DECEMBER 31, 2007

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Independent Auditors' Report

To the Board of Trustees The Community Foundation of Southeastern Connecticut, Inc.

We have audited the accompanying statement of financial position of The Community Foundation of Southeastern Connecticut, Inc., as of December 31, 2007 and the related statements of activities and cash flows for the year 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 audit. The prior year summarized comparative information was derived from the Foundation's 2006 financial statements and, in our report dated May 31, 2007, we expressed an unqualified opinion on those statements.

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 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 audit provides 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 Community Foundation of Southeastern Connecticut, Inc., as of December 31, 2007 and the changes in its net assets and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Blum, Shapino + Company, P.C.

April 25, 2008

STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2007

(With Summarized Financial Information as of December 31, 2006)

| | _ | 2007 | - | 2006 |
|-------------------------------------------------|---------------|------------|----|------------|
| ASSETS | | | | |
| Cash and cash equivalents | \$ | 1,055,897 | \$ | 84,954 |
| Investments | | 27,831,465 | | 23,255,923 |
| Contributions receivable, net | | 113,132 | | 884,409 |
| Split-interest agreements: | | | | |
| Pooled income fund | | 154,762 | | 150,474 |
| Beneficial interest in perpetual trust | | 4,248,570 | | 4,069,402 |
| Charitable trusts | | 1,766,834 | | 1,654,291 |
| Charitable gift annuity | | 17,157 | | 18,555 |
| Property and equipment, net | | 347,423 | | 364,962 |
| Other assets | | - | _ | 3,000 |
| T-4-1 A4- | ው | 25 525 240 | ď | 20 495 070 |
| Total Assets | > = | 35,535,240 | \$ | 30,485,970 |
| LIABILITIES AND NET ASSETS | | | | |
| Liabilities | | | | |
| Grants payable, net | \$ | 105,577 | \$ | 95,577 |
| Accounts payable | | 39,577 | | 42,455 |
| Deferred revenue | | 1,000,000 | | - |
| Liability under charitable gift annuity | | 9,025 | | 7,442 |
| Liability under other split-interest agreements | | 24,360 | | 27,916 |
| Total liabilities | _ | 1,178,539 | - | 173,390 |
| Net Assets | | | | |
| Unrestricted: | | | | |
| Board designated, capital | | 67,541 | | 39,004 |
| Board designated, administrative endowment | | 1,659,440 | | 1,067,299 |
| Undesignated | | 26,370,803 | | 22,475,639 |
| Total unrestricted | _ | 28,097,784 | - | 23,581,942 |
| Temporarily restricted | | 2,010,347 | | 2,661,236 |
| Permanently restricted | | 4,248,570 | | 4,069,402 |
| Total net assets | _ | 34,356,701 | - | 30,312,580 |
| Total Liabilities and Net Assets | \$_ | 35,535,240 | \$ | 30,485,970 |

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED DECEMBER 31, 2007

(With Summarized Financial Information for the Year Ended December 31, 2006)

| | | 2007 | | | | | | | |
|--------------------------------------|----|--------------|---------------------------|----|---------------------------|----|------------|----------------|---------------|
| | | Unrestricted | Temporarily Restricted | | Permanently Restricted | | Total | · <u>-</u> | 2006 Total |
| Revenues, Gains and Other Support | | | | | | | | | |
| Contributions | \$ | 4,438,550 | · - | \$ | - | \$ | 4,438,550 | \$ | 2,781,756 |
| Change in value of split-interest | | | | | | | | | |
| agreements | | (2,982) | 120,388 | | - | | 117,406 | | 405,452 |
| Change in value of perpetual trust | | - | - | | 179,168 | | 179,168 | | 329,152 |
| Net realized and unrealized gains on | | | | | | | | | |
| investments | | 532,246 | - | | - | | 532,246 | | 2,375,502 |
| Investment income | | 1,131,040 | - | | - | | 1,131,040 | | 517,185 |
| Special events, net | | 15,756 | - | | - | | 15,756 | | 13,317 |
| Rental income | | 27,600 | - | | - | | 27,600 | | 24,900 |
| Other income | | = | | _ | | | = | _ | 8,453 |
| | | 6,142,210 | 120,388 | _ | 179,168 | - | 6,441,766 | _ | 6,455,717 |
| Less investment fees | | 143,873 | | | | | 143,873 | _ | 150,417 |
| Total support | | 5,998,337 | 120,388 | | 179,168 | | 6,297,893 | | 6,305,300 |
| Net assets released from purpose | | | | | | | | | |
| restrictions | | 771,277 | (771,277) | | | | - | | - |
| Total revenues, gains and | | | | | | | | | |
| other support | į | 6,769,614 | (650,889) | | 179,168 | | 6,297,893 | - | 6,305,300 |
| Expenses | | | | | | | | | |
| Program services: | | | | | | | | | |
| Grants | | 1,406,100 | - | | - | | 1,406,100 | | 1,271,927 |
| Scholarships | | 227,985 | - | | - | | 227,985 | | 214,300 |
| Other grant expenses | | 182,698 | | _ | | | 182,698 | _ | 168,446 |
| Total program services | | 1,816,783 | - | | - | | 1,816,783 | · ' <u>-</u> | 1,654,673 |
| Supporting services: | | | | | | | | | |
| General and administrative expenses | į | 436,989 | | | | | 436,989 | - | 421,380 |
| Total expenses | · | 2,253,772 | | • | | | 2,253,772 | · - | 2,076,053 |
| Increase (Decrease) in Net Assets | | 4,515,842 | (650,889) | | 179,168 | | 4,044,121 | | 4,229,247 |
| Net Assets - Beginning of Year | | 23,581,942 | 2,661,236 | | 4,069,402 | | 30,312,580 | . <u>-</u> | 26,083,333 |
| Net Assets - End of Year | \$ | 28,097,784 | 2,010,347 | \$ | 4,248,570 | \$ | 34,356,701 | \$ | 30,312,580 |

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2007

(With Summarized Financial Information for the Year Ended December 31, 2006)

| | _ | 2007 | _ | 2006 |
|-------------------------------------------------------------|-----|-------------|-----|-------------|
| Cash Flows from Operating Activities | | | | |
| Increase in net assets | \$ | 4,044,121 | \$ | 4,229,247 |
| Adjustments to reconcile increase in net assets to net cash | | | | |
| provided by operating activities: | | | | |
| Depreciation | | 22,320 | | 18,832 |
| Net realized and unrealized gains on investments | | (532,246) | | (2,375,502) |
| (Increase) decrease in operating assets: | | | | |
| Contributions receivable | | 771,277 | | (234,699) |
| Charitable trusts | | (112,543) | | (597,903) |
| Pooled income fund | | (4,288) | | (5,139) |
| Charitable gift annuity | | 1,398 | | 1,327 |
| Beneficial interest in perpetual trust | | (179,168) | | (329,152) |
| Other assets | | 3,000 | | - |
| Increase (decrease) in operating liabilities: | | | | |
| Accounts payable | | (2,877) | | 6,209 |
| Grants payable | | 10,000 | | 51,059 |
| Deferred revenue | | 1,000,000 | | (9,000) |
| Liability under other split-interest agreements | | (3,556) | | (3,557) |
| Liability under charitable gift annuity | | 1,583 | | (181) |
| Net cash provided by operating activities | _ | 5,019,021 | _ | 751,541 |
| Cash Flows from Investing Activities | | | | |
| Proceeds from the sale of investments | | 1,796,914 | | 2,649,005 |
| Purchases of investments | | (5,840,211) | | (3,343,253) |
| Purchase of property and equipment | | (4,781) | | (58,669) |
| Net cash used in investing activities | _ | (4,048,078) | _ | (752,917) |
| Net Increase (Decrease) in Cash and Cash Equivalents | | 970,943 | | (1,376) |
| Cash and Cash Equivalents - Beginning of Year | _ | 84,954 | _ | 86,330 |
| Cash and Cash Equivalents - End of Year | \$_ | 1,055,897 | \$_ | 84,954 |

NOTES TO FINANCIAL STATEMENTS

Note 1 - **Summary of Significant Accounting Policies:**

Nature of Activity - The Community Foundation of Southeastern Connecticut, Inc. (the Foundation) is a nonprofit corporation located in New London, Connecticut, which promotes local philanthropy among the residents of eleven towns by building a permanent endowment to support programs offered by local nonprofit organizations. The Foundation solicits contributions from individuals and businesses, invests them for the long term and distributes grants and scholarships from the earnings of those invested funds. It supports the arts and education, health and human services, and civic and environmental causes.

Prior Year Summarized Financial Information - The financial statements include certain prior year summarized financial information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America (GAAP). Accordingly, such information should be read in conjunction with the Foundation's audited financial statements as of and for the year ended December 31, 2006, from which the summarized information was derived.

Basis of Accounting and Presentation - The Foundation prepares its financial statements in accordance with GAAP. Accordingly, the accounts of the Foundation are reported in the following categories:

Unrestricted Net Assets - Unrestricted net assets represent available resources other than donor-restricted contributions. GAAP provide that if the governing body of an organization has the unilateral power to redirect the use of a donor's contribution to another beneficiary, such contributions must be classified as unrestricted net assets. The Board of Trustees of the Foundation has that ability known as variance power. Accordingly, the Foundation's financial statements classify substantially all funds, including the corpus of endowment funds, as unrestricted net assets.

Temporarily Restricted Net Assets - Temporarily restricted net assets represent contributions which are restricted by the donor as to purpose or time of expenditure. This classification includes income and appreciation subject to purpose restrictions and split-interest agreements, as discussed below.

Permanently Restricted Net Assets - Permanently restricted net assets represent resources which have donor-imposed restrictions that require that the principal be maintained in perpetuity but permit the Foundation to expend the income earned thereon. These permanently restricted net assets include the Foundation's proportionate share of the principal amount of irrevocable trusts with outside trustees, for which trusts the Foundation is an income beneficiary.

Variance Power - GAAP provide that if the governing body of an organization has the unilateral power to redirect the use of a donor's contribution to another beneficiary, such contributions must be classified as unrestricted net assets. The Board of Trustees of the Foundation has that ability known as variance power. The Board of Trustees has adopted a policy describing the criteria and limited circumstances under which the Foundation would exercise this power. Accordingly, the

Foundation's financial statements classify substantially all funds, including the corpus of endowment funds, as unrestricted net assets but segregate, for internal management and recordkeeping, the portion that is managed as an endowment from the funds that are currently available for grant distribution.

Spending Policy - Investment funds consist of numerous component named funds, both unrestricted and restricted, which are gifts to the Foundation to be invested as permanent funds of the Foundation. The Foundation's endowment is managed for perpetuity and the maintenance of purchasing power. The spending policy currently used by its Investment Committee sets the gross annual spending range for grants and Foundation support at 4-6% of the three-year rolling average of its endowed funds. The Foundation's goal is to increase its distributions by at least the rate of inflation annually, but it may hold spending flat during extended periods of poor market performance, recognizing the need to balance immediate needs against those of future generations. In years of sustained market growth, the Foundation may consider creating a future reserve or declare a "community dividend" for that period only. The actual spending rates for 2007 and 2006 are as follows:

| | 2007 | 2006 |
|---------------|-------|-------|
| Endowed funds | 5.25% | 5.25% |
| Agency funds | 5.00 | 5.00 |

All permanent endowment funds are managed on the "total value" concept, with earnings primarily used for grant-making purposes and/or reinvestment, as well as to defray the fund's share of operating expenses.

Cash and Cash Equivalents - For purposes of the statement of cash flows, the Foundation considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents, exclusive of cash equivalents held by investment managers which are considered to be investments. The Foundation's deposits in financial institutions may, at times, exceed federal depository insurance limits. However, management believes the Foundation is not subject to significant credit risk on its deposits.

Investments - Investments in equity securities with readily determinable fair values and investments in debt securities are carried at fair value in the statement of financial position. Realized and unrealized gains and losses on these investments are reported in the statement of activities as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by explicit donor stipulations or by law. Investment income and gains restricted by donors are reported as increases in unrestricted net assets if the restrictions are met in the same reporting period in which the income and gains are recognized.

Property and Equipment - Property and equipment acquisitions and improvements thereon that exceed \$500 are capitalized at cost and depreciated on a straight-line basis over their estimated useful lives ranging from 3 to 40 years. Donated property and equipment are recognized at fair value at the date of donation.

Contributions - Unconditional contributions are recognized when pledged or received, as applicable, and are considered to be available for unrestricted use unless specifically restricted by the donor. Contributions receivable expected to be collected in more than one year are discounted to their present value. The Foundation reports nongovernmental contributions and grants of cash and other assets as temporarily restricted support if they are received with donor stipulations that limit their use. When a donor 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. Contributions received whose restrictions are met in the same period are presented with unrestricted net assets. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Donated Assets - Donated marketable securities and other noncash donations are recognized as contributions at their fair values at the date of donation.

Split-Interest Agreements - Split-interest agreements consist of assets placed in trust for the benefit of the Foundation and other beneficiaries. Revocable split-interest agreements are not recorded as contributions unless enforceable by law. Irrevocable split-interest agreements are recorded as contributions at fair value when the assets are received or when the Foundation is notified of the existence of the agreement. The accounting treatment varies depending upon the type of the agreement created and whether the Foundation or a third party is the trustee. See Note 4 for a further discussion of split-interest agreements.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Significant estimates include those used in determining the present value of split-interest agreements.

Functional Allocation of Expenses - The costs of providing various programs and other activities has been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Income Tax Status - The Foundation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Foundation has also been classified as an entity that is not a private foundation within the meaning of Section 509(a) and qualifies for deductible contributions as provided in Section 170(b)(1)(A).

Note 2 - **Investments:**

Investments consist of the following as of December 31, 2007 and 2006:

| | - | 2007 | 2006 | |
|---------------------|----------|------------|-----------|------------|
| Cash | \$ | 481,217 | \$ | 670,433 |
| Common stocks | | 19,812,378 | | 15,796,144 |
| Fixed income | | 5,386,133 | | 4,899,591 |
| Other | _ | 2,151,737 | | 1,889,755 |
| Total Investments | ¢ | 27,831,465 | \$ | 23,255,923 |
| Total Hivestilients | Ф | 27,031,403 | Φ | 43,433,943 |

Note 3 - Contributions Receivable:

Contributions receivable consists of pledges receivable from various individuals for the "Women and Girls Fund" and "Let's Read Fund" initiatives.

Contributions receivable as of December 31, 2007 and 2006, are expected to be collected as follows:

| | | 2007 | · - | 2006 |
|-------------------------------------|----|---------|-----|---------|
| Receivable in less than one year | \$ | 74,601 | \$ | 787,204 |
| Receivable in one to five years | | 42,483 | | 107,534 |
| Total contributions receivable | | 117,084 | | 894,738 |
| Less discounts to net present value | _ | 3,952 | | 10,329 |
| | | | | |
| Net Contributions Receivable | \$ | 113,132 | \$_ | 884,409 |

Contributions receivable in more than one year are discounted at 4%.

Note 4 - Split-Interest Agreements:

Beneficial Interest in Perpetual Trusts - The Foundation retains a beneficial interest in a trust established by Dorothy L. Morgan and held by an unrelated trustee. Under this arrangement, the Foundation receives investment income from the trust but does not have access to the principal. The beneficial interest is carried at the present value of estimated future receipts from the trust, which is measured by the fair market value of the assets in the trust. Changes in the carrying amount of the beneficial interest are recognized as increases or decreases in permanently restricted net assets. Distributions received from the trust and included in investment income in the statement of activities for the years ended December 31, 2007 and 2006, were \$158,922 and \$159,766 respectively.

Charitable Remainder Trust - A charitable remainder trust is an arrangement in which a donor establishes and funds a trust that is held by a third party with the grantor as the named life beneficiary. The trust provides for the payment of distributions to the grantor or other designated beneficiaries over the trust's term, usually the designated beneficiary's lifetime. At the end of the trust's term, the remaining assets are available for the Foundation's use. The portion of the trust attributable to the present value of the future benefits to be received by the Foundation was recognized in the statement of activities as a temporarily restricted contribution in the period the trust was established. On an annual basis, the Foundation revalues the liability to make distributions to the designated beneficiaries based on actuarial assumptions. The liability is calculated using the federal applicable rate for a remainder interest under Internal Revenue Code Section 7520 and applicable mortality tables.

Pooled Income Fund - The Foundation established a pooled income fund which is held in trust by a third party. Contributions to the fund represent an irrevocable agreement in which the remainder interest in such contributions reverts to the Foundation. The donor retains a life interest in the income earned on such assets for one or more named beneficiaries. Contributions from multiple donors are commingled for investment purposes. The respective funds are unitized based upon the relationship of the fair value of the contributions to the fair value of the pool as a whole at the time the donor enters the pool. On an annual basis, the Foundation revalues the liability to make distributions to the designated beneficiaries based on actuarial assumptions. Upon termination of the

life interest, the units attributable to that life tenant revert to the Foundation. Effective January 1, 2008, this fund was dissolved.

Charitable Gift Annuity - The Foundation established a charitable gift annuity program in 2002. Under the terms of the program, contributions are received from donors in exchange for a promise by the Foundation to pay a fixed amount for a specified period of time to a donor or individuals designated by the donor. Annuity contracts may be established for either one or two lives and provide that fixed payments be made to the annuitants for the remainder of their lives. Upon termination of the annuity contract, any remaining assets revert to the Foundation for purposes as specified in the charitable gift annuity contract. On an annual basis, the Foundation revalues the liability to make distributions to the designated beneficiaries based on actuarial assumptions. There were no contributions to the program during 2007 and 2006.

Note 5 - **Property and Equipment:**

The following is a summary of property and equipment as of December 31, 2007 and 2006:

| | 2007 | | | 2006 |
|-----------------------------------|------|---------|-----|---------|
| Land, building and improvements | \$ | 394,767 | \$ | 391,814 |
| Furniture, fixtures and equipment | | 69,113 | | 67,285 |
| | | 463,880 | | 459,099 |
| Less accumulated depreciation | | 116,457 | _ | 94,137 |
| Net Property and Equipment | \$ | 347,423 | \$_ | 364,962 |

Note 6 - Grants:

Grants authorized but unpaid as of year end are reported as liabilities. Grants to be paid in more than one year are discounted using a rate of 4%. The following is a summary of grants authorized and payable at December 31, 2007 and 2006:

| | _ | 2007 | | 2006 |
|-------------------------------------|----|---------|-----|--------|
| To be paid in less than one year | \$ | 64,050 | \$ | 53,700 |
| To be paid in one to five years | | 45,500 | | 45,850 |
| Gross unconditional grants payable | | 109,550 | | 99,550 |
| Less discounts to net present value | | 3,973 | | 3,973 |
| | | | | |
| Net Unconditional Grants Payable | \$ | 105,577 | _\$ | 95,577 |

Note 7 - **Deferred Revenue:**

The Foundation was a named beneficiary of the estate of a deceased donor. During the year ended December 31, 2007, the Foundation received a partial cash distribution in the amount of \$1,000,000 from that estate. At the time of distribution, the estate had not settled. As a result, the Foundation was required to sign a refunding agreement, requiring the Foundation to return all or a portion of the funds in the event the estate is not approved for settlement. As of the date of this report, settlement was still pending. As the distribution represents a conditional contribution, it is reported as deferred revenue on the statement of financial position.

Note 8 - Temporarily Restricted Net Assets:

Temporarily restricted net assets represent contributions, gifts and income from investments that are restricted based on time or purposes specified by the donor. At December 31, 2007 and 2006, temporarily restricted net assets are comprised as follows:

| | 2007 | 2006 |
|----------------------------------|--------------|-----------------|
| Vergason Trust | \$ 27,583 | \$ 25,241 |
| Pooled income funds, net | 130,381 | 122,536 |
| Lawrence P. and Marjory B. Smith | | |
| Charitable Remainder Trust | 1,718,534 | 1,605,175 |
| Pledges receivable - initiatives | 113,132 | 884,409 |
| Clement Trust | 20,717 | 23,875 |
| | | |
| | \$ 2,010,347 | \$ 2,661,236 |

Note 9 - **Permanently Restricted Net Assets:**

At December 31, 2007 and 2006, permanently restricted net assets consisted of the Dorothy L. Morgan Perpetual Trust. The balance in this trust as of December 31, 2007 and 2006, was \$4,248,570 and \$4,069,402, respectively.

Note 10 - Leases:

The Foundation leases the second, third and fourth floors of their building to three independent tenants with fixed monthly rental payments. The terms of these leases currently expire through December 2009. Income derived from these leases was \$27,600 and \$24,900 for the years ended December 31, 2007 and 2006, respectively.

The following is a schedule of minimum future rental income to be received under these operating leases as of December 31, 2007:

| 2008 | \$ 26,700 |
|------|--------------|
| 2009 | 6,300 |

Note 11 - Description of Functional Expense Categories:

Grants - The Foundation distributes grants from discretionary, donor advised and designated funds to organizations and projects that benefit the communities of East Lyme, Groton, Ledyard, Lyme, Montville, Stonington, North Stonington, Old Lyme, New London, Salem and Waterford. The Foundation's grant making strategy is intended to strengthen the capacity of local nonprofit organizations and the community as a whole. Grants are awarded across a broad range of fields.

Scholarships - The Foundation distributes scholarship awards from managed scholarship funds according to the criteria established by the donor. The Foundation also distributes scholarship awards from its own discretionary funds by committee. Recipients are primarily students graduating from high school who are planning to further their education, typically from East Lyme, Groton, Ledyard, Lyme, Montville, Stonington, North Stonington, Old Lyme, New London, Salem and Waterford.

General and Administrative - These functions are necessary to develop new donors and cultivate existing donors, to maintain and ensure an adequate working environment, to provide coordination and articulation of the Foundation's program strategy, and to ensure proper administrative functioning of the Board of Directors and management of the financial and budgetary responsibilities of the Foundation.

Note 12 - Uniform Prudent Management of Institutional Funds Act:

On October 1, 2007, the State of Connecticut enacted the Uniform Prudent Management of Institutional Funds Act (UPMIFA), which governs the management of endowment funds. A key provision of UPMIFA is the removal of the historic dollar value concept in preserving endowment principal.

Due to the Foundation's variance power, the effect of UPMIFA on the Foundation is not expected to be significant as it has no permanently restricted net assets other than those held in trust by others. However, a proposed accounting pronouncement which addresses the effects of UPMIFA, if enacted, will require enhanced endowment related disclosures for all entities with endowment funds.

BlumShapıro

Independent Auditors' Report on Supplementary Information

To the Board of Trustees The Community Foundation of Southeastern Connecticut, Inc.

Blum, Stapino + Company, P.C.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of general and administrative expenses for the year ended December 31, 2007 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole. The prior year summarized financial information for the year ended December 31, 2006 was derived from the Foundation's 2006 financial statements, and, in our report dated May 31, 2007, we expressed an unqualified opinion on those financial statements.

April 25, 2008

SCHEDULE OF GENERAL AND ADMINISTRATIVE EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 2007

(With Summarized Financial Information for the Year Ended December 31, 2006)

| | _ | 2007 | _ | 2006 |
|---------------------------------------------------------|-----|---------|-----|---------|
| Salaries | \$ | 242,182 | \$ | 220,587 |
| Employee benefits | | 33,529 | _ | 30,037 |
| Professional fees | | 28,426 | | 24,366 |
| Consulting | | 20,248 | | 37,500 |
| Payroll taxes | | 18,344 | | 16,883 |
| Software support | | 7,844 | | 5,706 |
| Repairs and maintenance | | 7,731 | | 6,442 |
| Bank fees | | 7,178 | | 1,459 |
| Utilities | | 6,974 | | 6,264 |
| Publications | | 5,770 | | 5,627 |
| Insurance | | 4,947 | | 4,567 |
| Mailings | | 3,490 | | 3,913 |
| Annual report | | 3,255 | | 3,690 |
| Office supplies | | 3,171 | | 3,641 |
| Parking | | 2,700 | | 2,466 |
| Equipment rental | | 2,550 | | 2,547 |
| Postage | | 2,540 | | 2,382 |
| Training and educational expenses | | 2,515 | | 4,358 |
| Telephone | | 2,399 | | 2,272 |
| Travel and meetings | | 2,250 | | 3,351 |
| Trustee meetings | | 2,008 | | 3,873 |
| Real estate taxes | | 1,846 | | 2,679 |
| Payroll processing fees | | 778 | | 716 |
| Donor development | | 776 | | 1,417 |
| Dues and subscriptions | | 723 | | 450 |
| Marketing | | 495 | | 5,355 |
| General and administrative expenses before depreciation | | 414,669 | | 402,548 |
| Depreciation | _ | 22,320 | _ | 18,832 |
| Total General and Administrative Expenses | \$_ | 436,989 | \$_ | 421,380 |