PROXIMITY DESIGNS

AUDITED FINANCIAL STATEMENTS

For the Year Ended June 30, 2013

WIN THIN AND ASSOCIATES CERTIFIED PUBLIC ACCOUNTANTS, YANGON, MYANMAR.

PROXIMITY DESIGNS AUDITED FINANCIAL SATEMENTS FOR THE YEAR ENDED JUNE 30, 2013

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR PROXIMITY DESIGNS

It is the responsibility of the management to prepare the financial statements for each fiscal year which gives a true and fair view of the financial position of Proximity Designs (the Organization) as of 30 June 2013 and of its financial performance and its cash flows for the period 1 July 2012 to 30 June 2013. In preparing these financial statements, the management is required to:

- Select suitable accounting policies and then apply them consistently; and
- Make judgments and estimates that are reasonable and prudent.

The management is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Organization. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Organization and to prevent and detect fraud and other irregularities.

On behalf of Management

Debbie Aung Din Taylor Country Director Proximity Designs

November 21, 2013

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WIN THIN & ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS



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Ref: 383/P-67/June 2013

INDEPENDENT AUDITOR'S REPORT

Board of Directors Proximity Designs Pasadena, CA

We have audited the accompanying statement of financial position of Proximity Designs (a nonprofit organization) as of June 30, 2013 and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the management of Proximity Designs. Our responsibility is to express an opinion on these financial statements based upon 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Proximity Designs as of June 30, 2013 and the changes in its net assets and cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Moe Kyaw (PA-313) Managing Partner WIN THIN & ASSOCIATES CERTIFIED PUBLIC ACCOUNTANTS

November 21, 2013



PROXIMITY DESIGNS

STATEMENT OF FINANCIAL POSITION AS OF JUNE 30, 2013 Currency – United States Dollars

ASSETS -	
CURRENT ASSETS	4,858,255
Cash and cash equivalent	968,621
Loan receivable (Note 4)	and the second
Grants & Pledges Receivable (Note 5)	614,969
Product inventories (Note 6)	440,922
Inventories deposit	34,391
Prepaid Expense	102,792
Advance Kyats Clearing	839
Total Current Assets	7,020,788
NON-CURRENT ASSETS	
Fixed assets-Net (Note 7)	102,707
Total Non-Current Assets	102,707
Total Assets	7,123,495
LIABILITY AND NET ASSETS	1 447 722
Current Liabilities (Note 8)	1,447,722
Total Current Liabilities	1,447,722
Net Assets	
Unrestricted Net Assets	5,656,588
Temporarily Restricted Net Assets	19,185
Total Net Assets	5,675,773
Total Liabilities and Net Assets	7,123,495

See Accompanying Notes to the Financial Statements

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PROXIMITY DESIGNS STATEMENT OF ACTIVITIES FOR THE YEAR ENDED JUNE 30, 2013 Currency – United States Dollars

	Unrestricted	Temporarily Restricted	Total
REVENUE		÷.	
Grant income	2,393,400	722,880	3,116,280
In-kind contribution		44,000	44,000
Private Donations & Public Support	314		314
Product Sale income	1,054,400		1,054,400
Service fees income	447,228		447,228
Interest income	3,710		3,710
Others	8,425		8,425
Net Assets released from restrictions	1,266,251	(1,266,251)	-
Total Revenue	5,173,728	(499,371)	4,674,357
EXPENSES			
Products & Services	2,119,480		2,119,480
Delta Stimulus	493,412		493,412
Dry Zone Stimulus	1,549,773		1,549,773
Policy Research	533,767		533,767
Proximity Finance	140,562		140,562
Yetagon Credit	957,869		957,869
Total Program Expense	5,794,863		5,794.863
Management & General	822,105		822,105
Fundraising	317,510		317,510
Total expenses	6,934,478		6,934,478
Surplus/(Deficit)from Operating Activities	(1,760,750)	(499,371)	(2,260,121)
Remeasurement Gain/(Loss)	(690,092)		(690,092)
Total Net Surplus/(Deficit) for the Year	(2,450,842)	(499,371)	(2,950,213)
Net assets, beginning of the year	8,107,430	518,556	8,625,986
Net assets, end of the year	5,656,588	19,185	5,675,773

See Accompanying Notes to the Financial Statements

Authenticated by: Will SO-TZ



PROXIMITY DESIGNS STATEMENT OF CASH FLOW FOR THE YEAR ENDED JUNE 30, 2013 Currency – United States Dollars

Cash flow from operating activities	
Change in Net Assets	(2,260,121)
Advance Kyats Clearing	(839)
Re-measurement Gain or Loss	(690,092)
Depreciation	65,324
Provision for bad debt	(51,172)
	(2,936,900)
Change in operating assets and liabilities	
(Increase) / Decrease in grants & pledges receivable	(128,904)
(Increase) / Decrease in deferred revenue	1,141,502
(Increase) / Decrease in customer loan receivable	328,993
(Increase) / Decrease in product inventory	(160,643)
(Increase) / Decrease in inventories deposit	3,384
(Increase) / Decrease in prepaid expenses	(102,792)
Increase / (Decrease) in account payable	304,849
	1,386,389
Net Cash Provided by Operating Activities	(1,550,511)
Cash flow from investing activities	
Purchase of property and equipment	(93,617)
Net cash flow used in investing activities	(93,617)
Net increase / (decrease) in cash and cash equivalent	(1,644,128)
Cash and cash equivalent at beginning of year	6,502,383
Cash and cash equivalent at end of year	4,858,255
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Authenticated by: Relik SDA



Proximity Designs	Statement of Functional Expenses	For the Year Ended June 30, 2013
Proximity Designs	Statement of Functional Exper	For the Year Ended June 30, 2(

	Products & Services	Delta Stimulus	Dry Zone Stimulus	Policy Research	Proximity Finance	Yetegon Credit	Total	General & Administrative	Fundraising	Total
	798,684	86,988	117,795	12,580	127,954	198,283	1,342,284	423,705	211,265	1,977,254
Contract services expenses	101,028	1,411	1,439	503,725	67,562	4,034	679,199	129,975	46,402	855,576
Office expenses	19,453	6,922	9,648	14	6,063	5,234	47,334	52,243	4,396	103,973
Facility & equipment expense:	40,643	17,169	6,884		6,972	306	71,974	42,671	15,620	130,265
Project expenses	876,619	328,497	1,349,059	2,719	7,721	10,474	2,575,089	15	-	2,575,089
Travel and meeting expenses	216,715	41,362	47,846	14,488	51,720	102,985	475,116	87,221	39,827	602,164
Other General Administrative	66,338	11,063	17,102	241	(127,430)	636,553	603,867	86,290	3	690,157
Total Expenses	2,119,480	493,412	1,549,773	533,767	140,562	957,869	5,794,863	822,105	317,510	6,934,478

(9,612) Remeasurement Gain/ (Loss) (71,882) (21) Vin Z uin Auditor

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(690,092)

(278,665)

(411,428)

(65,660)

(264,252)

PROXIMITY DESIGNS NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2013 Currency – United States Dollars

1. Organization and Nature of Activities

Proximity Designs is a California not-for-profit organization whose mission is to increase the productivity and income of rural households in Myanmar by designing and disseminating innovative products and services.

Proximity Designs first began as "IDE Myanmar", a country program of IDE International when a Memorandum of Understanding was signed with the Ministry of Agriculture and Irrigation of the Government of Myanmar in January 2004.

In 2008 (before Myanmar was struck by Cyclone Nargis), the Board of Directors of IDE and the Country Directors of IDE Myanmar agreed that IDE Myanmar was ready to become an autonomous entity in Myanmar under a separate name. Proximity Designs, formerly known as IDE Myanmar, was therefore incorporated and registered under U.S. law as a non-profit, tax-exempt organization. Funds and assets of IDE Myanmar were transferred to Proximity Designs. Proximity Designs is still "associated" with IDE International as part of their technology-sharing and knowledge network.

In April 2012, a second Memorandum of Understanding was signed with the Ministry of Industry of the Government of Myanmar. Proximity Designs operates throughout Myanmar in Yangon, Ayeyarwady, Mandalay, Sagaing, Bago, and Magway Divisions, Naypyitaw Region, and Shan and Mon States.

Programs include:

- Rural Products and Services
- Dry Zone Village Stimulus
- Delta Village Stimulus
- Proximity Finance Crop Loans
- Yetagon Credit Product Loans
- Policy Research

2. Summary of significant accounting policies

Basis of Presentation

Proximity Designs reports information regarding its financial position and activities according to three classes of net assets: *unrestricted, temporarily restricted and permanently restricted net assets.* Net assets, revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Proximity does not have any permanently restricted net assets at June 30, 2013.

Method of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Foreign Currency Transactions

The financial statements are presented in U.S. Dollars which, based on management's assessment of facts and circumstances, is Proximity's functional currency and reporting currency.



Transactions in currencies other than U.S. Dollars are converted into U.S. Dollars at rates that approximate the actual rates at the transaction date. At the reporting date, monetary assets and liabilities denominated in foreign currency are converted into U.S. Dollars at the rate of exchange at that date. Non-monetary assets and liabilities in foreign currencies that are stated at historical cost are translated at the foreign exchange rate at the date of the transaction.

Income Taxes

Proximity Designs has been recognized by the Internal Revenue Service as an organization that is exempt from income tax under Section 501(c) (3) of the Internal Revenue Code and has been recognized by the Franchise Tax Board as an organization that is exempt from income and franchise tax under Section 23701(d) of the California Revenue and Taxation Code, except for taxes on net unrelated business income.

In accordance with FASB ASC 740, Uncertainty in Income Taxes, Proximity Designs recognizes the impact of positions in the financial statements if that position is more likely than not to be sustained on audit, based on the technical merits of the position. The Organization is subject to US federal and California state tax jurisdictions. Proximity Designs has evaluated its tax positions for the open tax years of June 30, 2010 through June 30, 2013 for federal tax purposes and June 30, 2010 through June 30, 2013 for California tax purposes.

As of June 30, 2013 and for the year then ended, Proximity has determined that there are no material uncertain tax positions that require recognition or disclosure in the financial statements or which may have an effect on its tax exempt status nor is a material change to uncertain tax positions anticipated during the 12 months following June 30, 2013.

Cash and Cash Equivalents

Cash is defined as cash in demand deposit, savings and money market accounts as well as cash on hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and investments so near their maturity date that the risk of changes in value due to changes in interest rates is negligible. These are generally investments with original maturity dates within three months of the acquisition date.

Accounts & Loans Receivable

Accounts receivable consist of receivables recorded upon recognition of revenue based on contractual arrangements reduced by reserves for estimated bad debts. The allowance for doubtful accounts is determined based on historical write-off experience, current customer information and other relevant factors, including specific identification of past due accounts. Accounts are charged off against the allowance when Proximity determines they are uncollectible.

Inventories

Inventories consist of finished goods, raw materials, work in progress and purchased inventory. Manufacturing activities revolve around the needs of the rural farmers that Proximity serves. As such, there is \$8714.16 work in process inventories as of June 30, 2013. Inventories are stated at the lower of cost or estimated selling price less cost to complete and sell. Cost is determined using the average cost method.

Property and Equipment

Property and equipment are recorded at cost or, if donated, at estimated fair value at the date of donation. The cost of additions and betterments are capitalized, while expenditures for maintenance and repairs are charged to expense as incurred.

Proximity generally capitalized assets with an original cost over \$500. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. The resulting gains and losses are reflected in the statement of activities. The provision for depreciation is computed using the straight-line method over the estimated useful lives of the depreciable assets as follows:



Building and improvements Automobiles, furniture, fixtures and equipment 30-50 years 3-10 years

Leasehold improvements are amortized using the useful life of the asset or the remaining lease term, whichever is shorter.

The estimated service life of the assets for depreciation purposes may be different than their actual economic useful lives. Fully depreciated assets are kept on the books until disposed.

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been detailed in the statement of functional expenses and summarized in the statement of activities.

Salaries and related expenses are allocated to program services and supporting services on the basis of the actual time devoted to those activities. Other expenses have been charged directly or allocated using various bases as determined by management.

In certain instances, common expenses are incurred, which support the activities of more than one program. In absence of agreements to the contrary, such expenses are allocated on the basis that appears most reasonable to management.

General and administrative expenses include those costs that are not directly identifiable with any specific program, but which provide for the overall support and direction of the organization.

Fundraising costs are expensed as incurred, even though they may result in contributions received in future years. The organization generally does not conduct its fundraising activities in conjunction with its other activities. In the few cases in which it does, such as when the annual report or donor acknowledgements contain requests for contributions, joint costs have been allocated between fundraising and management and general expenses in accordance with standards for accounting for costs of activities that include fundraising. Additionally, advertising costs are expensed as incurred.

In-kind Contributions

In-kind contributions, including volunteer services and other non-cash contributions, when required by generally accepted accounting principles, are reflected as contributions and expenses at their estimated fair values when received. For the year ended June 30, 2013, in-kind contributions consisted of management consultancy services with an estimated fair value of \$44,000, received by Proximity Finance for its Crop Loan program.

Contributions

Contributions primarily include unconditional transfers of cash or other assets. Contributions, whether temporarily restricted or unrestricted, are recognized as revenue when they are received. Unconditional promises to give are recorded at net realizable value on the date the promise is received.

Products & Services Revenue

Revenues are measured at the fair value of the consideration received or receivable net of sales tax, trade discounts and customer returns.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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. Significant estimates include determination of accounts receivable allowance and imputed interest rate on non-interest bearing loan. Actual results could differ from those estimates.



3. Concentration of Credit Risk

Proximity Designs has deposits in foreign institutions not covered by U.S. federal deposit in insurance of approximately \$ 2,321,734.02 at June 30, 2013. Proximity Designs also has deposits in U.S. financial institutions in excess of FDIC insurance limits of approximately \$ 290,196.51 at June 30, 2013. The Organization has not experienced any losses in such accounts and believes it is not exposed to any significant credit on cash and cash equivalents at this time.

4. Loans receivable

Details are as follows:

	968,621
Loan	
Less: Provision for Uncollectable Crop	(154,233)
	1,122,854
Staff equipment & Village Agent Loans	33,479
Crop Loans (Proximity Finance)	657,184
Other Product installment loans	258,894
Irrigation Product Loans	173,297

5. Grants & Pledges Receivable

As of June 30, 2013 grantors to Proximity Designs have made unconditional promises to give totaling \$ 614,969. Grants are due as follows as of June 30, 2013:

Skoll Foundation	131,065
Livelihoods Multi-Donor Trust Fund	483,904
(LIFT)	614 969

6. Inventory (Net)

Details are as follows:		
Raw materials	. 5.	83,316
Work in progress		8,715
Finished goods		109,445 74,841
Ground stock D.light solar products		164,605
Dilight solar products		440,922

7. Fixed assets -Net

Details are as follows:

Cost	4
Furniture and equipment	109,071
Vehicles	102,258
	8,982
Manufacturing Equipment	in & Asso

	220,311
Addition	93,617
Disposal	-
	313,928
Less: Accumulated depreciation	
Opening depreciation	145,897
For the year depreciation	65,324
Disposal -	
	211,221
	102,707

8. Current liabilities

Details are as follows:

Loans Payable	225,000
Deferred Grant Revenue	1,141,502
- Accounts Payable/Accrued Expense	30,205
Yetagon Energy Agent Deposit	1,372
Reserve for agent fees	11,269
Payroll Liabilities	31,333
Proximity Health Group Fund	4,361
VISA credit card	2,680
2	1,447,722

Loans Payable - Loans payable consist of the following at 30 June, 2013:

- a) \$50,000 note payable to Peery Fund Silicon Valley Community Foundation, dated May 1. 2012, unsecured, with one percent per annum interest, and repaid in full in August 2013.
- \$100,000 note payable to The Herman P. and Sophia Taubman Foundation, dated December 15, 2012, unsecured, one percent per annum interest rate, and repaid in full in December, 2013.
- c) \$300,000 note payable to Stromme Foundation, dated November 12, 2012, unsecured, four percent per annum, and repaid in full in July, 2013.

Deferred Grant Revenue - Proximity received grant funds advanced from the Livelihoods Multi-donor Trust Fund (LIFT) to support programs in the Dry Zone and the Delta for the 2013 calendar year. Proximity's fiscal year ended in June 2013, therefore the remaining balance of the advanced grant funds consists of deferred grant revenue.

9. Retirement Plan

Proximity Designs established a 403(b) (7) retirement plan effective January 1, 2012 for eligible employees. The plan is funded by employees contributing a portion of their salary to the plan. The organization reserves the right to make non-elective discretionary contribution to the plan. No contributions were made to the plan by Proximity during the fiscal year ending June 30, 2013.

10. Operating Leases

Proximity leases its offices, manufacturing space and vehicles under various operating lease agreements that renew annually. The lessor and lessee share maintenance responsibilities, depending on the nature of the repair. The lessor is responsible for all taxes and insurance, with the exception of liability insurance, which is the responsibility of the lessee. Rental expense under the leases for the year ended June 30, 2013 was \$ 81,241.32.



11. Subsequent Events

Proximity has evaluated events or transactions that occurred subsequent to the statement of financial position date through November 21, 2013, the date of the accompanying financial statements were available to be issued, for potential recognition or disclosure in the financial statements. Events occurring after that date have been evaluated to determine whether a change in the financial statements would be required. On September 25, 2013, Proximity executed a loan agreement with Norfund for a \$2 million loan to support Proximity Finance's crop loan program. As of November 21, 2013, the loan funds were not yet received by Proximity.



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Activity: Temporary restricted Donor Fund Status Period : 1 July 2012 to 30 June 2013 in US dollars

	Berry Family	Bartol	Caterpillar Family	Conservation, Food and Health Foundation	Indivi- duals	J <mark>asmine</mark> Charitable Trust	Mulago Foundation	Mortor Foundation	Product Oxfam Novib	Planet Wheeler Foundation	Skoll Foundation	CWS	Total
Balance remaining from 30 June 2012 Period Work:	\$0	\$0	\$56,869	\$0	126\$	\$33,216	\$47,966	\$0	\$74,508	\$1,976	\$319,868	\$0	\$535,374
Grant Income Received for period: July-2012 to June-2013 Additional Fund during the Fiscal Year	\$24,750	\$24,750 \$25,000		\$24,614	\$250 \$173		\$300,000	\$30,000	\$362,097		\$0	(\$44.004)	\$722,707 \$173
Total funds for period \$24,750	\$24,750	\$25,000	\$56,869	\$24,614	\$1,394	\$33,216	\$347,966	\$30,000	\$436,606	\$1,976	\$319,868	(\$44,004)	\$1,258,255
Spending													
TODUCES and Services to Neuroce Loverty and Transfer	\$7.818	\$275	\$500	\$1,020		\$201	\$201		\$343		\$201		\$5,559
Venices, Furthere and Equipments	\$6.033	\$646	\$7.599		\$754	\$4,299	\$4,218	\$3,798	\$42,662	\$1,959	\$14,396		\$86,363
Jalai les, yy ages anu benentas Commentes Fonentas	\$1.819	\$202	\$4,898		\$82	\$4.306	\$4,381	\$8,963	\$1,531		\$5,519 ,		\$31,701
	\$57	\$946	\$452		\$127	\$387	2993	\$\$	\$2,829	\$17	\$954		\$6,683
Circle Loperado Enciliar & Equipment Eventes	\$889	\$22.932	\$1,569		\$3	\$1,122	\$1,143	\$887	269\$		\$2,390		\$31,632
	\$17 74R		\$34,829	\$23.540	\$254	\$21,355	\$35,736	\$12,076	\$268,563		\$143.007		\$551,607
	1923		\$1955		•	\$1,479	\$1,826	\$2,771	\$4,682		\$3,602		\$16,735
	55		\$68			\$68			\$68		\$68		\$343
Other Expenses	7		}										\$0
Revolving product loans to farm households			\$5.000				\$15,000	\$1,500	\$22,657		\$17,750		\$61,907
Indirect Costs Total Spending \$24,750	\$24,750	\$25,000	\$56,869	\$24,614.00 \$1,221	\$1,221	\$33,216	\$62,966	\$30,000	\$344,032	\$1,976	\$187,886	\$0	\$792,531
							\$175,477		\$14,244				\$189.721
Iransier of turnos designated for poincy research for Dev Zone work			2								\$72.840		\$72.840
Transfer of funds designated for Delta work			ir.								\$97.814		\$97,814
Yetagon Credit							\$101,644	*	\$28,524				
	US	U\$	\$0	30	\$173		\$7.879	6	0 \$49.805	\$0	-\$38.672	\$0	-\$24,819

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ticated by:

Auditor

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