FINANCIAL STATEMENTS DECEMBER 31, 2011

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of Children of Fallen Patriots Foundation

We have audited the accompanying statement of financial position of the Children of Fallen Patriots Foundation as of December 31, 2011, and the related statements of activities and changes in unrestricted net assets, 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.

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 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 Children of Fallen Patriots Foundation as of December 31, 2011, 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.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information contained in Schedule 1 is presented for the purpose of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Certified Public Accountants

Berden 94P

Jericho, New York July 30, 2012

STATEMENT OF FINANCIAL POSITION DECEMBER 31, 2011

ASSETS

Cash
Contributions receivable
Computer software, net of accumulated depreciation of \$18,869
TOTAL ASSETS
\$ 1,239,123
14,664

\$ 1,239,123

LIABILITIES AND UNRESTRICTED NET ASSETS

LIABILITIES

TOTAL LIABILITIES

COMMITMENTS AND CONTINGENCIES

TOTAL LIABILITIES AND UNRESTRICTED NET ASSETS \$\(\begin{array}{c} 1,253,787 \\ \end{array}\)

STATEMENT OF ACTIVITIES AND CHANGES IN UNRESTRICTED NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2011

SUPPORT AND REVENUE:

Special events, net of special event fundraising expenses of \$87,077 Contributions Interest income	\$ 1,570,769 281,462 2,593
TOTAL SUPPORT AND REVENUE	1,854,824
EXPENSES:	
Program services Management and general Fundraising expenses	1,347,319 77,405 223,713
TOTAL EXPENSES	1,648,437
INCREASE IN UNRESTRICTED NET ASSETS	206,387
UNRESTRICTED NET ASSETS - BEGINNING OF YEAR	1,047,400
UNRESTRICTED NET ASSETS - END OF YEAR	\$ <u>1,253,787</u>

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2011

CASH FLOWS FROM OPERATING ACTIVITIES:

Increase in unrestricted net assets	\$	206,387
Adjustments to reconcile change in net cash provided by operating activities:		
Bad debts		18,365
Changes in assets and liabilities: Decrease in contributions receivable (Decrease) in accounts payable	<u>-</u>	25,628 (5,224)
NET CASH PROVIDED BY OPERATING ACTIVITIES		245,156
CASH - BEGINNING OF YEAR	-	993,967
CASH - END OF YEAR	\$	1,239,123

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND PURPOSE

Children of Fallen Patriots Foundation (the "Foundation") is a not-for-profit organization incorporated under the laws of the State of Delaware on August 1, 2002. The Foundation was formed for the purpose of providing college scholarships and educational counseling to the children of military personnel who are killed in while on active duty.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Financial Statements

The accompanying financial statements of the Foundation have been prepared on the accrual basis of accounting. Net assets and activities of the Foundation are classified into three categories consisting of unrestricted net assets, temporarily restricted net assets and permanently restricted net assets, based upon the existence or absence of donor-imposed restrictions. The Foundation has not received any contributions with donor-imposed restrictions that would result in temporarily or permanently restricted net assets.

(b) Support

Contributions received are measured at their fair values on the date of donation. Unless explicit donor stipulations specify how the donated assets must be used, contributions are reported as increases in unrestricted net assets.

If explicit donor stipulations are met in the same year as the restricted contributions are received, contributions are reported as unrestricted support in the year received. Generally, services provided to the Foundation by board members and their affiliates, for management and general functions, are not reflected in the accompanying financial statements.

Contributions receivable represent tickets for fundraising events which remained unpaid at year end.

(c) Income Taxes

The Foundation is exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code, and is classified as a publicly supported organization, which allows for the maximum charitable contribution deduction by donors.

(continued)

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting principles generally accepted in the United States of America require Management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Management has analyzed the tax positions taken by the Foundation, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Foundation is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management believes it is no longer subject to income tax examinations for years prior to 2007.

(d) Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies, if any, at the date of the financial statements, and revenue and expenses during the reporting period. Actual results could differ from those estimates.

(e) Subsequent Events

The Foundation has evaluated subsequent events after the date of the statement of financial position through July 30, 2012, the date that the financial statements were available to be issued.

NOTE 3 - RISKS AND UNCERTAINTIES

At various times throughout the year, the Foundation had, on deposit in banks, amounts in excess of FDIC insurance limits. The Foundation has not experienced any losses in such accounts and the Board of Directors believe it is not exposed to any significant credit risk.

NOTE 4 - RELATED PARTY TRANSACTIONS

For the year ended December 31, 2011, contributions include \$246,691 donated to the Foundation by members of the Board of Directors. This amount is in excess of management and general expenses.

NOTES TO FINANCIAL STATEMENTS

NOTE 5 - ALLOCATION OF CERTAIN EXPENSES

The Foundation conducts activities that include fund-raising events as well as program services. The costs of providing the various programs, fund-raising and other activities have been summarized on a functional basis in the schedule of functional expenses. Accordingly certain costs have been allocated by management, based primarily upon estimated usage and actual expenditure. For the year ended December 31, 2011, these activities consisted of computer consulting in the amount of \$951, and postage expense in the amount of \$4,027, which were allocated between management and general, and program services. Other consulting services in the amount of \$112,455 were allocated between program services, management and general, and fund-raising expenses.



FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2011

	_	TOTAL		ROGRAM ERVICES	MANAGE AND GEN			TUND- AISING
Tuition	\$	1,060,796	\$	1,060,796	\$ -		\$	5
Other educational services	•	226,396		226,396				a
Consulting		112,455		29,271		57,688		25,496
Other special event expenses		78,107		2	120			78,107
Video		40,300		÷				40,300
Printing		23,088		-	E=1			23,088
Books		27,353		27,353	-			æ:
Merchant processing fees		19,442		2	12			19,442
Bad debts		18,365		=	(-			18,365
Accounting		9,216		=		9,216		E-0.5
Fundraising expense		6,268		≅	X=			6,268
Advertising and promotion		5,115		8	-			5,115
Telephone and internet		4,431		=	1.00			4,431
Postage		4,027		2,641	:**			1,386
Miscellaneous expenses		3,633		<u>=</u>		3,633		(11 0)
Professional Fees		1,878		-		1,878		-
Brokerage fees		1,405		*	(. =)			1,405
Annual filing fees		1,376		#		1,376		-
Travel		1,088		₩.		1,088		
Bank fees		1,026		=		1,026		-
Computer consulting		951		683		268		•
Software		630		<u>u</u>		630		300
Bookkeeping		320		z.		320		•
Credit card fees		310		æ	*			310
Transportation		179		179	2			See 5
Conferences		150		<u> </u>		150		*
Supplies		77		=		77		5775
Office equipment	-	55	(-	55	-	<u>(#)</u>
	\$_	1,648,437	\$_	1,347,319	\$	77,405	\$	223,713

The accompanying notes to financial statements and independent auditors' report should be read in conjunction with this supplementary schedule.