FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2010 AND 2009

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INDEPENDENT AUDITORS' REPORT

Board of Directors Gilda's Club Nashville Nashville, Tennessee

We have audited the accompanying statements of financial position of Gilda's Club Nashville (the "Agency") as of December 31, 2010 and 2009, and the related statements of activities, cash flows and functional expenses for the years 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 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 Gilda's Club Nashville as of December 31, 2010 and 2009, 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.

Nashville, Tennessee September 21, 2011

ShartCPAs PLLC

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS		
Cash and cash equivalents	\$ 1,374,831	\$ 812,724
Account receivable - grants	23,630	12,500
Contributions receivable, net	93,026	-
Prepaid expenses	10,636	10,296
Property and equipment, net	2,475,919	2,544,307
Assets restricted for capital campaign:		
Cash and cash equivalents	-	430,942
Contributions receivable, net	-	218,692
Purchased membership rights, net	131,250	152,250
TOTAL ASSETS	\$ 4,109,292	\$ 4,181,711
TOTAL ASSETS		
LIABILITIES		4 40 500
Accounts payable and accrued expenses	\$ 19,121	\$ 19,208
NET ASSETS		
Unrestricted:		
Board designated: - long-term stability and clubhouse repair		
Long-term stability funds	232,136	229,107
Clubhouse repair and maintenance funds	100,000	-
Board designated - property and equipment	2,475,919	2,544,307
Undesignated	1,265,338	709,569
Total unrestricted	4,073,393	3,482,983
Temporarily restricted	16,778	679,520
TOTAL NET ASSETS	4,090,171	4,162,503
TOTAL LIABILITIES AND NET ASSETS	\$ 4,109,292	\$ 4,181,711

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010						
			Tem	porarily			
	Unrestricted		Re	stricted		Totals	
SUPPORT AND REVENUE							
Public support:							
Individuals, corporate gifts and grants	\$	320,444	\$	55,560	\$	376,004	
Donated goods and services for workshops		98,544		-		98,544	
Special events		288,601		-		288,601	
Less: direct benefits to donors		(49,257)		-		(49,257)	
Interest income		14,645		-		14,645	
Net assets released in satisfaction of purpose restrictions		718,302		(718,302)		-	
TOTAL SUPPORT AND REVENUE		1,391,279		(662,742)		728,537	
EXPENSES							
Program services		648,954		-		648,954	
Supporting services:							
Management and general		83,469		-		83,469	
Fundraising		68,446				68,446	
TOTAL EXPENSES		800,869			_	800,869	
CHANGE IN NET ASSETS		590,410		(662,742)		(72,332)	
NET ASSETS - BEGINNING OF YEAR		3,482,983	- ; -	679,520		4,162,503	
NET ASSETS - END OF YEAR	<u>\$</u>	4,073,393	\$	16,778	<u>\$</u>	4,090,171	

		Te	mporarily				
$\underline{\mathbf{U}}$	nrestricted	R	estricted	Totals			
\$	280,382	\$	100,827	\$	381,209		
	78,744		-		78,744		
	324,439		-		324,439		
	(49,614)		-		(49,614)		
	11,694		-		11,694		
	227,649		(227,649)		-		
	873,294		(126,822)		746,472		
	665,397		-		665,397		
	86,758		-		86,758		
_	71,626		-		71,626		
_	823,781		•		823,781		
	49,513		(126,822)		(77,309)		
_	3,433,470		806,342		4,239,812		
<u>\$</u>	3,482,983	<u>\$</u>	679,520	<u>\$</u>	4,162,503		

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010		 2009
CASH FLOWS FROM OPERATING ACTIVITIES Change in net assets Adjustments to reconcile change in net assets to net cash provided by (used in)	\$	(72,332)	\$ (77,309)
operating activities: Depreciation and amortization Restricted contributions for capital campaign		89,388	89,713 (36,132)
Increase in: Accounts receivable - grants Prepaid expenses		(11,130) (340)	(390) (705)
Increase (decrease) in: Accounts payable and accrued expenses		(87)	 965
TOTAL ADJUSTMENTS		77,831	 53,451
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		5,499	 (23,858)
CASH FLOWS FROM INVESTING ACTIVITIES Decrease in cash restricted for capital campaign		430,942	 42,194
NET CASH PROVIDED BY INVESTING ACTIVITIES		430,942	 42,194
CASH FLOWS FROM FINANCING ACTIVITIES Capital campaign contributions collected		125,666	 117,266
NET CASH PROVIDED BY FINANCING ACTIVITIES		125,666	 117,266
NET INCREASE IN CASH AND CASH EQUIVALENTS		562,107	135,602
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR		812,724	 677,122
CASH AND CASH EQUIVALENTS - END OF YEAR	\$	1,374,831	\$ 812,724
Noncash investing activities: Assets restricted for capital campaign were released from restriction as follows: Capital campaign - contributions receivable	\$	(93,026)	\$ _
Operations - contributions receivable, net	\$	93,026	\$ -

STATEMENTS OF FUNCTIONAL EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010							
				SUPPORTIN	G SERV	ICES	_	
	MANAGEMENT							
			1	AND				
	PROGRAM SERVICES		GE	NERAL	FUNI	DRAISING	T	OTALS
Salaries Payroll taxes and benefits Contract labor	\$	281,603 65,638 24,505	\$	46,376 10,111 90	\$	37,625 7,694 60	\$	365,604 83,443 24,655
TOTAL SALARIES AND RELATED EXPENSES		371,746		56,577		45,379		473,702
Annual campaign expense		-		-		3,295		3,295
Bank charges		•		407		· -		407
Business taxes and licenses		4,310		9		6		4,325
Credit card fees		.,5.10		5,157		-		5,157
Donated goods and services for workshops		98,544		3,137				98,544
Dues and memberships		5,279		7		4		
						=		5,290
Equipment lease		567		18		12		597
Food and beverage		44		238		-		282
Gifts and promotions				171		<u>-</u>		171
Gildagram newsletter expenses		7,847		11		840		8,698
Insurance		18,181		490		327		18,998
Management information assistance		1,448		46		30		1,524
Meetings and workshops		10,555		-		225		10,780
Outreach		5,756		-		-		5,756
Postage		3,679		94		62		3,835
Printing		8,684		25		13		8,722
Professional fees and services		• a		16,865		_		16,865
Rent		4,560		144		96		4,800
Repairs and maintenance		10,018		218		146		10,382
Seminars and conferences		2,753		56		37		2,846
Special events expense		2,733		30		37		2,040
Educational outreach		7 107						7 107
Food, entertainment and other related expenses		7,107		-		22.662		7,107
•		-		•		32,663		32,663
Donated food, goods and services related to events		-		-		11,712		11,712
Supplies		1,558		210		39		1,807
Telephone		3,951		125		83		4,159
Travel		13		-		266		13
Utilities		17,386		549	~	366	161	18,301
TOTAL EXPENSES BEFORE DEPRECIATION		502 OOC		01 417		05 225		7/0 729
AND AMORTIZATION		583,986		81,417		95,335		760,738
Amortization of golf club membership		-	¥	-		21,000		21,000
Depreciation		64,968		2,052		1,368		68,388
TOTAL EXPENSES		648,954		83,469		117,703		850,126
Less expenses netted against revenues on the statement of activities - direct benefits to donors		-				(49,257)		(49,257)
TOTAL EXPENSES REPORTED UNDER PROGRAM AND SUPPORTING SERVICES	<u>\$</u>	648,954	\$	83,469	\$	68,446	<u>\$</u>	800,869

	2009		
	SUPPOR	TING SERVICES	
	MANAGEMENT		
	AND		
PROGRAM SERVICES	GENERAL	FUNDRAISING	TOTALS_
\$ 303,108	\$ 47,818	\$ 36,335	\$ 387,261
67,295	10,936	8,106	86,337
28,915	154	103	29,172
399,318	58,908	44,544	502,770
-	-	2,923	2,923
•	477	•	477
5,130	21	-	5,151
-	4,812	•	4,812
78,744	-	-	78,744
824	15	10	849
690	22	15	727
44	155	-	199
7	240	5	252
11,105	-	1,234	12,339
19,822	540	360	20,722
2,614	496	55	3,165
13,723	-		13,723
6,505	_	_	6,505
	69	46	4,951
4,836	62	78	6,870
6,730		70	17,540
-	17,540	7.5	
3,572	113	75	3,760
9,566	169	113	9,848
3,526	-	-	3,526
5,851	-	-	5,851
-	117	27,362	27,479
-		21,547	21,547
3,463	90	10	3,563
4,512	117	78	4,707
•	117	-	117
19,537	617	411	20,565
600,119	84,697	98,866	783,682
000,117	07,077		
-		21,000	21,000
65,278	2,061	1,374	68,713
665,397	86,758	121,240	873,395
<u>-</u>		(49,614)	(49,614)
\$ 665,397	\$ 86,758	\$ 71,626	\$ 823,781

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

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 accompanying financial statements present the financial position and change in net assets of the Agency on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

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. Unrestricted net assets include certain board designated reserves for long term-stability and clubhouse repairs and maintenance.
- 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 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, 2010 or 2009.

Contributions and Support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and 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. However, if a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contributions and Support (continued)

Non-cash 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 consist principally of checking account balances, bank certificates of deposit and money market funds that can be liquidated without significant penalty or restriction (including accrued interest).

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 those amounts is computed at a risk-free interest rate applicable to the year in which the promise is received (not applicable in 2010 and 2009). Conditional promises to give are not included as support until such time as the conditions are substantially met.

An allowance for uncollectible contributions receivable has not been provided since, in management's opinion, the balance is fully collectible.

Property and Equipment and Depreciation

Property and equipment are reported at cost at the date of purchase or at estimated fair value at the date of gift to the Agency. The Agency's policy is to capitalize purchases with a cost of \$1,000 or more and an estimated useful life greater than one year. Depreciation is calculated by the straight-line method over the estimated useful lives ranging from 5 to 7 years for furniture and equipment, and 50 years for building and improvements.

Membership Rights

Purchased membership rights have been capitalized at acquisition cost and are being amortized by the straight-line method over the life of the agreement, which is ten years. Amortization expense is included in depreciation and amortization in the Statement of Functional Expenses.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

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.

The Agency files a U.S. Federal Form 990 for organizations exempt from income tax. Tax returns for years prior to fiscal year 2007 are closed.

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.

In addition, during 2010 and 2009, a substantial number of unpaid volunteers contributed approximately 3,100 and 2,700 hours, respectively, of their time to the Agency's program and supporting services. Approximately, 1,000 of these volunteer hours are recorded as donated services provided for workshops. The remained of this contributed time is not reflected in these statements since it is not susceptible to objective measurement or valuation.

Program and Supporting Services

The following program and supporting services 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.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 1 - 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 agency. 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 agency. Specific activities include agency 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.

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.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP 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.

Reclassifications

Certain reclassifications have been made to prior year amounts in order to be comparative with the current year presentation. Additionally, donated goods and services for educational workshops and classes in the amount of \$78,744 were recorded as revenue and expense and donated goods and services for special events were reduced by \$18,608 in 2009. The effect on 2009 totals as previously reported is as follows: program expenses increased by \$55,589, management and general expenses increased \$14,589 and fundraising expenses decreased \$10,042. The total change in net assets was not impacted.

Events Occurring After Reporting Date

The Agency has evaluated events and transactions that occurred between December 31, 2010 and September 21, 2011, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 2 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31:

	2010	2009
Land	\$ 350,000	\$ 350,000
Building and improvements	2,296,032	2,296,032
Furniture and equipment	136,946	136,946
1 acceptance and equipment	2,782,978	2,782,978
Less accumulated depreciation	307,059	238,671
•	\$ 2,475,919	\$ 2,544,307

NOTE 3 - CONTRIBUTIONS RECEIVABLE

Contributions receivable consisted of the following at December 31:

		2010			
Less than one year One to five years	\$	86,026 7,000	\$	208,692 10,000	
Total	<u>\$</u>	93,026	<u>\$</u>	218,692	

NOTE 4 - MEMBERSHIP RIGHTS

During 2007, the Agency entered into a 10-year membership agreement with the Golf Club of Tennessee (the "Club") and paid \$210,000 for membership rights. The Agency received a restricted contribution to finance the membership, which allows for 10 years of annual fundraising golf tournaments at the Club and the right to limited use of the Club's facilities for the cultivation and solicitation of donors. The Agency has no equity or ownership or any other property interest in the Club. The Agency is amortizing the cost of the membership rights over the term of the agreement.

For the years ended December 31, 2010 and 2009, the Agency reported amortization expense of \$21,000 and reported as a fund-raising expense. Accumulated amortization amounted to \$78,750 at December 31, 2010 and \$57,750 at December 31, 2009.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 5 - ENDOWMENT FUND IN TRUST

The Agency 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. The Community Foundation has the ultimate authority and control over this fund and the income derived therefrom; therefore, the fund is excluded from the assets of the Agency. The balance of the fund was \$14,470 at December 31, 2010 (\$12,325 in 2009).

NOTE 6 - TEMPORARILY RESTRICTED NET ASSETS

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

	 2010		2009	
Next year's operations	\$ 8,478	\$	8,674	
Contributions for children's programs	8,300		21,212	
Contributions restricted for capital campaign	 -		649,634	
	\$ 16,778	<u>\$</u>	679,520	

The Agency's capital campaign provided for the acquisition and renovation of the clubhouse, funding for the first year's operating expenses and certain other costs related to the new facility. The campaign was essentially completed in 2007; however, the Agency contemplated some additional property acquisitions with the campaign funds. As of December, 31, 2009, the total releases from capital campaign restrictions included the acquisition and renovation of the clubhouse and related capital campaign expenses. During 2010, the Agency released from restriction the first year's operating expenses, which was an allowed use of the campaign funds, and exceeded the balance remaining in temporarily restricted capital campaign net assets.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 7 - CONCENTRATIONS OF CREDIT RISK AND RELATED PARTY TRANSACTIONS

The Agency maintains cash balances at financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to statutory limits. As of December 31, 2010, the Company's depositor accounts exceeded FDIC insurance limits by approximately \$197,000.

Contributions receivable consist of individual and corporate contribution pledges. No donor contributions exceeded 10% of total support and revenues in 2010 or 2009. Contributions receivable from four donors amounted to \$89,000 (96%) and \$182,000 (83%) of total contributions receivable at December 31, 2010 and 2009, respectively.

Contributions receivable from Board members and related parties amounted to \$14,025 and \$15,025, as of December 31, 2010 and 2009, respectively.

NOTE 8 - DONATED SERVICES

Donated goods and services provided for special events amounted to approximately \$11,700 in 2010 (\$21,500 in 2009).

Donated services for program workshops consisted of the following for the years ended December 31:

		2010						2009			
		Value of							V	alue of	
					onated				D	onated	
	F	Rate	Hours	_S	ervices_	_F	Rate	Hours	_ <u>S</u>	ervices	
Medical physicians and other											
healthcare providers	\$	130	134	\$	17,420	\$	130	140	\$	18,200	
Psychotherapist led groups	\$	60	253		15,180	\$	60	393		23,580	
Gilda's Gang personal trainers	\$	75	180		13,500	\$	75	80		6,000	
Movement and fitness	\$	25	334		8,350	\$	25	249		6,225	
Cooking and nutrition	\$	55	108		5,940	\$	55	87		4,785	
Cosmetology	\$	50	64		3,200	\$	50	78		3,900	
Other goods and services:											
Food and supplies for participa	nts				19,170					2,016	
Gifts to members					3,815					11,966	
Exercise locations for participa	nts				7,769					-	
Materials for workshops					4,200					2,072	
Total donated services			1,073	<u>\$</u>	98,544			1,027	<u>\$</u>	78,744	