non-performing loans fall into one of the following categories: (1) loans in Chapter 7 bankruptcy that are expecting a reaffirmation agreement, and (2) loans in the process of real estate foreclosure. There were no non-performing loans at December 31, 2014.

LiftFund assesses and monitors the credit quality of its loans receivable on an ongoing basis. The Organization uses several internal credit quality indicators, depending on the type of loan receivable and availability of reliable information for that asset type. All loans receivable are considered part of LiftFund's business loan portfolio; the Organization does not further disaggregate loans by segment or class.

The allowance for possible loan losses is established through a provision for possible loan losses charged to current operations. Management reviews LiftFund's three year loan receivable performance history at least quarterly. The provision for possible loan losses is determined based on evaluations of collectability and prior loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, specific problem loans and current and anticipated economic conditions that may affect the borrowers' ability to pay. The allowance for loan losses is set based on the greater of the amount determined from the three year loan receivable performance history or the amount required to be recognized under LiftFund's loan and grant agreement covenants.

Loans are charged against the allowance for possible loan losses when management believes that the collectability of the principal is unlikely. Recoveries of loans previously charged off are credited to the allowance for possible loan losses.

As a matter of practice, on a continuing basis, the company assesses its loans receivable portfolio, using its internal credit quality indicators. All loans receivable have been assessed and monitored through December 31, 2014.

LiftFund is exposed to several risk factors related to its loans receivable:

- Interest rate risk associated with a large portion of commercial loans with fixed interest rates.
- Risk of a deteriorating economic climate and its impact on the Organization's collection of loans.
- Economic, industry, and geographic risks associated with secured loans to small businesses primarily in Texas.

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

**Note 3 – Property and Equipment**

Property and equipment consists of the following at December 31:

	2014	2013
Land	\$ 1,084,426	\$ 1,084,426
Buildings	7,128,298	3,516,460
Equipment	667,125	666,142
Software	942,341	645,953
Vehicles	179,092	179,092
Total cost	10,001,282	6,092,073
Less accumulated depreciation	(2,136,547)	(1,954,430)
Net property and equipment	\$ 7,864,735	\$ 4,137,643

Depreciation expense was \$182,117 for the year ended December 31, 2014.

**Note 4 – Notes Payable**

Notes payable consist of the following:

Lender	Interest Rate	Maturity Date	Balance 12/31/2014	Collateral
ACCION International	3.00%	03/05/15	1,000,000	* 1,000,000
Adorers of the Blood of Christ	2.00%	10/08/19	50,000	-
Adriana H Biggs	2.00%	06/25/15	17,500	-
Aissatou Sidime-Blanton	2.00%	05/23/15	2,000	-
Amegy Bank	3.75%	07/06/15	398,450	-
Anna-Brooke Gutzler	2.00%	01/10/15	4,859	-
Annie E. Casey Foundation	3.00%	06/30/19	1,000,000	-
Bank of America	3.00%	01/06/17	800,000	-
BBVA Compass Bank	5.85%	08/03/15	24,136	-
BBVA Compass Bank	2.00%	12/31/15	150,000	-
Bianca Maldonado	0.00%	10/17/16	2,000	-
Bradley Lehman	1.00%	12/31/15	2,000	-
Broadway National Bank	4.00%	10/21/15	625,000	-
Broadway National Bank	3.25%	10/01/15	75,000	-
Cadence Bank N.A.	3.00%	02/05/15	408,792	-
Calvert Foundation	4.50%	06/27/16	2,000,000	-
Capital One Bank, N.A.	1.00%	10/01/16	302,070	-
Capital One Bank, N.A.	0.00%	05/31/17	500,000	-
Capital One Bank, N.A.	3.50%	12/18/18	3,500,000	***
Carla Marshall & Lawrence Doxsey	2.00%	11/08/15	109,305	-

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Lender	Interest Rate	Maturity Date	Balance 12/31/2014	Collateral
Carla Marshall & Lawrence Doxsey	2.00%	03/04/15	25,500	-
Carla Marshall & Lawrence Doxsey	2.00%	04/16/15	15,300	-
Carmen Barraza Casas	3.00%	03/27/16	25,000	-
Carmen Barraza Casas	2.00%	10/11/17	25,000	-
Central Bank	3.25%	04/19/18	170,799	-
Charles A Gonzalez	0.00%	01/28/15	1,000	-
Christus Health	1.00%	10/30/15	400,000	-
Comerica Bank	3.25%	02/01/19	40,533	-
Communities at Work Fund	4.30%	09/09/15	500,000	-
Creed, Inc	2.00%	02/22/15	5,000	-
Crockett National Bank	0.00%	12/13/17	200,000	-
Daniel Lopez & Gina Amatangelo	0.00%	12/28/16	6,000	-
David Blair	2.00%	10/16/15	10,000	-
DC-5 Group, LLC	2.00%	01/13/19	20,000	-
Debra Salge	2.00%	02/22/15	1,000	-
Donna M. Anderson	2.00%	12/19/16	30,000	-
Dr. Charles Conlon	2.00%	01/01/15	25,000	-
Dr. Harry Shafer	2.00%	01/01/15	2,000	-
Dr. William Elizondo	2.00%	10/10/15	1,000	-
East West Bank	3.00%	08/01/15	250,000	-
Edward & Luz Elena Solis Day	2.00%	10/01/15	3,000	-
Edward & Luz Elena Solis Day	2.00%	11/01/15	10,000	-
Eliot Lee	2.00%	01/01/15	1,000	-
Embrey Family Foundation	2.00%	12/31/15	50,000	-
Everence Community Investments	4.50%	10/12/16	200,000	-
Farm Bureau Bank FSB	3.25%	06/30/14	150,000	-
First Citizens Bank	3.25%	02/15/15	50,000	-
First Community Bank N.A.	2.50%	10/04/16	100,000	-
Frost National Bank	4.00%	04/15/19	250,000	-
Goldman Sachs	3.75%	04/03/19	4,820,959	* 4,820,959
Green Bank N.A.	4.00%	05/27/17	209,061	-
Heartspring Methodist Foundation	2.00%	06/01/16	400,000	-
Honorable George H. Godwin	1.00%	11/04/15	10,000	-
Honorable Laura Parker	2.00%	10/16/15	50,000	-
Hope Federal Credit Union	3.25%	12/19/15	1,000,000	* 1,500,000
Immaculate Heart of Mary Church	2.00%	06/01/16	123,618	-
International Bank of Commerce	2.00%	12/01/16	20,000	-
James and Judy Adams	0.00%	05/14/15	10,000	-
JP Morgan Chase	5.00%	03/31/15	24,556	-
JP Morgan Chase	4.00%	12/31/15	52,799	-

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Lender	Interest Rate	Maturity Date	Balance 12/31/2014	Collateral
JP Morgan Chase	4.00%	12/31/15	211,190	-
KIVA	0.00%		603,145	-
Lucy Billingsley	2.00%	03/10/15	100,000	-
M Elizabeth Blissman	2.00%	01/21/15	4,000	-
Mareli Demarchi Flores	2.00%	05/14/19	50,000	-
Maria Antonieta Berriozabal	2.00%	04/24/15	51,854	-
Martha Pattillo Siv	2.00%	05/23/17	1,000	-
Mary Esther Escobedo	2.00%	04/11/17	5,000	-
Mary T. Green	2.00%	01/26/15	1,000	-
Mercantil Commercebank	3.25%	07/09/15	250,000	-
MidSouth Bank	2.00%	11/06/16	415,000	-
Nazareth Literary & Benevolent	1.00%	05/18/15	50,000	-
Norma Gonzales	2.00%	10/28/16	1,000	-
Opportunity Finance Network	4.00%	12/31/16	400,000	-
Opportunity Finance Network	3.00%	01/31/18	2,500,000	-
PeopleFund	5.00%	02/15/15	500,000	-
PeopleFund	1.02%	12/01/43	4,454,220	**
PeopleFund	1.02%	12/01/43	1,523,780	**
Pete and Andrea Sitterle	2.00%	12/18/16	25,000	-
Philip Gates	3.00%	10/01/19	30,918	-
Red River Bank	3.00%	07/30/16	50,040	-
Redman Foundation	2.00%	11/18/16	10,000	-
Residential Energy Assistance	3.00%	05/31/15	450,000	-
Residential Energy Assistance	3.00%	05/31/15	100,000	-
Residential Energy Assistance	3.00%	05/31/15	250,000	-
Robert Boehlert	2.00%	08/28/15	100,333	-
Rose Mary Fry	2.00%	08/01/15	1,000	-
Roy Thoppil-Joseph	2.00%	03/14/18	10,000	-
Small Business Administration	0.38%	12/09/21	583,333	* 670,833
Small Business Administration	0.38%	12/09/21	583,333	* 670,833
Small Business Administration	4.63%	07/31/17	232,235	* 267,070
Shari K. Gore	0.00%	12/19/16	5,000	-
Sheila Beissel	2.00%	03/10/15	15,000	-
Sisters of Charity Incarnate Word	2.00%	08/23/16	200,000	-
Sisters of Saint Dominic	3.00%	01/15/16	100,000	-
Sisters of Saint Dominic	2.00%	11/11/15	50,000	-
Sisters of the Incarnate Word	3.00%	02/24/15	300,000	-
Sisters of the Incarnate Word	1.38%	05/23/18	355,587	-
Sustainable Communities Fund	3.00%	07/11/15	43,709	-

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Lender	Interest Rate	Maturity Date	Balance 12/31/2014	Collateral
Sustainable Communities Fund	3.00%	07/11/15	27,318	-
Sylvia and Arthur C. Reyna Jr.	2.00%	10/28/15	1,000	-
The Bank of San Antonio	2.00%	12/31/19	500,000	-
The Basilian Fathers of Toronto	3.00%	04/01/15	100,000	-
The Society of the Divine Word	2.00%	03/22/15	50,000	-
Tides Foundation	0.00%	03/02/15	100,000	-
Tolleson Private Bank	3.00%	06/01/15	50,000	-
U.S. Treasury CDFI Fund	0.00%	06/30/19	200,000	-
U.S. Treasury CDFI Fund	2.12%	01/17/16	1,000,000	-
U.S. Treasury CDFI Fund	0.62%	06/17/15	750,000	-
USDA	1.00%	04/07/34	318,642	* 318,642
Valerie L. Wenger	2.00%	06/14/15	10,000	-
			<u>37,982,874</u>	

\* Collateralized by loans receivable

\*\* Collateralized by Martin Street property

\*\*\* Collateralized by Poplar Street property & capital campaign pledges & grants receivable

Scheduled principal payments of notes payable are as follows:

Years Ending December 31,	
2015	\$ 8,880,601
2016	5,412,727
2017	1,972,296
2018	7,139,530
2019	6,962,410
Thereafter	7,615,310
	<u>\$ 37,982,874</u>

**Note 5 – Equity Equivalents**

An equity equivalent is an unsecured general obligation. It is fully subordinated to the right of repayment of all other creditors. The obligation has a rolling term and therefore, an indeterminate maturity. Payment of interest is required quarterly and semi-annually. Interest payments are current at December 31, 2014.

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Equity equivalents consist of the following loans:

<u>Lender</u>	<u>Interest Rate</u>	<u>Balance 12/31/2014</u>
BBVA Compass Bank	2.00%	\$ 100,000
BBVA Compass Bank	2.00%	500,000
BBVA Compass Bank	4.50%	141,395
Raza Development Fund	1.00%	100,000
Raza Development Fund	2.00%	200,000
The Bank of San Antonio	2.00%	250,000
Wells Fargo Bank	3.00%	200,000
Wells Fargo Bank	3.00%	250,000
Wells Fargo Bank	2.00%	1,402,500
Total		<u>\$ 3,143,895</u>

**Note 6 – Restrictions on Net Assets**

Temporarily restricted net assets at December 31, 2014 are available for the following purposes:

For subsequent years' activities:

Construction	\$ 2,198,620
Loan programs	1,433,547
Subtotal	<u>3,632,167</u>

For required reserves:

Small Business Administration	668,685
Goldman Sachs Bank	480,000
Loan programs	56,000
Subtotal	<u>1,204,685</u>
Total temporarily restricted net assets	<u>\$ 4,836,852</u>

The net assets for all programs are restricted to use as defined by the grantor.

Net assets were released from donor restrictions by incurring expenses satisfying the purpose or time restrictions specified by the donors during 2014 as follows:

Construction	\$ 584,037
Loan programs/operating expenses	3,088,592
Loan program reserves	3,906
Total net assets released from restrictions	<u>\$ 3,676,535</u>

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

Permanently restricted net assets of \$577,163 at December 31, 2014 and 2013 consist of various contributions received from banks and individuals restricted in perpetuity for loans to micro enterprises.

**Note 7 – Retirement Plan**

LiftFund has a defined contribution 401(k) plan covering all employees with at least three months and 390 hours of service. Employees are automatically enrolled to contribute 3% of the employee's salary unless they select a different amount or sign a waiver within 90 days of their enrollment date. Under the plan, LiftFund matches 100% of the employee's contributions up to 3% of the employee's salary, plus 50% of the employee's contributions up to the next 2% of the employee's salary. Total retirement plan expense charged to operations was \$148,328 in 2014.

**Note 8 – Operating Leases Commitments**

LiftFund leases office space under noncancelable operating leases expiring through April of 2018. LiftFund leases copiers and computer equipment under operating leases expiring through November of 2018. Lease expense charged to operations for the year ended December 31, 2014 was \$648,618.

Future minimum lease payments under the operating leases in excess of one year as of December 31, 2014 are as follows:

Years Ending December 31,	
2015	\$ 188,708
2016	153,150
2017	82,973
2018	9,365
2019	-
	\$ 434,196

**Note 9 – Loan Sale Agreements**

LiftFund has entered into agreements with various banks for the sale of loans originated by LiftFund. LiftFund services the loans sold to these banks under the agreement terms. Loans totaling \$4,767,959 were sold during 2014 at a gain of \$76,617.

**Note 10 – New Market Tax Credit Agreement**

In 2013, LiftFund received a loan in the amount of \$3,500,000 from Capital One, N.A. for LiftFund to construct its new headquarters on Martin Street in San Antonio, Texas. The loan is secured by LiftFund's land and buildings on Poplar Street and by a lien on LiftFund's capital campaign pledges and grants receivable. The loan bears interest at 3.5% and requires monthly interest only payments through February 15, 2015, and thereafter requires monthly payments of accrued interest plus

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

\$19,444 in principal through December of 2018, the loan's maturity date. Capital One requires that any collections of the capital campaign pledges and grants by LiftFund be placed into a collateralized bank account and applied to the loan balance on a quarterly basis.

In 2013, LiftFund and ACCION Martin Holdings, Inc. (AMHI), as a qualified active low-income community business (QALICB), entered into a series of agreements with COCRF Investor 21, LLC, as investor and PeopleFund, as sponsor, to finance the construction of LiftFund's Martin Street headquarters under an arrangement qualifying as a New Market Tax Credit (NMT) investment. As of December 31, 2013, LiftFund had contributed cash in the amount of \$4,454,220 to COCRF Investor 21, LLC evidenced by a promissory note. The promissory note payable to LiftFund has a fixed interest rate of 1% per annum and obligates COCRF Investor 21, LLC to make interest-only payments on a quarterly basis through January 2021 and thereafter quarterly payments of principal and interest through July of 2038, the loan's maturity date. COCRF Investor 21, LLC then provided the contributed cash along with an equity investment contribution to PeopleFund, as sponsor, who in turn provided two (2) loans to AMHI. The loans, totaling \$5,978,000 are payable by AMHI to PeopleFund and are secured by a second lien on the Martin Street property and the new headquarters building under construction. These loans have an interest rate of 1.02% and are payable in interest only installments quarterly through January of 2021 and in principal and interest installments quarterly through July of 2038, the loan's maturity date. The United States Economic Development Administration holds a first lien on the Martin Street property and improvements pursuant to a grant of \$1,315,000 dated April 8, 2011.

**Note 11 – Concentrations of Credit Risk**

LiftFund provides financing to small businesses in Texas, Alabama, Arkansas, Kentucky, Louisiana, Mississippi, Missouri, and Tennessee. The organization has been in business since 1994. Financial instruments that potentially subject the organization to concentrations of credit risk consist of cash and equivalents, notes payable, and revenue from government grants and contracts. LiftFund maintains cash accounts in various financial institutions. Balances are insured up to \$250,000. At December 31, 2014 the cash balances in excess of FDIC limits approximated \$7,218,162.

At December 31, 2014, LiftFund was scheduled to make \$8,880,601 in principal repayments on its outstanding notes payable during 2015. Based on its experience with lenders renewing their loans to LiftFund, the Organization believes that it is maintaining cash balances sufficient to cover all notes payable amounts due in 2015.

LiftFund receives substantial funding through grants and contracts with governmental agencies. Concentrations of credit risk with respect to grants and contracts receivable are reduced due to the limited amount of credit risk exposure from government grants and contracts.

**Note 12 – Commitments and Contingencies**

LiftFund's grant and contract programs are subject to inspection and audit by the appropriate governmental funding agencies. The purpose is to determine whether program funds were used in accordance with their respective guidelines and regulations. The potential exists for disallowance of previously funded program costs. The ultimate liability, if any, which may result from these governmental audits cannot be reasonably estimated and, accordingly, LiftFund has no provision for the possible disallowance of program costs included in its financial statements.

**LIFTFUND, INC.**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

**Note 13 – Evaluation of Subsequent Events**

LiftFund adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 165, "Subsequent Events" (ASC 855), as of January 1, 2009. ASC 855 established new accounting and disclosure requirements for subsequent events. Management has evaluated subsequent events through May 29, 2015, the date on which the financial statements were available to be issued.

## **SUPPLEMENTARY INFORMATION**

**LIFTFUND, INC.**  
**SUPPLEMENTAL STATEMENT OF FINANCIAL POSITION**  
**ACCION Martin Holdings, Inc.**  
**DECEMBER 31, 2014**  
(WITH COMPARATIVE TOTALS FOR 2013)

	<u>2014</u>	<u>2013</u>
<b>Assets:</b>		
Cash, restricted	\$ 2,272,512	\$ 5,390,156
Construction in progress	4,901,312	1,263,723
Deferred loan costs	<u>325,839</u>	<u>321,840</u>
<b>Total assets</b>	<u><u>7,499,663</u></u>	<u><u>6,975,719</u></u>
<b>Liabilities:</b>		
Accrued liabilities	356,117	-
Notes payable	<u>5,978,000</u>	<u>5,978,000</u>
Total liabilities	<u>6,334,117</u>	<u>5,978,000</u>
<b>Net assets:</b>		
Temporarily restricted	<u>1,165,546</u>	<u>997,719</u>
Total net assets	<u>1,165,546</u>	<u>997,719</u>
<b>Total liabilities and net assets</b>	<u><u>\$ 7,499,663</u></u>	<u><u>\$ 6,975,719</u></u>

**LIFTFUND, INC.**  
**SUPPLEMENTAL STATEMENT OF ACTIVITIES**  
**ACCION Martin Holdings, Inc.**  
**YEAR ENDED DECEMBER 31, 2014**  
(WITH COMPARATIVE TOTALS FOR 2013)

	<u>2014</u>	<u>2013</u>
<b>Revenue and support:</b>		
In-kind contributions - property	<u>\$ 179,119</u>	<u>\$ 1,002,125</u>
<b>Total revenue and support</b>	<u>179,119</u>	<u>1,002,125</u>
<b>Expenses:</b>		
Loan costs	11,236	-
Asset management fee expenses	-	4,406
Office expenses	<u>56</u>	<u>-</u>
<b>Total expenses</b>	<u>11,292</u>	<u>4,406</u>
<b>Change in net assets</b>	167,827	997,719
Net assets at beginning of year	<u>997,719</u>	<u>-</u>
<b>Net assets at end of year</b>	<u><u>\$ 1,165,546</u></u>	<u><u>\$ 997,719</u></u>

**REPORTS REQUIRED BY *GOVERNMENT AUDITING STANDARDS*  
AND OMB CIRCULAR A-133**

# WEST, DAVIS & COMPANY, LLP

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## **INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS**

To the Board of Directors  
LiftFund, Inc.  
San Antonio, Texas

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the combined financial statements of LiftFund, Inc. (LiftFund) and subsidiaries, which comprise the combined statement of financial position as of December 31, 2014, and the related combined statements of activities, cash flows, and functional expenses for the year then ended, and the related notes to the combined financial statements, and have issued our report thereon dated May 29, 2015.

### **Internal Control over Financial Reporting**

In planning and performing our audit of the combined financial statements, we considered LiftFund, Inc.'s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of LiftFund's internal control. Accordingly, we do not express an opinion on the effectiveness of LiftFund's internal control.

*A deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

## **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether LiftFund, Inc.'s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

## **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*West, Davis & Company, LLP*

May 29, 2015

# WEST, DAVIS & COMPANY, LLP

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## **INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY OMB CIRCULAR A-133**

To the Board of Directors  
LiftFund, Inc.  
San Antonio, Texas

### **Report on Compliance for Each Major Federal Program**

We have audited LiftFund, Inc.'s (LiftFund) compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of LiftFund's major federal programs for the year ended December 31, 2014. LiftFund's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

### **Management's Responsibility**

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on compliance for each of LiftFund, Inc.'s major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about LiftFund's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of LiftFund, Inc.'s compliance.

## Opinion on Each Major Federal Program

In our opinion, LiftFund, Inc. complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2014.

## Report on Internal Control Over Compliance

Management of LiftFund, Inc. is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered LiftFund's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of LiftFund's internal control over compliance.

*A deficiency in internal control over compliance* exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

*West, Davis & Company, LLP*

May 29, 2015

**LIFTFUND, INC.**  
**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS**  
**YEAR ENDED DECEMBER 31, 2014**

<u>Federal Grantor/Pass-through Grantor/ Program or Cluster Title</u>	<u>Federal CFDA Number</u>	<u>Grantor/ Pass-through Identifying Number</u>	<u>Program or Award Amount</u>	<u>Federal Expenditures</u>
U.S. Small Business Administration				
Women's Business Ownership Assistance	59.043	SBA HQ 06 W 0007	\$ 125,520	\$ 62,132
Women's Business Ownership Assistance	59.043	SBA HQ-11-W-0014	117,569	44,899
Microloan Demonstration Program - Grant	59.046	SBA HQ 11 Y 0037	502,035	268,887
Microloan Demonstration Program - Grant	59.046	SBA HQ-13-Y-0032	557,844	185,133
Microloan Program - Loans	59.046	489-163-4204	750,000	47,016
Microloan Program - Loans	59.046	545-380-4201	750,000	71,535
Microloan Program - Loans	59.046	482-773-5005	750,000	400,948
Microloan Program - Loans	59.046	482-772-5002	750,000	516,901
Total U.S. Small Business Administration				<u>1,597,451</u>
U.S. Department of Agriculture				
Intermediary Relending Program	10.767		750,000	<u>29,975</u>
U.S. Department of Commerce				
Financial Assistance Award CD-450	11.307	EDA 08-01-04656	1,315,000	<u>566,733</u>
Total Expenditures of Federal Awards				<u>\$ 2,194,159</u>

See accompanying notes to schedule of expenditures of federal awards.

**LIFTFUND, INC.**  
**NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS**  
**YEAR ENDED DECEMBER 31, 2014**

**1. Basis of Presentation**

The accompanying schedule of federal awards includes the federal grant activity of LiftFund and is presented on the accrual basis of accounting. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of the financial statements.

**2. Loans Outstanding**

LiftFund had the following loan balances outstanding at December 31, 2014. Amounts of new loans made are included in the following loan balances outstanding and are also included in the expenditures presented in the schedule.

<u>Program</u>	<u>Federal CFDA Number</u>	<u>New Loans</u>	<u>Amount Outstanding</u>
CDFI - Microloan Support Program	21.020	\$ -	\$ 1,200,000
Small Business Administration Microloan Demonstration Program	59.046	-	1,398,901
Department of Agriculture	10.767	-	318,642

**LIFTFUND, INC.**  
**SCHEDULE OF FINDINGS AND QUESTIONED COSTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

**Section 1 - Summary of Auditors' Results**

***Financial Statements***

Type of auditors' report issued - **Unqualified**

Internal control over financial reporting:

- Material weakness(es) identified:  Yes  No
- Significant deficiency(ies) identified that are not considered to be material weaknesses?  Yes  None reported
- Noncompliance material to financial statements noted?  Yes  No

***Federal Awards***

Internal control over major programs:

- Material weakness(es) identified:  Yes  No
- Significant deficiency(ies) identified that are not considered to be material weaknesses?  Yes  None reported

Type of auditor's report issued on compliance for major programs - **Unqualified**

Any audit findings disclosed that are required to be reported in accordance with Section 510(a) of OMB Circular A-133?  Yes  No

***Identification of Major Programs***

- **59.046 - Small Business Administration Microloan Program**
  1. Dollar threshold used to distinguish between Type A and Type B programs - **\$300,000.**
  2. Is the auditee qualified as a low-risk auditee under Section 530 of OMB Circular A - **Yes**

**Section 2 - Financial Statement Findings**

**None**

**Section 3 - Federal Award Findings and Questioned Costs**

**None**

**Section 4 - Prior Year Audit Findings**

**None**