DECEMBER 31, 2005

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Report of Independent Accountants

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, 2005 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 2004 financial statements, and, in our report dated April 1, 2005, 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, 2005 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.

March 30, 2006

Blum, Stapins + Company, P.C.

STATEMENT OF FINANCIAL POSITION

DECEMBER 31, 2005

(With Summarized Financial Information as of December 31, 2004)

	_	2005	_	2004			
ASSETS							
Cash and cash equivalents	\$	86,330	\$	44,648			
Investments	·	20,186,174	·	19,207,806			
Contributions receivable, net		649,710		63,075			
Split-interest agreements:							
Pooled income fund		145,335		151,154			
Beneficial interest in perpetual trust		3,740,250		3,644,308			
Charitable trusts		1,056,387		1,006,223			
Charitable gift annuity		19,882		18,620			
Property and equipment, net		325,125		300,385			
Other assets	_	3,000	_	1,279			
Total Assets	\$_	26,212,193	\$	24,437,498			
LIABILITIES AND NET ASSETS							
Liabilities							
Grants payable	\$	44,512	\$	52,976			
Accounts payable		36,252		31,016			
Deferred revenue		9,000		9,000			
Liability under gift annuity		7,623		8,130			
Liability under split-interest agreements		31,473		35,050			
Total liabilities	_	128,860	_	136,172			
Net Assets							
Unrestricted:							
Board designated, capital		25,659		5,682			
Board designated, administrative endowment		769,542		730,681			
Undesignated		20,324,222	_	18,735,253			
Total unrestricted		21,119,423	_	19,471,616			
Temporarily restricted		214,888		233,999			
Permanently restricted		4,749,022	_	4,595,711			
Total net assets	_	26,083,333	_	24,301,326			
Total Liabilities and Net Assets	\$_	26,212,193	\$_	24,437,498			

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED DECEMBER 31, 2005

(With Summarized Financial Information for the Year Ended December 31, 2004)

	2005					2004		
	•	Unrestricted		Temporarily Restricted		Permanently Restricted	Total	Total
Revenues, Gains and Other Support								
Contributions	\$	1,775,391	\$	29,646	\$	-	\$ 1,805,037	\$ 1,346,281
Change in value of split-interest								
agreements		1,767		(9,467)		57,368	49,668	(58,433)
Change in value of perpetual trust Net realized and unrealized gains on		-		-		95,943	95,943	163,706
investments		1,080,267		-		-	1,080,267	1,272,564
Investment income		419,341		-		-	419,341	503,864
Special events, net		20,345		-		-	20,345	21,418
Rental income		21,500	_				21,500	18,480
		3,318,611		20,179		153,311	3,492,101	3,267,880
Less investment fees		128,598	_				128,598	114,223
Total support		3,190,013		20,179		153,311	3,363,503	3,153,657
Net assets released from purpose								
restrictions		39,290		(39,290)				
Total revenues, gains and								
other support		3,229,303	-	(19,111)		153,311	3,363,503	3,153,657
Expenses								
Program services:								
Grants		879,915		_		-	879,915	810,721
Scholarships		210,785		_		-	210,785	216,048
Other grant expenses		151,540	_				151,540	139,105
Total program services		1,242,240		-		-	1,242,240	1,165,874
Supporting services:								
General and administrative expenses		339,256	-				339,256	332,011
Total expenses	•	1,581,496					1,581,496	1,497,885
Increase (Decrease) in Net Assets		1,647,807		(19,111)		153,311	1,782,007	1,655,772
Net Assets - Beginning of Year		19,471,616		233,999		4,595,711	24,301,326	22,645,554
Net Assets - End of Year	\$	21,119,423	\$	214,888	\$	4,749,022	\$ 26,083,333	\$ 24,301,326

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2005

(With Summarized Financial Information for the Year Ended December 31, 2004)

	_	2005	_	2004
Cash Flows from Operating Activities				
Increase in net assets	\$	1,782,007	\$	1,655,772
Adjustments to reconcile increase in net assets to net cash		, ,		, ,
provided by (used in) operating activities:				
Depreciation		15,832		15,197
Net realized and unrealized gains on investments		(1,080,267)		(1,272,564)
Loss on disposal of assets		1,142		-
(Increase) decrease in operating assets:		,		
Contributions receivable		(626,743)		327,787
Charitable remainder trust		(50,165)		68,712
Pooled income fund		5,819		32,123
Charitable gift annuity		(1,262)		(1,737)
Beneficial interest in perpetual trust		(95,943)		(163,706)
Other assets		(1,721)		(1,279)
Increase (decrease) in operating liabilities:		(-,,)		(-,)
Accounts payable		5,235		(2,253)
Grants payable		(8,462)		5,220
Deferred revenue		-		9,000
Liability under split-interest agreements		(3,577)		(7,179)
Liability under charitable gift annuity		(507)		(191)
Net cash provided by (used in) operating activities	_	(58,612)	_	664,902
The cush provided by (used in) operating activities	_	(50,012)	_	001,702
Cash Flows from Investing Activities				
Proceeds from the sale of investments		243,575		5,136,461
Purchases of investments		(141,675)		(5,817,018)
Purchase of property and equipment		(41,714)		(1,960)
Net cash provided by (used in) investing activities	_	60,186	-	(682,517)
The cash provided by (asea in) investing activities	_	00,100	_	(002,017)
Cash Flows from Financing Activities				
Proceeds from contributions restricted for Women and Girls Fund		40,108		36,602
Net cash provided by financing activities	_	40,108	_	36,602
The cush provided by initiationing detivities	_	10,100	_	20,002
Net Increase in Cash and Cash Equivalents		41,682		18,987
Cash and Cash Equivalents - Beginning of Year	_	44,648	_	25,661
Cash and Cash Equivalents - End of Year	\$_	86,330	\$_	44,648

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. It promotes local philanthropy among the residents of eleven towns by building a permanent endowment to support programs offered by local nonprofit organizations. It 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, 2004, 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 provides 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.

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.

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. 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.

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.

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

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.

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).

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.

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.

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 2005 and 2004 are as follows:

	2005	2004
Endowed funds	5.14%	5.00%
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.

Functional Allocation of Expense - 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.

Reclassifications - Certain reclassifications have been made to the prior year's amounts to make them comparable with the current year's presentation.

Note 2 - Investments:

Investments consist of the following as of December 31, 2005 and 2004:

	2005	 2004
Cash equivalents	\$ 553,189	\$ 1,856,201
Common stocks	13,719,994	12,410,968
Fixed income	4,268,799	4,071,046
Other	1,644,192	 869,591
Total Investments	\$ 20,186,174	\$ 19,207,806

Note 3 - Contributions Receivable:

Contributions receivable consists of pledges receivable from numerous individuals for the "Women and Girls Fund" and "Let's Read Fund" initiatives and a bequest from an estate not yet received at year end.

Contributions receivable as of December 31, 2005 and 2004, are expected to be collected as follows:

	 2005	-	2004
Receivable in less than one year	\$ 622,179	\$	38,655
Receivable in one to five years	30,382		26,855
Receivable in more than five years	-		833
Total contributions receivable	652,561	_	66,343
Less discounts to net present value	 2,851	-	3,268
Net Contributions Receivable	\$ 649,710	\$	63,075

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 return in the statements of activities for the years ended December 31, 2005 and 2004, were \$166,355 and \$173,695, 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 permanently 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.

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 2005 and 2004.

Note 5 - **Property and Equipment:**

The following is a summary of property and equipment as of December 31, 2005 and 2004:

	2005			2004
Land, building and improvements	\$	335,158	\$	309,492
Furniture, fixtures and equipment		65,272		60,643
•	_	400,430		370,135
Less accumulated depreciation	_	75,305		69,750
Net Property and Equipment	\$ _	325,125	_ \$	300,385

Note 6 - 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, 2005 and 2004, temporarily restricted net assets are comprised as follows:

		2005		2004
Vergason Trust	\$	18,966	\$	21,395
Pooled income funds, net		113,841		116,104
Pledges receivable - initiatives		53,431		63,075
Clement Trust	_	28,650		33,425
	¢	21/1000	¢	222 000
	\$ _	214,888	_ ֆ _	233,999

Note 7 - Permanently Restricted Net Assets:

At December 31, 2005 and 2004, permanently restricted net assets consisted of the following:

	-	2005	 2004
Dorothy L. Morgan Perpetual Trust Lawrence P. and Marjory B. Smith	\$	3,740,250	\$ 3,644,308
Charitable Remainder Trust	-	1,008,772	 951,403
	\$	4,749,022	\$ 4,595,711

Note 8 - Leases:

The Foundation leases the second, third and fourth floors of the building to three independent tenants with fixed monthly rental payments. The terms of these leases currently expire through December 2008. Income derived from these leases was \$21,500 and \$18,480 for the years ended December 31, 2005 and 2004, respectively.

The following is a schedule of minimum future rental income to be received under these operating leases as of December 31, 2005:

2006	\$ 22,5	00
2007	18,0	00
2008	20,4	.00

Note 9 - Commitments:

As of December 31, 2005, the Foundation has conditional commitments to pay grants and scholarships of approximately \$62,000.

Note 10 - 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.

Fundraising, 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.

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Report of Independent Accountants on Supplementary Information

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

Blum, Shapino + Company, P.C.

Our audit was made 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, 2005 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, 2004 was derived from the Foundation's 2004 financial statements, and in our report dated April 1, 2005 we expressed an unqualified opinion on those financial statements.

March 30, 2006

SCHEDULE OF GENERAL AND ADMINISTRATIVE EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 2005

(With Summarized Financial Information for the Year Ended December 31, 2004)

	-	2005	_	2004
Salaries	\$	196,900	\$	196,944
Employee benefits	4	26,193	4	21,116
Payroll taxes		15,534		15,570
Professional fees		21,885		19,471
Consulting		6,500		2,655
Utilities		5,939		5,580
Software support		5,003		3,898
Insurance		4,977		4,705
Donor development		4,836		1,585
Repairs and maintenance		4,112		5,482
Travel and meetings		3,962		1,224
Annual report		3,649		4,161
Bank fees		3,219		2,484
Office supplies		2,944		2,693
Equipment rental		2,548		2,548
Real estate taxes		2,418		1,370
Postage		2,292		2,520
Telephone		2,276		2,916
Trustee meetings		2,065		1,530
Publications		1,670		6,749
Mailings		1,498		2,200
Parking		924		1,452
Training and educational expenses		845		1,668
Payroll processing fees		663		880
Dues and subscriptions		572		387
Other operating expenses		-		3,456
Marketing	_	-	_	1,570
General and administrative expenses before depreciation		323,424		316,814
Depreciation	_	15,832	_	15,197
Total General and Administrative Expenses	\$	339,256	\$_	332,011