MARATHON KIDS, INC.
(A Nonprofit Corporation)

INDEPENDENT AUDITORS' REPORT
AND
FINANCIAL STATEMENTS

MAY 31, 2024

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INDEX TO FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Marathon Kids, Inc.
Austin, Texas

Opinion
We have audited the accompanying financial statements of Marathon Kids, Inc. (a nonprofit corporation) which comprise the statement of financial position as of May 31, 2024, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Marathon Kids, Inc. as of May 31, 2024, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion
We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Marathon Kids, Inc. and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Marathon Kids, Inc.'s ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit 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 Marathon Kids, Inc.'s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Marathon Kids, Inc.'s ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Allman & Associates, Inc.

Austin, Texas
January 6, 2025

MARATHON KIDS, INC.
(A Nonprofit Corporation)

STATEMENT OF FINANCIAL POSITION

AS OF MAY 31, 2024

Assets		
Current Assets:		
Cash and cash equivalents	$	174,503
Investments		1,288,431
Accounts receivable		501,400
Inventory		6,362
Prepaid expenses and other assets		63,656
Total Current Assets		2,034,352
Security deposit		9,555
Property and equipment, net of accumulated depreciation		408,161
Intangible assets		200,000
Total Assets	$	2,652,068
Liabilities and Net Assets		
Current Liabilities:		
Accounts payable	$	39,414
Accrued interest		3,079
Deferred revenue		245,824
Long-term debt, current portion		25,000
Total Current Liabilities		313,317
Total Liabilities		313,317
Net Assets:		
Without donor restrictions		1,857,609
With donor restrictions		481,142
Total Net Assets		2,338,751
Total Liabilities and Net Assets	$	2,652,068

See accompanying auditors' report and notes to financial statements.

MARATHON KIDS, INC.
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STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED MAY 31, 2024

Net Assets Without Donor Restrictions:	
Revenues and Support:	
Contributions	$ 904,695
Registrations	228,120
Sponsorships	34,662
In-kind contributions	99,702
Return on investments	217,549
Fees for service	85,552
Membership dues	18,131
Total Revenues	1,588,411
Net assets released from restrictions	18,858
Total Revenues and Support	1,607,269
Expenses:	
Marathon Kids Program	1,635,585
General and administrative	74,395
Fundraising	240,866
Total Expenses	1,950,846
Change in net assets without donor restrictions	(343,577)
Net Assets With Donor Restrictions:	
Contributions	500,000
Net assets released from restrictions	(18,858)
Change in net assets with donor restrictions	481,142
Total change in net assets	137,565
Net assets, beginning of year	2,201,186
Net assets, end of year	$ 2,338,751

See accompanying auditors' report and notes to financial statements.

MARATHON KIDS, INC.
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STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED MAY 31, 2024

Expense Category	Marathon Kids Program	General and Administrative	Fundraising	Totals
Banking and automation fees	$ 94	$ 962	$ 16	$ 1,072
Office expenses	125,407	7,743	21,704	154,854
Rent	56,564	3,492	9,776	69,832
Telephone	2,411	149	417	2,977
Computer and IT	99,853	6,164	30,751	136,768
Insurance	8,708	538	1,505	10,751
Event and program expenses	246,217	-	-	246,217
Marketing and promotion	147,608	-	-	147,608
Professional fees	102,846	4,066	32,009	138,921
Payroll taxes	60,709	3,443	9,893	74,045
Employee benefits	40,805	2,893	2,743	46,441
Salaries and wages	662,951	38,618	117,980	819,549
Interest	-	1,302	-	1,302
Depreciation	81,412	5,025	14,072	100,509
Total Expenses	$ 1,635,585	$ 74,395	$ 240,866	$ 1,950,846

MARATHON KIDS, INC.
(A Nonprofit Corporation)

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MAY 31, 2024

Cash Flows From Operating Activities:		
Change in Net Assets	$	137,565
Adjustments to reconcile change in net assets to net cash flows from operating activities:		
Depreciation		100,509
Dividends reinvested, net of fees		(19,693)
Realized and unrealized (gains) losses on investments		(190,240)
Contribution of property and equipment		(10,500)
Change in assets and liabilities:		
Decrease (increase) in accounts receivable		24,912
Decrease (increase) in contract receivable		(500,000)
Decrease (increase) in inventory		12,286
Decrease (increase) in prepaid expenses and other assets		93,829
Increase (decrease) in accounts payable		21,663
Increase (decrease) in accrued interest		1,409
Increase (decrease) in deferred revenue		1,066
Net Cash Flows Used by Operating Activities		(327,194)
Cash Flows From Investing Activities:		
Purchases of property and equipment		(5,481)
Proceeds from sales/maturities of investments		300,000
Net Cash Flows Provided from Investing Activities		294,519
Cash Flows From Financing Activities:		
Payments on long-term debt		(25,000)
Net Decrease in Cash and Cash Equivalents		(57,675)
Cash and Cash Equivalents at beginning of year		232,178
Cash and Cash Equivalents at end of year	$	174,503
Supplemental data:		
Income taxes paid	$	-
Interest paid	$	-

1. Organization

Marathon Kids, Inc. (the Organization) incorporated in the State of Texas on February 26, 2004 and merged with another Texas non-profit organization, Austin Runners Club effective June 1, 2022. The Organization's mission is to transform lives through running and build active communities for people of all ages, abilities, and backgrounds. Through the Marathon Kids youth program, the Organization enables children at schools across the country to improve their health and fitness through running. The Organization also supports the local Austin running community with races and a membership program. The Organization is funded primarily through contributions, fees for service, membership, and race registrations.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP) applicable to not-for-profit organizations. Under the accrual basis, revenues are recognized in the accounting period in which they are earned and become measurable. Contributions and fees for service are considered to be available for use without donor restrictions unless specifically restricted by the donor. Contributions reported that are restricted for future periods or for specific purposes are considered restricted and increase net assets with donor restrictions. Expenses are recorded in the accounting period incurred, regardless of when cash is disbursed.

Financial Statement Presentation

Financial statement presentation follows the recommendation of the "Financial Statements of Not-For-Profit Organizations" section of the Accounting Standards Codification (ASC). Under the ASC, the Organization is required to report information regarding its financial position and activities according to two classes of net assets as applicable.

a) *Net assets without donor restrictions* – Net assets available for use in general operations and not subject to donor (or certain grantor) restrictions. Net assets without donor restrictions include the revenues and expenses of the primary operations of the Organization.

b) *Net assets with donor restrictions* – Net assets subject to donor (or certain grantor) imposed restrictions. Some donor-imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that the resources be maintained in perpetuity. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both.

2. Summary of Significant Accounting Policies (continued)

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are used in the functional allocation of expenses and depreciation.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Organization considers all checking accounts, savings accounts, money market funds and certificates of deposit purchased with initial maturities of three months or less to be cash equivalents, unless designated for investment purposes.

Investments

The Organization records investments using the guidance of FASB ASC 985-320, *Not-for-Profit Entities: Investments – Debt and Equity Securities.* Investments are stated at their readily determinable fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets.

Property and Equipment

Property and equipment are recorded at cost and depreciated on a straight-line basis over the estimated useful lives of the assets, generally three to five years for furniture and equipment, and five years for software and website development. Donations of property and equipment are recorded as support at their estimated values. Such donations are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire property and equipment are reported as restricted support. Absent donor stipulations regarding how long these assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired assets are placed into service as instructed by the donor. The Organization reclassifies net assets with donor restrictions to net assets without donor restrictions at that time.

2. Summary of Significant Accounting Policies (continued)

Receivables

Receivables consists of contributions, registrations, sponsorships, and fees for service. The Organization does not record an allowance for credit losses and instead is determined based on historical experience and review of subsequent collections. No allowance for credit losses has been recorded in these financial statements as all receivables are considered collectible.

Revenue Recognition

Unconditional grants and contributions received are recorded at fair value on the date of the award as with or without restrictions depending on the existence and/or nature of any donor restrictions. Net assets with donor restrictions are reclassified to net assets without donor restrictions upon expiration of time restriction or when purpose restrictions have been met. If restrictions are met in the same year as donation received, donation is recorded as support without donor restrictions. When both with or without restricted resources are available for use, it is the Organization's policy to use resources with restrictions first, then resources without restrictions as needed. Fees for services are recognized when the services are completed.

Inventory

Inventories (t-shirts, dog tags, shoe-tags socks and hats) are stated at the lower of cost (average cost) or market.

Functional Allocation of Expenses

The costs of providing the various programs and activities of the Organization have been summarized on a functional basis in the statement of activities. The statement of functional expenses reports the natural classification detail of expenses by function. Expenses that can be identified with a specific program or relate to a specific source of revenue are allocated directly to that program. Indirect expenses have been allocated based on management’s estimates. General and administrative expenses support the overall direction of the Organization.

Income Taxes

The Organization is generally exempt from federal income taxes under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3). Furthermore, the Organization is a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi). Therefore, no provision for income taxes has been included in these financial statements.

2. Summary of Significant Accounting Policies (continued)

Income Taxes (continued)

The Organization has adopted the recognition requirements for uncertain income tax positions as required by GAAP, with no cumulative effect adjustment required. Income tax benefits are recognized for income tax positions taken or expected to be taken in a tax return, only when it is determined that the income tax position will more likely than not be sustained upon examination by taxing authorities. The Organization has analyzed the tax positions taken in its filings with the Internal Revenue Service and state jurisdictions where it operates. The Organization believes that its income tax filing positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse effect on the Organization's financial position, changes in net assets or cash flows. Accordingly, the Organization has not recorded any reserves, or related accruals for interest and penalties for uncertain income tax positions at May 31, 2024. The Organization is subject to income tax audits for the previous three years. There are currently no income tax audits for any tax periods in progress.

Concentration of Credit Risk

Financial instruments which potentially subject the Organization to credit risk consist of cash and cash equivalents, investments and receivables. All depositor's accounts at an insured depository institution, including all noninterest-bearing transaction accounts, are insured by the FDIC up to the maximum deposit insurance amount of $250,000. As of May 31, 2024, the Organization's cash balance was completely insured by FDIC. The Organization has not experienced any losses in any of these accounts in the past.

The Organization's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the near-term could materially affect the amounts reported in the statement of financial position.

The Organization generally does not maintain collateral for its receivables and does not believe significant credit risk exists as May 31, 2024.

Change in Not-for-Profit Accounting Standards

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"), to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The most significant change in this standard is a shift from the incurred loss model to the expected loss model. ASU 2016-13 is effective for non-profit organizations for fiscal years beginning after December 15, 2022. Financial assets held by the Organization that are subject to this guidance include accounts receivable. ASU 2016-13 has been adopted with no material effect on the financial statements or disclosures.

3. Investments

Investments comprised the following at May 31, 2024:

Bank sweep	$	22,680
Fixed income mutual funds		46,789
Equities		674,893
Bond funds		134,445
Equity funds		276,397
Exchange traded funds		133,227
Total Investments	$	1,288,431

Return on investments comprised the following for the year ended May 31, 2024:

Interest and dividends	$	27,257
Interest on savings		1,160
Realized and unrealized gains (losses)		196,696
Investment expense		(7,564)
Total Return on Investments	$	217,549

4. Property and Equipment

At May 31, 2024, property and equipment consisted of the following:

Furniture and equipment	$	14,347
Website development and software		1,420,284
Total Property and Equipment		1,434,631
Less accumulated depreciation		(1,026,470)
Total Property and Equipment, Net	$	408,161

For the year ended May 31, 2024, depreciation expense was recorded in the amount of $100,509.

5. Intangible Assets

In March 2013, the Organization entered into an agreement for the purchase and acquisition of all intellectual and other property rights related to the "Marathon Kids" brand, including but not limited to trade names, trademarks, URLs, goodwill or other tangible or intangible property associated with the brand. The Organization agreed to pay a total of $200,000 to be paid as follows: $100,000 on the execution of the agreement and two additional payments of $50,000 each on the first and second anniversaries of the executed settlement. As of May 31, 2015, the amount had been paid in full. Accounting standards require that the Organization assess the fair value of the intangible assets on an annual basis. The Organization has determined that the value of $200,000 for the intangible asset was not impaired at May 31, 2024.

6. Long-Term Debt

A promissory note was signed on May 25, 2022 in the amount of $70,000 with an interest rate of 2.76%. The promissory note is entered into in support of acquiring the rights and supporting assets of the 2022, 2023 and 2024 Zilker Relays race. The rights were acquired for $170,000 with a cash payment of $100,000 made during the year ended May 31, 2022 and is recorded in prepaid expenses on the statement of financial position and the remainder of $70,000 as the promissory note. The promissory note terms of payment are for a $20,000 payment after the 2022 Zilker Relays race and a $25,000 payment after both 2023 and 2024 Zilker Relays race. The $20,000 and $25,000 payments were made during the years ended May 31, 2023 and 2024, respectively. The promissory note balance at May 31, 2024 is $25,000 with accrued interest payable of $3,079.

7. Retirement Plan

In July 2009, the Organization established a Savings Incentive Match Plan for Employees (SIMPLE) Plan. Employees who are reasonably expected to receive at least $5,000 in compensation for the current year and have completed one year of service are eligible to participate in the Plan beginning in the first January after the completion of one year of employment. The Organization matches contributions to the Plan up to 3% of eligible compensation.

Effective January 1, 2014, the Organization amended the SIMPLE Plan to allow employees to participate after the completion of six months of employment. The Organization continues to match contributions to the Plan up to 3% of eligible compensation.

Retirement plan expense for the year ended May 31, 2024 totaled $6,028.

8. Net Assets with Donor Restrictions

During the year ended May 31, 2024, a contribution with donor restrictions of $500,000 was received for the Organization's "Girl Movement" initiative. During the year ended May 31, 2024, $18,858 of the amount was released to net assets without donor restrictions because of the satisfaction of purpose restrictions. The remaining $481,142 is in net assets with donor restrictions as of May 31, 2024.

9. In-Kind Contributions

During the year ending May 31, 2024, the Organization received in-kind advertising for Google Ads and from a local television station. The fair market value of the in-kind donations was $89,202 for the year ending May 31, 2024, and donated office equipment valued at $10,500 are included in in-kind revenue on the statement of activities, property and equipment on the statement of financial position and marketing and promotion on the statement of functional expenses.

The Organization also received substantial donated service hours by unpaid volunteers who assist with the Organization's programs and fundraising activities. These services have not created nor enhanced nonfinancial assets, nor required specialized skills that would typically need to be purchased if not provided by donation. Therefore, in accordance with GAAP, the value of these services has not been recorded in these financial statements.

10. Fair Value Measurements and Disclosures

The requirements of Fair Value Measurements and Disclosures of the Accounting Standards Codification apply to all financial instruments and all nonfinancial assets and nonfinancial liabilities that are being measured and reported on a fair value basis. Fair value is a market-based measurement, not an entity-specific measurement. For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement is the same in both cases – to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (that is, an exit price). Fair Value Measurements and Disclosures also establish a fair value hierarchy that prioritizes the inputs used in valuation methodologies into the following three levels:

- Level 1 Inputs – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

- Level 2 Inputs – Inputs other than quoted prices included with Level 1 that are observable for the asset or liability either directly or indirectly.

- Level 3 Inputs – Unobservable inputs for the asset or liability.

10. Fair Value Measurements and Disclosures (continued)

The fair value of the Organization's cash, accounts receivable, prepaid expenses, and accounts payable, approximates the carrying amounts of such instruments due to their short maturity.

The following table represents assets and liabilities reported on the statement of financial position at their fair value as of May 31, 2024 by level within the fair value measurement hierarchy.

		Fair Value Measurements at Reporting Date Using		
Description	Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Bank sweep	$ 22,680	$ -	$ 22,680	$ -
Fixed income mutual funds	46,789	46,789	-	-
Equities	674,893	674,893	-	-
Bond funds	134,445	134,445	-	-
Equity funds	276,397	276,397	-	-
Exchange traded funds	133,227	133,227	-	-
Total Investments	$ 1,288,431	$ 1,265,751	$ 22,680	$ -
Note Payable	$ -	$ -	$ -	$ 25,000

The following is a reconciliation of assets and liabilities for which significant unobservable inputs (level 3) were used in determining fair value at May 31, 2024:

Beginning balance	$ 50,000
Proceeds from note payable	-
Principal repayments	(25,000)
Ending balance	$ 25,000

11. Leases

The Organization's lease for office space expired on August 31, 2023 and was extended on a month-to-month basis through May 31, 2024. Lease expense for the year ended May 31, 2024 was $69,832.

The Organization has entered into a lease agreement for the period from June 1, 2024 to August 31, 2027 for administrative office space. The base rent escalates from $3,621 per month to $3,781 per month at the end of the term. The agreement provides for a three year extension to the lease if terms are agreed to by both parties.

12. Deferred Revenue

The following table provides information about significant changes in deferred revenue for the year ended May 31, 2024:

	Sponsorship	Registrations	Total
Deferred revenue, beginning of year	$ 229,169	$ 15,589	$ 244,758
Revenue recognized that was included in deferred revenue at the beginning of year	(229,169)	(15,589)	(244,758)
Increase in deferred revenue due to cash received during the year	229,169	16,655	245,824
Deferred revenue, end of year	$ 229,169	$ 16,655	$ 245,824

13. Liquidity and Availability

Financial assets available for general expenditures, that is, without donor or other restrictions limiting their use, within one year of the statement of financial position date, comprise the following:

Cash and cash equivalents	$ 174,503
Short-term investments	1,288,431
Accounts receivable	1,400
Contribution receivable	500,000
Less: net assets with donor restrictions	(481,142)
Financial assets available for general expenditures within one year	$ 1,483,192

The Organization does not have a formal liquidity policy, but intends to meet cash needs through contributions, fees for service, and meeting budget expectations.

14. Subsequent Events

Subsequent events are events or transactions that occur after the statement of financial position date but before the financial statements are issued. Management evaluated subsequent events through the date of January 6, 2025, the date the financial statements were available for issuance, and there were no subsequent events to disclose.