NASHVILLE, TENNESSEE

FINANCIAL STATEMENTS,
ADDITIONAL INFORMATION
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2006 AND 2005

NASHVILLE, TENNESSEE

FINANCIAL STATEMENTS, ADDITIONAL INFORMATION AND INDEPENDENT AUDITORS' REPORT

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Belcourt Yes! Inc. Nashville, Tennessee

We have audited the accompanying statements of financial position of Belcourt Yes! Inc., a Tennessee not-for-profit corporation (the "Belcourt"), as of December 31, 2006 and 2005, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Belcourt's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 audits provide 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 Belcourt Yes! Inc. as of December 31, 2006 and 2005, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the above-mentioned financial statements taken as a whole. The accompanying additional information on page 13 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has been subjected to the auditing procedures applied in the audits of the financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the financial statements taken as a whole.

Graff CPAS PLLC

Nashville, Tennessee September 17, 2007

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2006 AND 2005

	2006	2005		
ASSETS				
Cash and cash equivalents	\$ 101,864	\$ 69,462		
Investments - Note 3	20,888	·		
Accounts receivable	2,487	4,321		
Grants receivable	31,458	18,938		
Inventory	4,578	3,842		
Prepaid expenses	4,867	4,223		
Property and equipment, net - Note 5	97,815	111,465		
Capital campaign assets:				
Cash and cash equivalents	156,000	-		
Investments - Note 3	101,225	-		
Contributions receivable, net - Note 4	27,785	-		
TOTAL ASSETS	\$ 548,967	\$ 212,251		
LIABILITIES				
Accounts payable and accrued expenses	\$ 63,808	\$ 31,648		
Future box office sales and deposits	5,672	18,409		
Capital campaign refundable advances - Note 4	200,627	-		
Other current liabilities	2,103	905		
TOTAL LIABILITIES	272,210	50,962		
COMMITMENTS - Note 6				
NET ASSETS				
Unrestricted:				
Designated for property and equipment	97,815	111,465		
Undesignated	85,044	32,376		
Total unrestricted	182,859	143,841		
Temporarily restricted - Note 9	93,898	17,448		
TOTAL NET ASSETS	276,757	161,289		
TOTAL LIABILITIES AND NET ASSETS	\$ 548,967	\$ 212,251		

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

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

	2006				
	Unrestricted	Temporarily Restricted	Total		
OPERATING REVENUES Box office sales Concession sales Facility rental income	\$ 278,815 179,965 145,361	\$ -	\$ 278,815 179,965 145,361		
TOTAL OPERATING REVENUES	604,141	_	604,141		
PROGRAM SERVICES - OPERATING COSTS AND EXPENSES Theatre Concession	558,296 108,222		558,296 108,222		
TOTAL PROGRAM SERVICES - OPERATING COSTS AND EXPENSES	666,518		666,518		
LOSS FROM OPERATIONS	(62,377)		(62,377)		
PUBLIC SUPPORT AND OTHER REVENUES Contributions, net of present value discount Grants Fundraising events and sponsorships Miscellaneous Net assets released from restrictions	44,110 61,288 85,153 3,166 18,750	83,785 11,415 - (18,750)	127,895 72,703 85,153 3,166		
TOTAL PUBLIC SUPPORT AND REVENUES	212,467	76,450	288,917		
SUPPORTING SERVICES Management and general Fundraising expenses	76,022 35,050	- -	76,022 35,050		
TOTAL SUPPORTING SERVICES	111,072		111,072		
CHANGE IN NET ASSETS	39,018	76,450	115,468		
NET ASSETS - BEGINNING OF YEAR	143,841	17,448	161,289		
NET ASSETS - END OF YEAR	\$ 182,859	\$ 93,898	\$ 276,757		

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

2005	
empora	1
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Management		T	mnororily		
T T.	nrestricted		emporarily Restricted		Total
	irestricted		cestricted		Total
\$	206,420	\$	_	\$	206,420
-	124,617	_	_	•	124,617
	112,901		-		112,901
	443,938		-		443,938
	467,058		_		467,058
	87,849		- -		87,849
	07,047	_			07,012
	554,907		-		554,907
	(110,969)		_		(110,969)
	44,973		-		44,973
	67,698		7,300		74,998
	81,183		10,000		91,183
	(845)		-		(845)
	40,550		(40,550)		_
	233,559		(23,250)		210,309
	69,636		_		69,636
	34,047		-		34,047
	103,683		_		103,683
	18,907		(23,250)		(4,343)
	124,934		40,698		165,632
\$	143,841	\$	17,448	\$	161,289

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

	2006			2005	
OPERATING ACTIVITIES					
Change in net assets	\$	115,468	\$	(4,343)	
Adjustments to reconcile change in net assets to net cash provided by operating activities:	Wild Control		-		
Depreciation		20,455		20,672	
Non-cash contribution of investments		(25,783)		· -	
Unrealized gains on investments		(722)		-	
Contributions for capital campaign, net of discount		(83,785)		-	
(Increase) decrease in:					
Accounts receivable		1,834		926	
Grants receivable		(12,520)		(14,873)	
Inventory		(736)		(1,302)	
Prepaid expenses		(644)		13,591	
Increase (decrease) in:					
Accounts payable and accrued expenses		32,160		(6,648)	
Future box office sales and deposits		(12,737)		17,550	
Other current liabilities		1,198		905	
TOTAL ADJUSTMENTS		(81,280)	***************************************	30,821	
NET CASH PROVIDED BY OPERATING ACTIVITIES		34,188	***************************************	26,478	
INVESTING ACTIVITIES					
Proceeds from sale of investments		5,019		-	
Purchases of property and equipment		(6,805)		(18,832)	
NET CASH USED IN INVESTING ACTIVITIES		(1,786)		(18,832)	
FINANCING ACTIVITIES		5 6.000			
Conitations for capital campaign		56,000 100,000		-	
Capital campaign refundable advances		100,000			
NET CASH PROVIDED BY FINANCING ACTIVITIES		156,000		_	
INCREASE IN CASH AND CASH EQUIVALENTS		188,402		7,646	
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR		69,462		61,816	
CASH AND CASH EQUIVALENTS - END OF YEAR	\$	257,864	\$	69,462	
NON-CASH INVESTING AND FINANCING ACTIVITIES Non-cash conditional contribution of investments, treated as					
Non-cash conditional contribution of investments, treated as capital campaign refundable advance	<u>\$</u>	100,627	\$	_	

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

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2006 AND 2005

NOTE 1 - GENERAL

Belcourt Yes! Inc. (the "Belcourt") is a Tennessee not-for-profit corporation chartered in February 1999. The Belcourt was organized to preserve and operate the Belcourt Theatre, built in 1925, in its historical role as a home for film, theatre, music and community events. The Belcourt receives operating revenues from ticket sales, facility rentals and membership fees, and public support funding from state and local government grants, foundation and private contributions, and special events.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements present the financial position and operations of Belcourt Yes! Inc. on the accrual basis of accounting in conformity 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. Belcourt had no permanently restricted net assets as of December 31, 2006 or 2005.

Cash and Cash Equivalents

Cash and cash equivalents consist principally of checking account balances, and are classified either as operating funds or capital campaign assets. Such amounts are combined for purposes of the statement of cash flows.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments

Investments are stated at market value. Interest and dividend income, as well as realized and unrealized gains and losses, are accounted for in accordance with donor restrictions (temporarily restricted) or, in the absence of specific donor restrictions, as unrestricted. Donated securities are recorded as contribution revenue based on the market value of the securities at the date of gift.

<u>Inventory</u>

Inventory is reported in the accompanying statement of financial position at cost. Inventory consists of concession items including candy, popcorn, soft drinks, alcoholic beverages, and miscellaneous other items.

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 designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted 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. However, if a restriction is fulfilled in the same period in which the contribution is received, the support is reported as unrestricted.

The Belcourt reports gifts of equipment or materials 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 cash or other assets that must be used to acquire 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.

Promises to Give

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their estimated 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 those amounts is computed using the risk-free interest rate applicable to the year in which the promise is received (4.74% in 2006). 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. Advance receipts of conditional promises for which the conditions have not been met are classified initially as refundable advances under liabilities.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are stated at cost at the date of purchase, or fair value at the date of gift, if the value is determinable, or other reasonable basis, if cost is unknown. Depreciation is calculated by the straight-line method to allocate the cost of depreciable assets, as so determined, to operations over estimated useful lives of five to ten years for equipment and furniture and fifteen years for leasehold improvements.

In-Kind Contributions

Donated facilities and materials 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 nonfinancial assets or the donated service requires specialized skills, was performed by a donor who possesses such skills, and would have been purchased by the Belcourt if not donated. Such services are recognized at fair value as support and expense in the period the services are performed.

A number of unpaid volunteers have made significant contributions of their time to assist the Belcourt in implementing various programs and exhibits. The value of contributed time is not reflected in these statements since it is not susceptible to objective measurement or valuation.

Grant Revenues

Grants are recognized as revenue in the period a liability is incurred for eligible expenditures under the terms of the grant. Grant funds received prior to expenditure are recorded initially as a liability and recognized as revenue in the period the conditions for recognition are met.

Program and Supporting Services

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

<u>Program services</u> - includes the operation of two separate theatres with a total seating capacity of approximately 750. Activities surrounding the theatres include providing films, an entertainment venue, and rental of the facility for lecture series, meetings, seminars and other events. There is a focus to serve the Latin-American, Indian and other under-served local communities.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Program and Supporting Services (continued)

Supporting services

<u>Management and general</u> - relates to the overall direction of the organization. These expenses are not identifiable with a particular program or event 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> - relates to activities directed toward appeals for financial support, including special events. Other activities include the cost of solicitations and creation and distribution of fundraising materials.

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.

Income Taxes

The Belcourt is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. Accordingly, federal income taxes are not provided for in the accompanying financial statements.

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.

Reclassification

Certain prior year amounts have been reclassified in order to be comparative with the current year presentation

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 3 - INVESTMENTS

Investments consisted of the following at December 31:

	20	06	2005		
	Market Cost		Market	Cost	
Operating investments:					
Marketable equity securities	\$ 20,888	\$ 20,764	\$	\$	
Capital campaign investments:					
Marketable equity securities	<u>\$ 101,225</u>	\$ 100,627	<u> </u>	\$ -	

Investment income for the year ended December 31, 2006 consists of \$722 unrealized gains, which are included in miscellaneous other revenues (\$0 in 2005).

NOTE 4 - CONTRIBUTIONS RECEIVABLE

Contributions receivable relate entirely to the capital campaign, and consisted of the following at December 31:

				2005
Temporarily restricted:				
Due in less than one year	\$	5,000	\$	-
Due in one to five years		25,000		
		30,000		_
Less: Discount to present value		(2,215)		
Total	\$	27,785	\$	-

In December 2006, the Belcourt received cash or investments from two conditional contributions. The cash contribution, in the amount of \$100,000, was from the spouse of a Board member. The other contribution was a gift of marketable securities in the amount of \$100,627, received from a Board member. These conditional pledges are reported as capital campaign refundable advances as of December 31, 2006.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of December 31:

	2006		2005	
Leasehold improvements	\$	107,491	\$	102,791
Equipment:				
Theatre		73,940		73,940
Concession		15,808		13,703
Office		13,298		13,298
Furniture and fixtures		725		725
		211,262		204,457
Less: accumulated depreciation		(113,447)	*****	(92,992)
	\$	97,815	<u>\$</u>	111,465

Depreciation expense amounts to: 2006 - \$20,455; 2005 - \$20,672.

NOTE 6 - LEASES

In October 2003, the facility was sold to a former member of the Board of Directors of the Belcourt, and the former lease was terminated. A new noncancelable lease was executed which requires monthly payments of \$6,000 through October 31, 2008. Future minimum lease payments required each year under the lease agreement are as follows: \$72,000 in 2007, and \$60,000 in 2008 (total of \$132,000).

The lease also requires the Belcourt to purchase a 7.14% ownership interest in the property by the end of the lease term for \$100,000, payable in four consecutive quarterly payments of \$10,000 each, followed by four consecutive quarterly payments of \$15,000 each. Such payments commenced March 31, 2007, and are scheduled to continue through December 31, 2008. In addition, the Belcourt has the right to purchase the property, at any time during the lease term, for the sum of (i) \$1,400,000; plus (ii) all out-of-pocket expenses incurred by the owner in acquiring the property; plus (iii) the cost of any subsequent improvements made to the property by the owner; less (iv) any payments already made by the Belcourt to acquire an ownership interest in the property.

Total rent expense recognized for the facility amounted to \$72,000 each year in 2006 and 2005.

Short-term operating leases for certain equipment were not significant in 2006 or 2005.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 7 - CONCENTRATIONS OF RISK

Cash is maintained with financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000 per depositor. At December 31, 2006, the Belcourt had cash balances of approximately \$157,000 in excess of FDIC insured amounts. During 2006, the Belcourt received approximately 29% of its public support and other revenues from three donors (30% from two donors in 2005).

NOTE 8 - CONTINGENT LIABILITY

Due to cash flow shortfalls in 2001 and 2002, the Belcourt was unable to remit employee tax withheld and the related employer's share of payroll taxes. During 2003, the Belcourt remitted the employee portion of the liability and, in 2004, remitted the employer's share of the delinquent payroll taxes and applicable interest. In November 2004, the Belcourt entered into an agreement with the Internal Revenue Service to abate the remaining accrued penalty and interest subject to the Belcourt remaining current on all payroll tax liabilities for the next ten years (November 2014). Accordingly, the remaining accrued interest and penalties, in the amount of \$41,216, were reversed and taken into income in 2004. This amount is now considered a contingent liability of the Belcourt, since it will not be assessed as long as future payroll tax liabilities are paid timely.

NOTE 9 - TEMPORARILY RESTRICTED NET ASSETS

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

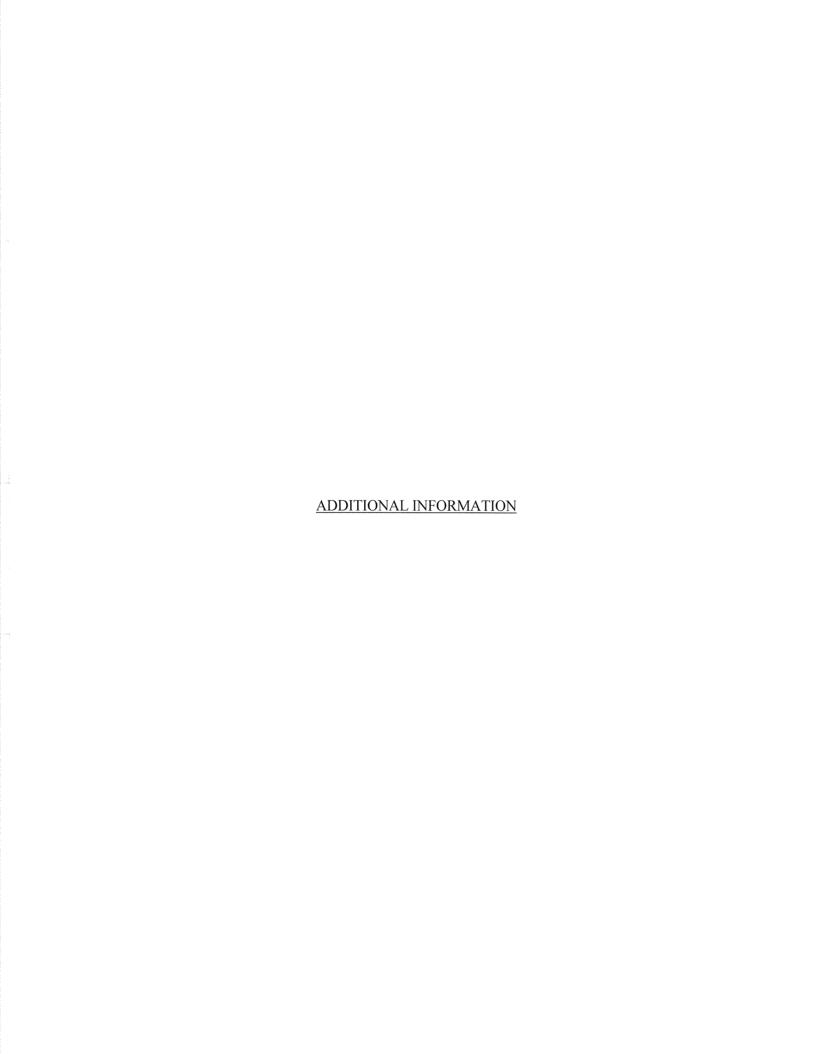
	2006			2005		
Research project on Grand Ole Opry	\$	5,198	\$	5,198		
Children's programs		450		2,250		
New phone system		4,465		-		
Capital campaign for purchase of building		83,785		-		
Fundraising event in 2006				10,000		
	<u>\$</u>	93,898	\$	17,448		

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2006 AND 2005

NOTE 10 - NEW PRONOUNCEMENTS

In July 2006, the Financial Accounting Standards Board (FASB) issued Financial Interpretation (FIN) No. 48, *Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*, which is effective for fiscal years beginning after December 15, 2006. FIN 48 provides guidance regarding the recognition, measurement, presentation and disclosure in the financial statements of tax positions taken or expected to be taken on a tax return, including the decision whether to file in a particular jurisdiction. The cumulative effect of changes arising from the initial application of FIN 48 is required to be reported as an adjustment to the opening balance of retained earnings in the period of adoption. The Belcourt is currently evaluating the impact, if any, of the adoption of FIN 48 on the financial statements.



SCHEDULES OF FUNCTIONAL EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

PROGRAM SERVICES

Salaries, payroll taxes, and employee benefits

Advertising and marketing

Contract labor

Bad debts

	1020						1110 011111	
TOTAL	UND - AISING		AGEMENT AND ENERAL		ICESSION ERATING COSTS	OPE	HEATRE ERATING COSTS	OP:
\$ 265,982	9,749	\$	32,652	\$	37,658	\$	185,923	\$
14,026	2,306		8,431		60		3,229	
19,517	1,180		-		-		18,337	
150	-		-		-		150	
17,488	874		-		3,498		13,116	
64,405	-		-		64,405		-	
9,720	-		_		-		9,720	
20,455	-		2,312		578		17,565	
2,092	2,092		-		_		_	

2006

SUPPORTING SERVICES

				20	05			
	PROGRAM	SERV	ICES	SU	JPPORTING	SERV	TICES	
T	HEATRE	CON	ICESSION	MAN.	AGEMENT			
OP:	ERATING	OPI	ERATING		AND	F	UND -	
COSTS		(COSTS	GE	ENERAL	R	AISING	TOTAL
-				***************************************				
\$	164,535	\$	35,256	\$	44,505	\$	10,080	\$ 254,376
	2,908		_		-		2,740	5,648
	15,712		_		-		2,205	17,917
	967		-		-		-	967
	9,137		2,436		-		609	12,182
	-		47,857		_		-	47,857
	7,490		-		-		-	7,490
	16,871		1,081		2,720		-	20,672
	645		_		-		4,027	4,672
	4,658		658		129		40	5,485
	10,779		-		-		295	11,074
	75,597		-		-		450	76,047
	1,750		_		-		1,071	2,821
	19,634		100		2,181		-	21,915
	132		461		-		1,882	2,475
	611		-		2,006		1,605	4,222
	-		-		10,617		-	10,617
	70,560		_		720		720	72,000
	-		_		5,292		8,323	13,615
	24,663		-		-		-	24,663
	907		-		660		-	1,567
	39,502		-		806			 40,308
\$	467,058	\$	87,849	\$	69,636	\$	34,047	\$ 658,590