

Financial Statements

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

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KPMG LLP Suite 1200 150 Fayetteville Street Raleigh, NC 27601

Independent Auditors' Report

The Board of Directors American Kennel Club Canine Health Foundation, Inc:

We have audited the accompanying statements of financial position of the American Kennel Club Canine Health Foundation, Inc. (the Foundation) as of December 31, 2010 and 2009, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.



March 28, 2011

Statements of Financial Position December 31, 2010 and 2009

Assets	_	2010	2009
Cash and cash equivalents	\$	3,394,107	3,246,177
Investments (note 2)		7,072,450	5,828,494
Contributions receivable		68,274	79,504
Other receivables		2,409	3,504
Prepaid expenses		18,109	19,229
Furniture, fixtures and equipment, net of accumulated depreciation of			
\$177,926 and \$143,088 at December 31, 2010 and 2009, respectively	_	49,770	83,057
Total assets	\$	10,605,119	9,259,965
Liabilities and Net Assets			
Liabilities:			
Accounts payable and accrued expenses	\$	119,877	162,845
Grants payable (note 3)	_	2,840,266	3,122,299
Total liabilities	_	2,960,143	3,285,144
Net assets (deficit) (note 5):			
Unrestricted		1,110,122	(288,658)
Temporarily restricted		3,534,446	3,363,071
Permanently restricted		3,000,408	2,900,408
Total net assets	_	7,644,976	5,974,821
Total liabilities and net assets	\$_	10,605,119	9,259,965

Statement of Activities

Year ended December 31, 2010

2010 Temporarily Permanently Unrestricted restricted restricted Total Revenues and other support: Contributions \$ 625,404 955,271 100,000 1,680,675 Contributions - American Kennel Club, Inc. 500,000 (note 7) 500,000 Contributions - Nestle Purina and Pfizer Animal Health (note 8) 1,050,000 261,945 1,311,945 Interest and dividend income 22,162 36,275 58,437 Net unrealized and realized investment gains 77,446 604,582 527,136 Corporate sponsored events and conferences 139,570 139,570 In-kind donations (note 7) 165,053 165,053 Miscellaneous income 43,465 43,465 Net assets released from restrictions (note 6): Satisfaction of program restrictions 2,109,252 (2,109,252)Total revenues and other support 4,232,352 171,375 100,000 4,503,727 Expenses (note 7): Canine research and education 2,105,680 2,105,680 Fundraising 380,472 380,472 General and administrative 347,420 347,420 Total expenses 2,833,572 2,833,572 171,375 Increase in net assets 1,398,780 100,000 1,670,155 Net assets (deficit) - beginning of year 5,974,821 (288,658)3,363,071 2,900,408

1,110,122

3,534,446

3,000,408

7,644,976

See accompanying notes to financial statements.

Net assets - end of year

Statement of Activities

Year ended December 31, 2009

2009 Temporarily Permanently Unrestricted restricted restricted Total Revenues and other support: Contributions \$ 339,722 807,639 1,147,361 Contributions - American Kennel Club, Inc. (note 7) 1,000,000 1,000,000 Contributions - Nestle Purina and Pfizer Animal Health (note 8) 767,548 298,285 1,065,833 Interest and dividend income 8,468 26,523 34,991 Net unrealized and realized investment gains 843,595 378,699 464,896 Corporate sponsored events and conferences 261,511 261,511 In-kind donations (notes 7 and 9) 155,637 155,637 Miscellaneous income 68,429 68,429 Net assets released from restrictions (note 6): Satisfaction of program restrictions 2,365,050 (2,365,050)Total revenues and other support 4,345,064 232,293 4,577,357 Expenses (notes 7 and 9): Canine research and education 2,114,775 2,114,775 Fundraising 435,450 435,450 General and administrative 361,034 361,034 Total expenses 2,911,259 2,911,259 Increase in net assets 1,433,805 232,293 1,666,098 Net assets (deficit) - beginning of year (1,722,463)3,130,778 2,900,408 4,308,723 Net assets (deficit) - end of year (288,658)3,363,071 2,900,408 5,974,821

Statement of Functional Expenses

Year ended December 31, 2010

2010 General and Total Canine research and education **Fundraising** administrative expenses Grants \$ 1,527,349 1,527,349 Payroll and related expenses 161,992 150,430 632,696 320,274 46,211 11,068 64,769 122,048 Professional fees 2,492 34,405 Travel 23,440 8,473 43,312 925 6,057 50,294 Educational programs Conferences, events, and meetings 94,134 107,468 6,463 6,871 55,862 Printing and publications 5,975 16,216 33,671 2,019 Telephone 3,423 2,198 7,640 5,841 Postage and shipping 1,385 10,881 3,655 Supplies 365 2,519 2,884 Marketing and advertising 11,612 14,107 25,753 34 Dues and subscriptions 815 600 620 2,035 Training and education 1,431 5,757 750 7,938 Computer maintenance 12,152 3,096 5,801 21,049 1.700 Insurance 4,250 2,550 8,500 34,838 34,838 Depreciation In-kind donations (note 7): 33,011 165,053 Office space and services 82,526 49,516 Interest and bank fees 5,235 6,670 11,905 Miscellaneous 4,974 4,974 2,105,680 347,420 2,833,572 Total 380,472

Statement of Functional Expenses

Year ended December 31, 2009

	2009				
	_	Canine research and education	Fundraising	General and administrative	Total expenses
Grants	\$	1,419,853	_	_	1,419,853
Payroll and related expenses		268,731	177,479	171,601	617,811
Professional fees		45,769	23,510	74,838	144,117
Travel		15,574	11,394	1,331	28,299
Educational programs		173,256	2,302	4,790	180,348
Conferences, events, and meetings		42,047	101,918	6,618	150,583
Printing and publications		10,805	29,723	10,437	50,965
Telephone		3,411	2,093	1,780	7,284
Postage and shipping		6,416	6,443	1,052	13,911
Supplies		691	242	5,289	6,222
Marketing and advertising		17,533	29,080	665	47,278
Dues and subscriptions		97	600	225	922
Training and education		2,634	912	1,158	4,704
Computer maintenance		8,799	3,245	1,657	13,701
Insurance		4,958	4,241	1,337	10,536
Depreciation		_	_	38,304	38,304
In-kind donations (notes 7 and 9):					
Office space and services		61,592	36,955	24,637	123,184
Program support		32,453	_	_	32,453
Interest and bank fees		156	5,313	15,235	20,704
Miscellaneous	_			80	80
Total	\$	2,114,775	435,450	361,034	2,911,259

Statements of Cash Flows

Years ended December 31, 2010 and 2009

	_	2010	2009
Cash flows from operating activities: Increase in net assets	\$	1,670,155	1,666,098
Adjustments to reconcile increase in net assets to net cash provided by (used in) operating activities:			
Depreciation Net unrealized and realized investment gains		34,838 (604,582)	38,304 (843,595)
Noncash contribution of securities		(8,869)	(21,524)
Contributions restricted for long-term investment Changes in assets and liabilities:		(100,000)	(21,521) —
Contributions receivable		11,230	25,311
Other receivables		1,095	(1,079)
Prepaid expenses Accounts payable and accrued expenses		1,120 (42,968)	(7,096) (84,401)
Grants payable		(282,033)	(779,556)
Total adjustments	-	(990,169)	(1,673,636)
Net cash provided by (used in) operating activities	_	679,986	(7,538)
Cash flows from investing activities: Purchase of investments Proceeds from sale of investments Purchase of furniture and equipment	_	(649,582) 19,077 (1,551)	(881,177) 569,684 (26,221)
Net cash used in investing activities	_	(632,056)	(337,714)
Cash flows from financing activities: Proceeds from contributions restricted for long-term investment	_	100,000	
Net cash provided by financing activities	_	100,000	
Increase (decrease) in cash and cash equivalents		147,930	(345,252)
Cash and cash equivalents, beginning of year	_	3,246,177	3,591,429
Cash and cash equivalents, end of year	\$	3,394,107	3,246,177

Notes to Financial Statements December 31, 2010 and 2009

(1) Nature of Operations and Summary of Significant Accounting Policies

(a) Nature of Operations

The American Kennel Club Canine Health Foundation, Inc. (the Foundation), established February 21, 1995, is a not-for-profit organization (exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code) formed for the purpose of furthering the advancement of knowledge of canine diseases and healthcare by clinical study, laboratory research, and publication.

(b) Basis of Accounting and Presentation

The financial statements of the Foundation have been prepared on the accrual basis of accounting.

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

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

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that will be met either by actions of the Foundation and/or the passage of time. Temporarily restricted net assets have been restricted by donors for research grant purposes.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that the assets be maintained permanently by the Foundation. The earnings on related investments are primarily unrestricted.

Revenues are reported as increases in unrestricted net assets unless use of the related asset is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses 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.

(c) Use of Estimates

In preparing financial statements in conformity with U.S. generally accepted accounting principles (GAAP), management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(d) Fair Value

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the

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Notes to Financial Statements December 31, 2010 and 2009

use of unobservable inputs when measuring fair value. GAAP describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Foundation follows the measurement provisions of ASC 820, *Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*, to certain investments in alternative investments that do not have readily determinable fair values. This guidance allows for the estimation of the fair value of investments in investment companies for which the investment does not have a readily determinable fair value using net asset value per share or its equivalent, as reported by the investment managers.

Most investments classified in Levels 2 and 3 consist of shares or units in investment funds as opposed to direct interests in the funds' underlying holdings, which may be marketable. Because the net asset value reported by each fund is used as a practical expedient to estimate the fair value of the Foundation's interest therein, its classification in Level 2 or 3 under ASC 820 is based on the Foundation's ability to redeem its interest at or near the date of the statement of financial position. If the interest can be redeemed in the near term, the investment is classified as Level 2. The classification of investments in the fair value hierarchy is not necessarily an indication of the risks, liquidity, or degree of difficulty in estimating the fair value of each investment's underlying assets and liabilities.

(e) Concentration of Credit Risk

At times, cash and cash equivalent balances may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit. Cash and investments in money market funds and shares of registered investment companies are uninsured.

(f) Cash and Cash Equivalents

The Foundation considers all highly liquid investments with an original maturity of three months or less when purchased to be cash and cash equivalents.

(g) Contributions

Contributions, including unconditional promises to give, are recognized as revenues in the period received. 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.

Notes to Financial Statements December 31, 2010 and 2009

(h) Contributions Receivable and Allowance for Doubtful Accounts

Unconditional promises to give are included in the financial statements as contributions receivable and revenue of the appropriate net asset category. Contributions receivable are expected to be received within one year, and are stated at the amount management expects to collect from outstanding balances. The Foundation considers all contributions receivable to be fully collectible; accordingly, no allowance for doubtful accounts has been established as of December 31, 2010 and 2009.

(i) Furniture, Fixtures, and Equipment

Purchased property and equipment are carried at cost and consist primarily of furniture, fixtures, and equipment. Donated property and equipment are carried at the approximate fair value at the date of donation. Depreciation is computed using the straight-line method. Depreciation expense was \$34,838 and \$38,304 in 2010 and 2009, respectively.

(j) Grants

Unconditional grants are considered incurred and charged to expense at the time of approval by the Board of Directors.

(k) Income Taxes

The Foundation is exempt from federal income taxes under Internal Revenue Code 501(a) as an organization described in Section 501(c)(3). Accordingly, no provision for income taxes has been made.

The Foundation follows the provisions of ASC 740-10, *Income Taxes – Overall*, relating to uncertainty in income taxes. ASC 740-10 establishes a minimum threshold for financial statement recognition of the benefits position taken, or expected to be taken, in filing tax returns. It requires the evaluation of tax positions taken, or expected to be taken in the course of preparing the Foundation's income tax returns to determine whether the tax positions are more likely than not of being sustained by the applicable tax authority. Tax positions not deemed to meet the more likely than not threshold are recorded as tax expense. The Foundation has no tax positions requiring accrual under this criteria.

(l) Functional Allocation of Expenses

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

(m) Subsequent Events

In connection with the preparation of the financial statements and in accordance with GAAP, the Foundation considered for disclosure subsequent events that occurred after the statement of financial position date of December 31, 2010 through March 28, 2011, which was the date the financial

Notes to Financial Statements December 31, 2010 and 2009

statements were available to be issued. No subsequent events were noted that required disclosure in the financial statements.

(n) Reclassifications

Certain prior year balances have been reclassified to conform to current year presentation. These reclassifications had no impact on net assets or the financial position as previously reported.

(2) Investments

A summary of the Foundation's investments at December 31, 2010 and 2009, reported at fair value, is as follows:

	_	2010	2009
Equities	\$	21,633	30,784
Mutual funds: Large cap equity Mid cap equity International equity Fixed income		1,670,195 580,073 543,809 125,784	1,301,212 407,754 422,402 113,442
Subtotal	\$	2,919,861	2,244,810
Corporate bonds	\$	58,563	58,974
Alternative investments: International Market neutral Diversified		1,396,562 1,137,514 1,538,317	1,286,642 1,039,514 1,167,770
Subtotal		4,072,393	3,493,926
Total Investments	\$	7,072,450	5,828,494

All mutual fund and equity are measured at fair value based on quoted market prices. Debt instruments are measured at fair value based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model—derived valuations whose inputs are observable or whose significant value drivers are observable. Investments in the alternative investments, which are described as funds of funds, are stated at net asset value. The financial statements of the alternative investments are audited annually by independent auditors.

The Foundation's alternative investments are organized as a limited partnership whose strategic objective is to invest in investee funds that invest or trade in securities.

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably

Notes to Financial Statements December 31, 2010 and 2009

possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position.

At December 31, 2010 and 2009, the fair value of the Foundation's investments was determined based on the following:

		2010				
	-	Quoted prices in active markets (Level 1)	Other observable inputs (Level 2)	Unobservable inputs (Level 3)	Fair value	
Mutual funds	\$	2,919,861		_	2,919,861	
Equities		21,633		_	21,633	
Corporate bonds			58,563		58,563	
Alternative investments			4,072,393		4,072,393	
	\$	2,941,494	4,130,956		7,072,450	

2009			
Quoted prices in active markets (Level 1)	Other observable inputs (Level 2)	Unobservable inputs (Level 3)	Fair value
2,244,810			2,244,810
30,784			30,784
	58,974		58,974
	3,493,926		3,493,926
2,275,594	3,552,900		5,828,494
	in active markets (Level 1) 2,244,810 30,784	Quoted prices in active markets (Level 1) 30,784	Quoted prices in active observable inputs (Level 1)

Notes to Financial Statements December 31, 2010 and 2009

The Foundation's alternative investments contain monthly redemption restrictions with required written notice of 45 days, and annual redemption restrictions with required written notice of 90 days. In addition, certain equity securities contain various quarterly redemption restrictions with required written notice ranging from 45 to 65 days. As of December 31, 2010, the following table summarizes the composition of such investments by the redemption provisions.

Redemption period		Amount
Monthly	\$	309,780
Quarterly		2,625,099
Annual	_	1,137,514
	\$	4,072,393

(3) Grants Payable

Grants payable consist of amounts awarded, but not paid, to canine health researchers. Amounts included in grants payable at December 31, 2010 are scheduled to be disbursed as follows:

2011	\$ 1,805,267
2012	791,917
2013	221,653
2014	21,429
	\$ 2,840,266

(4) Line of Credit

The Foundation maintains a \$250,000 line of credit at the prime rate with Wachovia. No amounts were outstanding under this credit line at December 31, 2010 and 2009.

(5) Endowment

At the request of its donors, the Foundation has established a permanent operating endowment. Effective March 14, 2009, the Foundation's donor-restricted endowment funds are subject to the provisions of the Uniform Prudent Management of Institutional Funds Act (UPMIFA). UPMIFA provides, among other things, expanded spending flexibility by allowing, subject to a standard of prudence, the institution to spend from an endowment fund without regard to the book value of the corpus of the fund. Management of the Foundation has interpreted this law as requiring the preservation of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary and considers the invasion of endowment principal as an option of last resort. As a result of this interpretation, the original value of all donor-restricted endowed gifts are recorded as permanently restricted net assets. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until these amounts are appropriated for expenditure by the Foundation in a manner consistent with the standard of prudence described by the Act. Once appropriated for expenditure by the Foundation, the amount is classified as unrestricted net assets.

Notes to Financial Statements December 31, 2010 and 2009

The Foundation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding for its programs while seeking to maintain the stability of the endowment assets. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce results that equal the performance of a custom-balanced index (comprised of the S&P 500 Index, Russell 2000 Index, MSCI EAFE, and Citigroup 90-day Treasury Bill Index) and rank in the top 33% of a nationally recognized evaluation service's universe for comparable funds over a rolling three to five year time period while assuming a reasonable level of investment risk.

To satisfy its long-term rate-of-return objectives, the Foundation relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Foundation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints. The Foundation has adopted an annual spending policy of 5% of the endowment balance.

The composition of the Foundation's donor-restricted endowment by net asset class at the end of the year is as follows:

 2010	2009
\$ 	(4,914)
205,817	77,042
 3,000,408	2,900,408
\$ 3,206,225	2,972,536
\$ _ \$	\$

A reconciliation of the beginning and ending balance of the Foundation's endowment, in total and by net asset class, is as follows:

		2010			
		Unrestricted	Temporarily restricted	Permanently restricted	Total
Endowment, beginning of year	\$	(4,914)	77,042	2,900,408	2,972,536
Interest and dividend income			17,483		17,483
Net unrealized and realized investment income (loss)		4,914	280,041	_	284,955
Contributions		, <u> </u>	· —	100,000	100,000
Appropriation of endowment					
assets for expenditure		168,749	(168,749)	_	_
Expenditures	_	(168,749)			(168,749)
Endowment, end of year	\$_		205,817	3,000,408	3,206,225

14 (Continued)

2010

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Notes to Financial Statements December 31, 2010 and 2009

		2009			
	-	Unrestricted	Temporarily restricted	Permanently restricted	Total
Endowment, beginning of year Interest and dividend income	\$	(411,093) 7,417		2,900,408	2,489,315 7,417
Net unrealized and realized investment income (loss) Additions		398,762	56,979 20,063	_	455,741 20,063
Endowment, end of year	\$	(4,914)	77,042	2,900,408	2,972,536

From time to time, the fair value of assets associated with donor-restricted endowment funds may fall below the level that the donor or state law requires the Foundation to retain as a fund of perpetual duration. There was no deficiency of this nature reported as unrestricted net assets as of December 31, 2010. As of December 31, 2009, there was a deficiency of \$4,914 in unrestricted net assets resulting from unfavorable market fluctuations. Future gains to restore the fair value of the donor-restricted endowment funds to the required level shall first be reported as increases in unrestricted net assets to the extent of the deficiency.

(6) Net Assets Released from Restrictions

Temporarily restricted net assets are available to fund canine research. Net assets of \$2,109,252 and \$2,365,050 were released from donor restrictions by incurring grant expenses satisfying the restricted purposes specified by donors during the years ended December 31, 2010 and 2009, respectively.

(7) Related Party Transactions

During 2010 and 2009, the American Kennel Club, Inc. (the Club) contributed \$500,000 and \$1,000,000, respectively, to the Foundation.

The Foundation's offices are located within the Club's operations center in Raleigh, North Carolina. In addition to providing rent-free use of its office space, the Club also provided administrative support services to the Foundation. The total estimated value of these donated items was \$165,053 and \$123,184 in 2010 and 2009, respectively.

The Foundation's employees are covered under the Club's pension plan as a related organization. No contributions were required to this plan, which is administered by the Club, in 2010 and 2009.

Notes to Financial Statements December 31, 2010 and 2009

(8) Concentration of Support

The Foundation receives contributions from corporate donors. Nestle Purina contributed \$1,061,945 and \$1,065,833 for the years ended December 31, 2010 and 2009, respectively. Pfizer Animal Health contributed \$250,000 for the year ended December 31, 2010. Also, see note 7 – Related Party Transactions for contributions from the Club.

(9) In-Kind Donations

In 2009, the Foundation received in-kind marketing and public relation services that meet the requirements for revenue and expense recognition. In-kind marketing and public relation services received were valued \$32,453 for the year ended December 31, 2009.