GILDA'S CLUB NASHVILLE

FINANCIAL STATEMENTS

AND

REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

DECEMBER 31, 2006 AND 2005

FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

<u>DECEMBER 31, 2006 AND 2005</u>

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Certified Public Accountants

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors Gilda's Club Nashville Nashville, Tennessee

We have audited the accompanying statement of financial position of Gilda's Club Nashville (the "Agency") as of December 31, 2006, and the related statements of activities, cash flows and functional expenses for the year then ended. These financial statements are the responsibility of the Agency's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of Gilda's Club Nashville as of December 31, 2005, were audited by other auditors whose report dated June 5, 2006, expressed an unqualified opinion on those statements.

We conducted our audit of the 2006 financial statements 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 2006 financial statements referred to above present fairly, in all material respects, the financial position of Gilda's Club Nashville as of December 31, 2006, 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.

7 Sept a longroup, PLEC

Nashville, Tennessee September 15, 2007

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2006 AND 2005

	***************************************	2006		2005
ASSETS				
Cash and cash equivalents	\$	1,184,604	\$	406,506
Prepaid expenses		4,740		14,750
Property and equipment - at cost, less accumulated depreciation - Note 3		2,657,629		3,320
Assets restricted for capital campaign:		, ,		,
Cash and cash equivalents		-		191,265
Contributions receivable, net - Note 2		1,420,780		1,583,566
	-			
TOTAL ASSETS	\$	5,267,753	<u>\$</u>	2,199,407
LIABILITIES				
Accounts payable and accrued expenses	æ	100 774	Ф	0.454
Obligation under line of credit - Note 4	\$	120,774	\$	9,454
Note payable - Note 5		800,000		-
Note payable - Note 5		389,900		
TOTAL LIABILITIES		1,310,674	***************************************	9,454
LEASES - Note 6				
NET ASSETS				
Unrestricted				
Board designated - long-term stability fund - Note 2		210,173		153,266
Board designated - property and equipment, less related debt		1,467,729		3,320
Undesignated		1,386,686		255,176
Ondongmutou .				
Total unrestricted		3,064,588		411,762
Temporarily restricted - Note 7		892,491		1,778,191
TOTAL NET ASSETS		3,957,079		2,189,953
TOTAL LIABILITIES AND NET ASSETS	\$	5,267,753	\$	2,199,407

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

	2006				
	Temporarily				
	Unrestricte	<u>d</u>	Restricted		Totals
SUPPORT AND REVENUE					
Public support:					
Individuals and corporate gifts and grants	\$ 264,4	473	\$ 18,000	\$	282,473
Special events	174,9	951	-		174,951
Less: direct benefits to donors	(13,9	976)	-		(13,976)
Annual campaign	38,2	237	-		38,237
Capital campaign		-	1,872,906		1,872,906
Interest income	18,	782	-		18,782
Net assets released in satisfaction of purpose restrictions	2,776,0	506	(2,776,606)		-
TOTAL SUPPORT AND REVENUE	3,259,0	073	(885,700)		2,373,373
EXPENSES					
Program services	338,	348	-		338,348
Supporting services:					
Management and general	48,	527	-		48,527
Fundraising:					
Operations	62,	747	-		62,747
Capital campaign	156,	<u>625</u>			156,625
TOTAL EXPENSES	606,	247			606,247
CHANGE IN NET ASSETS	2,652,	826	(885,700)		1,767,126
NET ASSETS - BEGINNING OF YEAR	411,	762	1,778,191		2,189,953
NET ASSETS - END OF YEAR	\$ 3,064,	588	\$ 892,491	\$	3,957,079

The accompanying notes are an integral part of these financial statements.

		2005		
	Τe	emporarily		
Unrestricte	Unrestricted Restricted			Totals
\$ 212,1	43 \$	47,994	\$	260,137
154,9	11	-		154,911
(12,2	15)	-		(12,215)
36,3	90	-		36,390
	-	1,859,290		1,859,290
10,9		-		10,982
167,0	<u>69</u>	(167,069)		-
569,2	80	1,740,215		2,309,495
386,7	94	-		386,794
55,3	08	-		55,308
32,7	08	-		32,708
71,8	82	_		71,882
546,6	92	<u>-</u>	-	546,692
22,5	88	1,740,215		1,762,803
389,1	<u>74</u>	37,976		427,150

<u>\$ 411,762</u> <u>\$ 1,778,191</u> <u>\$ 2,189,953</u>

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES Change in net assets Adjustments to reconcile change in net assets to net cash used in	\$ 1,767,126	\$ 1,762,803
operating activities: Depreciation Noncash contribution of building renovation costs	1,895 (373,650)	2,671
Restricted contributions for capital campaign (Increase) decrease in:	(1,499,256)	(1,859,290)
Prepaid expenses Increase (decrease) in:	10,010	(5,000)
Accounts payable and accrued expenses	15,898	2,012
TOTAL ADJUSTMENTS	(1,845,103)	(1,859,607)
NET CASH USED IN OPERATING ACTIVITIES	(77,977)	(96,804)
CASH FLOWS FROM INVESTING ACTIVITIES Additions to property and equipment	(2,187,132)	
NET CASH USED IN INVESTING ACTIVITIES	(2,187,132)	_
CASH FLOWS FROM FINANCING ACTIVITIES Capital campaign contributions collected Net borrowings (payments) on line of credit Proceeds from long-term borrowings Principal payments on long-term borrowings	1,662,042 800,000 1,140,000 (750,100)	275,724
NET CASH PROVIDED BY FINANCING ACTIVITIES	2,851,942	275,724
NET INCREASE IN CASH AND CASH EQUIVALENTS	586,833	178,920
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	597,771	418,851
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 1,184,604	\$ 597,771
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES: Accounts payable for construction in progress	\$ 95,422	<u>\$</u>

STATEMENTS OF FUNCTIONAL EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

2006

	SUPPORTING SERVICES					
		MANAGEMENT		RAISING		
		AND		CAPITAL		
	PROGRAM SERVICES	GENERAL	OPERATIONS	CAMPAIGN	TOTALS	
Salaries	\$ 137,668	\$ 28,805	\$ 24,178	\$ 71,746	\$ 262,397	
Payroll taxes and benefits	28,396	3,768	3,950	13,590	49,704	
Contract labor	10,773	60	73	<u> </u>	10,906	
TOTAL SALARIES AND						
RELATED EXPENSES	176,837	32,633	28,201	85,336	323,007	
Annual campaign expense	-	-	3,611	-	3,611	
Bank charges	-	490	-	-	490	
Business taxes and licenses	3,617	837	1,016	-	5,470	
Credit card fees	-	2,681	-	-	2,681	
Dining expense	21	21	-	-	42	
Dues and memberships	556	21	21	-	598	
Equipment lease	572	32	32	-	636	
Food and beverage	2,217	294	2	-	2,513	
Gifts and promotions	-	134	-	-	134	
Gildagram newsletter expenses	7,425	8	817	-	8,250	
Insurance	10,419	573	474	2,030	13,496	
Management information assistance	247	14	14	-	275	
Meetings and workshops	601	-	=	_	601	
Moving and storage	-	-	_	4,798	4,798	
Outreach	4,218	=	-	· -	4,218	
Postage	4,710	252	243	-	5,205	
Printing	6,355	121	359	_	6,835	
Professional fees and services	2,922	6,692	2,919	_	12,533	
Rent	61,327	2,658	2,658	_	66,643	
Repairs and maintenance	1,411	37	37	_	1,485	
Seminars and conferences	3,473	159	211	_	3,843	
Supplies	4,528	208	59	60,580	65,375	
Telephone	4,841	269	269	1,316	6,695	
Travel	71	58		-,510	129	
Utilities	4,314	240	240	2,565	7,359	
Special events expense	.,5.1 1		35,256	2,505	35,256	
Expenses related to proposed new clubhouse -					22,223	
rent - Note 6	36,150				36,150	
TOTAL EXPENSES						
BEFORE DEPRECIATION	336,832	48,432	76,439	156,625	618,328	
Depreciation	1,516	95	284	_	1,895	
TOTAL EXPENSES	338,348	48,527	76,723	156,625	620,223	
Less expenses netted against revenues on the statement of activities - direct benefits to donors			(13,976)	-	(13,976)	
TOTAL EXPENSES REPORTED UNDER PROGRAM SERVICES AND SUPPORTING SERVICES	<u>\$ 338,348</u>	\$ 48,527	\$ 62,747	<u>\$ 156,625</u>	\$ 606,247	

The accompanying notes are an integral part of these financial statements.

	MANAGEMENT	JPPORTING SERVIC FUNDE	FUNDRAISING		
	AND	TONDI	CAPITAL	-	
PROGRAM SERVICES	GENERAL	OPERATIONS	CAMPAIGN	TOTALG	
FROORAINI SERVICES	UENERAL	<u>OPERATIONS</u>	CAMPAIGN	TOTALS	
\$ 142,829	\$ 31,257	\$ 8,115	\$ 24,397	\$ 206,598	
27,062	5,884	1,566	4,707	39,219	
12,323	103	103	4,707	12,529	
12,323		103		12,32)	
182,214	37,244	9,784	29,104	258,346	
_	_	4,222		4,222	
_	116	4,222	-		
260		-	-	116	
260	270	-	-	530	
-	3,054	-	-	3,054	
-	-	-	-	-	
647	23	23	-	693	
-	-	- '	-	-	
2,427	429	126	-	2,982	
1,386	119	1	-	1,506	
6,595	-	733	-	7,328	
11,327	1,818	513	-	13,658	
192	11	11	-	214	
2,733	16	16	363	3,128	
-	-	-	-	-	
6,841	-	-	-	6,841	
4,645	264	260	-	5,169	
5,192	113	113	700	6,118	
2,334	6,156	2,333	41,109	51,932	
79,786	4,433	4,432	· -	88,651	
2,495	169	69	-	2,733	
4,005	400	400	_	4,805	
10,407	28	179	606	11,220	
4,848	262	262	000	5,372	
10	7	7	_	24	
4,424	242	246	-	4,912	
4,424	242	20,793	_	20,793	
_	_	20,773	_	20,773	
51,889	_		-	51,889	
384,657	55,174	44,523	71,882	556,236	
2,137	134	400	-	2,671	
			71 000		
386,794	55,308	44,923	71,882	558,907	
	-	(12,215)		(12,215)	
\$ 386,794	\$ 55,308	\$ 32,708	\$ 71,882	\$ 546,692	

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2006 AND 2005

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>General</u>

Gilda's Club Nashville (the "Agency") was organized in 1995 as a Tennessee not-for-profit corporation. The Agency provides a unique environment, free of charge, where people living with cancer, their families and friends, can join together with others in building social and emotional support as a supplement to regular medical care.

Basis of presentation

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

Resources are classified as unrestricted, temporarily restricted or permanently restricted net assets, based on the existence or absence of donor-imposed restrictions, as follows:

- Unrestricted net assets are free of donor-imposed restrictions. All revenues, gains and losses that are not temporarily or permanently restricted by donors are included in this classification. All expenditures are reported in the unrestricted class of net assets, since the use of restricted contributions in accordance with the donors' stipulations results in the release of the restriction.
- Temporarily restricted net assets are limited as to use by donor-imposed restrictions that expire with the passage of time or that can be satisfied by use for the specific purpose.
- Permanently restricted net assets are amounts required by donors to be held in perpetuity, including gifts requiring in perpetuity that the principal be invested and the income or specific portions thereof be used for operations. The Agency had no permanently restricted net assets as of December 31, 2006 or 2005.

Contributions and support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are restricted by the donor for future periods or for specific purposes are reported as temporarily or permanently restricted support that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the Statement of Activities as net assets released from restrictions.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions and support (continued)

Noncash gifts of equipment or materials are reported at fair value as unrestricted support, unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used or funds restricted for the acquisition of long-lived assets are reported as restricted support. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

Cash and cash equivalents

Cash and cash equivalents include highly liquid instruments with original maturities when acquired of three months or less. For purposes of the Statement of Cash Flows, balances restricted for the capital campaign are combined with operating accounts.

Contributions receivable

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discount on these amounts is computed using a risk-free interest rate applicable to the year in which the promise is received (4.88% and 4.33% in 2006 and 2005, respectively). Amortization of the discount is recognized on the interest method over the term of the gift and included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met.

An allowance for uncollectible amounts has not been provided on contributions receivable since, in management's opinion, the receivable amounts are fully collectible, based on the makeup of the receivables balance.

Property and equipment and depreciation

Property and equipment are reported at cost at the date of purchase, at fair value at the date of gift if the value is readily determinable, or other reasonable basis, as determined by the Board of Directors, if cost is unknown. Depreciation is calculated by the straight-line method, down to the estimated salvage value of the assets, over their estimated useful lives, which range 5 years for computers and related equipment and 7 years for furniture.

The Agency purchased a new clubhouse during 2006 and began subsequent renovations. The costs associated with this project have been capitalized as construction in progress. At December 31, 2006, the clubhouse has not been placed in service and, therefore, has not been depreciated.

For the year ended December 31, 2006, the Agency paid approximately \$58,000 of interest expense, all of which was capitalized as construction in progress.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

The Agency qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, income taxes are not provided.

Accrued employee leave

Compensated absences expense is accrued for vacation days earned by employees that will be paid in the future. Eligible employees earn vacation days based on length of service and anniversary date. Unused vacation days cannot be carried over.

Donated goods and services

Donated goods are recorded as gifts in the period received at fair value, if there is an objective and measurable basis for determining such value.

Donated services are recognized if they create or enhance non-financial assets or the donated service requires specialized skills, was performed by the donor who possesses such skills, and would have been purchased by the Agency if not provided by the donor. Such services are recognized at fair value as support and expense in the period the services are performed.

Donated goods and services recognized amounted to approximately \$400,000 in 2006 (\$27,000 in 2005).

In addition, during 2006 and 2005, a substantial number of unpaid volunteers contributed approximately 3,000 and 5,000 hours, respectively, of their time to the Agency's program and supporting services. The value of this contributed time is not reflected in these statements since it is not susceptible to objective measurement or valuation.

Use of estimates in the preparation of financial statements

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 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.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program and supporting services

The following functional expense classifications are included in the accompanying financial statements:

<u>Program services</u> - consist of activities relating to support and networking groups, lectures, workshops and social events in a nonresidential home-like setting (clubhouse facility), provided free of charge to adults and children living with cancer, and to their families and friends.

<u>Management and general</u> - relates to the overall direction of the organization. These expenses are not identifiable with a particular program or with fundraising, but are indispensable to the conduct of those activities and are essential to the organization. Specific activities include organization oversight, business management, recordkeeping, budgeting, financing, and other administrative activities.

<u>Fundraising</u> - includes costs of activities directed toward appeals for financial support, including special events. Other activities include the cost of solicitations and creation and distribution of fundraising materials. Fundraising expenses related to the capital campaign are reported separately.

<u>Capital campaign</u> - includes costs of solicitations for the capital campaign specifically related to acquisition of a new clubhouse, renovation of the building, funding the first year's operating expenses and certain other costs related to the new facility, and establishment of an endowment fund.

Allocation of functional expenses

Expenses that can be directly attributed to a particular function are charged to that function. Certain costs have been allocated among more than one program or activity based on objectively evaluated financial and nonfinancial data or reasonable subjective methods determined by management.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 2 - CONTRIBUTIONS RECEIVABLE

In 2003, the Agency received a pledge of \$25,000 per year for four years, which was conditioned upon the receipt of matching gifts from other donors. All four years' pledges and corresponding matching gifts were received in 2006, 2005, 2004 and 2003, for a total of \$200,000. These amounts and the related investment earnings have been designated by the Agency's Board of Directors as a long-term stability fund.

Contributions receivable consist of the following at December 31:

	2006	2005
Temporarily restricted:		
Less than one year	\$ 485,300	\$ 323,500
One to five years	1,012,900	1,394,800
·	1,498,200	1,718,300
Less discount to net present value	(77,420)	(134,734)
Total	\$1,420,780	\$1,583,566

During 2005, the Agency began a capital campaign for the purpose of acquiring a new clubhouse facility, funding the first year's operating expenses and certain other costs related to the new facility, and starting an endowment fund. The new facility was acquired in March 2006 (see Note 6.)

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31:

	2006		2005
Construction in progress - new clubhouse facility Furniture and equipment	\$2,605,214 <u>75,096</u> 2,680,310	\$	50,557 50,557
Less accumulated depreciation	22,681	*********	47,237
	\$2,657,629	\$	3,320

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 4 - LINE OF CREDIT

The Agency maintains an \$800,000 revolving credit loan facility with Nashville Bank & Trust Company which bears interest at the published 30-day LIBOR rate, plus 2.5% (currently 7.85%). The line matured on April 18, 2007, and was renewed for \$650,000 at the same terms through April 18, 2008. There was a balance of \$800,000 outstanding on the line at December 31, 2006. The loan is secured by the Agency's real estate and contributions receivable.

NOTE 5 - NOTE PAYABLE

Notes payable consisted of the following at December 31:

		2006		2005
Mortgage note payable to bank, maturing March 7, 2011; interest payable monthly at the rate of LIBOR plus 2.5% (currently 7.85%), collateralized by real estate and contributions receivable	<u>\$</u>	389,900	<u>\$</u>	_

NOTE 6 - LEASES

The Agency previously leased its clubhouse facility under an operating lease that required monthly rental payments of \$4,831 through July 2005, and provided for two one-year renewal options. In August 2005, the Agency exercised a one-year renewal option requiring monthly rental payments of \$6,349 through July 2006. In conjunction with this renewal, the Agency was required to pay an additional \$20,000 for retroactive consumer price index (CPI) increases. Beginning August 2006, the Agency had a month-to-month lease through September 2006, at which time it moved to temporary quarters until the new facility was completed in January 2007. Total rent expense incurred under the lease, including the additional CPI charges, amounted to \$66,643 in 2006 (\$86,851 in 2005).

Donated rental space for October through December 2006 was \$13,500, which has been recognized as support and expense in 2006.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 6 - LEASES (CONTINUED)

In March 2006, the Agency purchased the property for its new facility and clubhouse from a related limited liability company. The limited liability company is owned by one current Board member, one prior Board member and an unrelated party. The Agency paid \$36,150 and \$51,889 rent on this property prior to the acquisition in 2006 and 2005, respectively. Such costs are reported as program services in the Statement of Functional Expenses. The Agency's acquisition price for the property was \$1,236,000, which was the same price paid for the property by the related party in February 2005.

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consisted of the following at December 31:

	*********	2006	2005
Next year's operations	\$	4,500	\$ 3,360
Contributions restricted for capital campaign		887,991	1,774,831
	<u>\$</u>	892,491	\$ 1,778,191

NOTE 8 - CONCENTRATIONS OF CREDIT RISK

The Agency maintains cash balances and money market accounts at several financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation or the Security Investors Protection Corporation up to \$100,000 and \$500,000, respectively. From time to time throughout the year, the Agency's bank accounts exceeded FDIC and SIPC insurance limits. Management considers this to be a normal business risk.

Contributions receivable consist of individual and corporate contribution pledges. At December 31, 2006, contributions from one donor amounted to 13%, of total support and revenues. At December 31, 2005 contributions from three donors amounted to 43%, 13% and 11%, respectively, of total support and revenues. Contributions receivable from two donors (three donors in 2005) amounted to \$800,000 (53%) and \$1,450,000 (84%) of total contributions receivable (before the present value discount) at December 31, 2006 and 2005, respectively.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 9 - ENDOWMENT FUND IN TRUST

Gilda's Club Nashville is the named beneficiary of an endowment fund held in trust by the Community Foundation of Middle Tennessee. The endowment fund was created by numerous individual contributors and continues to receive annual donations from individuals. Earnings on this fund are for general operations and programs of the Agency. Total funds held in the trust, which are excluded from the assets of the Agency, amounted to \$12,774 at December 31, 2006 (\$11,122 in 2005).