$\frac{FINANCIAL\ STATEMENTS}{AND} \\ \underline{INDEPENDENT\ AUDITORS'\ REPORT}$

DECEMBER 31, 2007 AND 2006

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2007 AND 2006

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INDEPENDENT AUDITORS' REPORT

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, 2007, 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 and for the year ended December 31, 2006, were audited by other auditors whose report dated June 5, 2007, expressed an unqualified opinion on those statements.

We conducted our audit of the 2007 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 2007 financial statements referred to above present fairly, in all material respects, the financial position of Gilda's Club Nashville as of December 31, 2007, 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.

Nashville, Tennessee September 26, 2008

Graff CPAS PLLC

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2007 AND 2006

	_	2007	_	2006
ASSETS				
Cash and cash equivalents	\$	593,765	\$	1,184,604
Prepaid expenses		8,130		4,740
Property and equipment, net - Note 3		2,684,965		2,657,629
Assets restricted for capital campaign:				
Cash and cash equivalents		250,831		-
Contributions receivable, net - Note 2		571,878		1,420,780
Purchased membership rights, net - Note 10		194,250	_	
TOTAL ASSETS	\$	4,303,819	\$	5,267,753
LIABILITIES				
Accounts payable and accrued expenses	\$	35,492	\$	120,774
Obligation under line of credit - Note 4		-		800,000
Note payable - Note 5				389,900
TOTAL LIABILITIES		35,492		1,310,674
		· · · · · ·		
LEASES - Note 6				
NET ASSETS				
Unrestricted				
Board designated - long-term stability fund		219,926		210,173
Board designated - property and equipment, less related debt		2,684,965		1,467,729
Undesignated Undesignated		526,425		1,386,686
Ondesignated				
Total unrestricted		3,431,316		3,064,588
Temporarily restricted - Note 7	-	837,011		892,491
TOTAL NET ASSETS		4,268,327	_	3,957,079
TOTAL LIABILITIES AND NET ASSETS	\$	4,303,819	\$	5,267,753

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

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007					
	Temporarily					
	Unrestricted		Restricted			Totals
SUPPORT AND REVENUE						
Public support:						
Individuals and corporate gifts and grants	\$	328,922	\$	255,232	\$	584,154
Special events		418,970		-		418,970
Less: direct benefits to donors		(24,840)		-		(24,840)
Annual campaign		23,008		-		23,008
Capital campaign		-		61,246		61,246
Interest income		22,970		-		22,970
Net assets released in satisfaction of purpose restrictions		371,958		(371,958)	_	-
TOTAL SUPPORT AND REVENUE		1,140,988		(55,480)	_	1,085,508
EXPENSES						
Program services		530,021		_		530,021
Supporting services:						
Management and general		60,946		-		60,946
Fundraising:						
Operations		112,455		-		112,455
Capital campaign		70,838			_	70,838
TOTAL EXPENSES		774,260		-		774,260
CHANGE IN NET ASSETS		366,728		(55,480)		311,248
NET ASSETS - BEGINNING OF YEAR		3,064,588		892,491		3,957,079
NET ASSETS - END OF YEAR	\$	3,431,316	\$	837,011	\$	4,268,327

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

		2006		
_	Tei	mporarily		
Unrestricted	l R	estricted		Totals
\$ 264,473	3 \$	18,000	\$	282,473
174,95		-		174,951
(13,97)	6)	-		(13,976)
38,23		-		38,237
	-	1,872,906		1,872,906
18,782	2	-		18,782
2,776,600	6	(2,776,606)		-
3,259,07	3	(885,700)		2,373,373
338,34	8	-		338,348
48,52	7	-		48,527
62,74	7	_		62,747
156,62			_	156,625
606,24	<u> 7</u>			606,247
2,652,82	6	(885,700)		1,767,126
411,76	2	1,778,191		2,189,953
\$ 3,064,58	8 \$	892,491	\$	3,957,079

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES Change in net assets	\$ 311,248	\$ 1,767,126
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:		
Depreciation and amortization	87,106	1,895
Non-cash contribution of building renovation costs and equipment	(8,259)	(373,650)
Restricted contributions for capital campaign	(61,246)	(1,499,256)
(Increase) decrease in:	(2.000)	10.010
Prepaid expenses	(3,390)	10,010
Increase (decrease) in: Accounts payable and accrued expenses	10,140	15,898
Accounts payable and accided expenses		13,676
TOTAL ADJUSTMENTS	24,351	(1,845,103)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	335,599	(77,977)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(90,433)	(2,187,132)
Purchase of membership rights - Note 10	(210,000)	
NET CASH USED IN INVESTING ACTIVITIES	(300,433)	(2,187,132)
NET CASH OSED IN INVESTING ACTIVITIES	(===,:==)	
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital campaign contributions collected	910,148	1,662,042
Payment of prior year accounts payable for construction in progress	(95,422)	-
Net borrowings (payments) on line of credit	(800,000)	800,000
Proceeds from long-term borrowings	-	1,140,000
Principal payments on long-term borrowings	(389,900)	(750,100)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(375,174)	2,851,942
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(340,008)	586,833
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	1,184,604	597,771
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 844,596</u>	\$ 1,184,604
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION Noncash Investing and Financing Activities:		
Accounts payable for construction in progress	<u> </u>	\$ 95,422
Additional Cash Flow Information:		
Cash paid during the year for interest (including amount capitalized in 2006)	\$ 30,168	\$ 58,337

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

STATEMENTS OF FUNCTIONAL EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

2007 SUPPORTING SERVICES **FUNDRAISING MANAGEMENT** AND CAPITAL GENERAL **OPERATIONS** CAMPAIGN TOTALS PROGRAM SERVICES Salaries \$ 198,421 \$ 35,975 \$ 34,337 \$ 34,386 \$ 303,119 Payroll taxes and benefits 38,356 3,828 3,880 5,894 51,958 328 328 16,239 Contract labor 15,583 TOTAL SALARIES AND RELATED EXPENSES 40,131 38,545 40,280 371,316 252,360 2,932 Annual campaign expense 2,932 Bank charges 335 335 Business taxes and licenses 2,067 1,702 1,681 5,450 Credit card fees 5,228 5,228 Dining expense 2,110 Dues and memberships 1,811 64 235 645 36 36 717 Equipment lease 585 206 11 802 Food and beverage 631 Gifts and promotions 631 10,254 2,004 12,258 Gildagram newsletter expenses Insurance 12,534 575 575 13,684 Interest 30,168 30,168 109 Management information assistance 109 Meetings and workshops 12,325 109 12,434 5,675 12,985 Moving, storage and miscellaneous 7,310 Outreach 254 7,668 7,414 6.676 683 262 7,621 Postage 104 9,261 Printing 9.053 104 198 4,566 17,660 8,131 4,765 Professional fees and services Rent 119 2,925 2,687 119 Repairs and maintenance Seminars and conferences 4,749 251 251 5,251 43,247 302 211 4,228 47,988 Supplies 18,612 18,612 Property taxes 4,298 239 239 4,776 Telephone 118 95 18 5 Travel 908 908 18,157 16,341 Utilities 562 75,913 16,089 100,798 8,234 Special events expense Expenses related to proposed new clubhouse rent - Note 6 TOTAL EXPENSES BEFORE DEPRECIATION 56,591 124,229 70,838 711,994 460,336 AND AMORTIZATION 69,685 4,355 13,066 87,106 Depreciation and amortization 60,946 137,295 70,838 TOTAL EXPENSES 530,021 799,100 Less expenses netted against revenues on the (24,840)(24,840)statement of activities - direct benefits to donors TOTAL EXPENSES REPORTED UNDER

PROGRAM AND SUPPORTING SERVICES

60,946

112,455

70,838

774,260

530,021

	S	UPPORTING SERVICE	ES		
	MANAGEMENT FUNDRAISING		MANAGEMENT		
	AND		CAPITAL		
PROGRAM SERVICES	GENERAL	OPERATIONS	CAMPAIGN	TOTALS	
\$ 137,668	\$ 28,805	\$ 24,178	\$ 71,746	\$ 262,39	
28,396	3,768	3,950	13,590	49,70	
10,773	60	73		10,90	
176,837	32,633	28,201	85,336	323,00	
-	-	3,611	-	3,61	
-	490	-	-	49	
3,617	837	1,016	-	5,47	
•	2,681	-	-	2,68	
21	21	-	-	4	
556	21	21	-	59	
572	32	32	-	63	
2,217	294	2	-	2,51	
´ <u>-</u>	134	_	-	13	
7,425	8	817		8,25	
10,419	573	474	2,030	13,49	
-	-		_,050	10,17	
247	14	14	_	27	
601	17	14	- -	60	
001	•	-	4,798	4,79	
4 2 1 0	•	•	4,770		
4,218	252	242	•	4,21	
4,710	252	243	-	5,20	
6,355	121	359	-	6,83	
2,922	6,692	2,919	•	12,53	
61,327	2,658	2,658	-	66,64	
1,411	37	37	-	1,48	
3,473	159	211		3,84	
4,528	208	59	60,580	65,37	
-	-	-	-		
4,841	269	269	1,316	6,69	
71	58	-	~	12	
4,314	240	240	2,565	7,35	
-	-	35,256	-	35,25	
36,150		-	-	36,15	
336,832	48,432	76,439	156,625	618,32	
1,516	95	284		1,89	
338,348	48,527	76,723	156,625	620,22	
<u> </u>		(13,976)		(13,97	
\$ 338,348	\$ 48,52 <u>7</u>	\$62,747	\$ 156,625	\$ 606,24	

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2007 AND 2006

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 financial statements of the Agency have been prepared on the accrual basis of accounting 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 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, 2007 or 2006.

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.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2007 AND 2006

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, money market funds and other highly liquid instruments with original maturities of 90 days 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 (4.45% and 4.88% in 2007 and 2006, 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 contributions receivable has not been provided since, in management's opinion, the receivables are 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 straightline method over the estimated useful lives ranging from 5 to 7 years for furniture and equipment, and 50 years for building and improvements.

During 2006, the Agency purchased and renovated a new clubhouse facility. All costs associated with this project, including approximately \$58,000 of interest incurred during the construction period, were capitalized as construction in progress. The clubhouse was placed in service on January 1, 2007.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2007 AND 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

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 \$79,000 in 2007 (\$400,000 in 2006).

In addition, during 2007 and 2006, 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, 2007 AND 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

<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 the acquisition and renovation of the clubhouse, 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, 2007 AND 2006

NOTE 2 - CONTRIBUTIONS RECEIVABLE

Contributions receivable consisted of the following at December 31:

	_	2007	2006
Temporarily restricted:			
Less than one year	\$	301,700	\$ 485,300
One to five years		314,200	1,012,900
•		615,900	1,498,200
Less discount to net present value		(44,022)	(77,420)
Total	<u>\$</u>	571,878	\$1,420,780

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31:

	2007	2006
Construction in progress - clubhouse facility	\$	- 2,605,214
Building and improvements Furniture and equipment	2,646, 132,9	
	2,779,0	02 2,680,310
Less accumulated depreciation	94,0	22,681
	\$ 2,684,9	<u>65</u> <u>\$ 2,657,629</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2007 AND 2006

NOTE 4 - LINE OF CREDIT

The Agency had a \$650,000 revolving credit loan facility with Nashville Bank & Trust Company at December 31, 2007 (\$800,000 at December 31, 2006). The line bore interest at the published 30-day LIBOR rate, plus 2.5%. The line matured on April 18, 2008 and was not renewed. There were no amounts outstanding on the line at December 31, 2007 (\$800,000 at December 31, 2006).

NOTE 5 - NOTE PAYABLE

During 2007, the Agency repaid a mortgage note payable with a balance of \$389,000. The note required monthly interest payments at the rate of LIBOR plus 2.5%.

NOTE 6 - LEASES

The Agency previously leased its clubhouse facility under an operating lease that required monthly rental payments 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. Beginning August 2006, the Agency had a month-to-month lease through September 2006, at which time it moved to donated temporary quarters until the new facility was completed in January 2007. Total rent expense incurred under the lease amounted to \$66,643 in 2006 (\$0 in 2007).

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

In March 2006, the Agency purchased the property for its new clubhouse facility from a related limited liability company owned by one current Board member, one prior Board member and an unrelated party. The Agency paid \$36,150 rent on this property prior to the acquisition in 2006. Such costs were 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.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2007 AND 2006

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS

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

		2007	 2006
Next year's operations Contributions restricted for capital campaign	\$	14,302 822,709	\$ 4,500 887,991
	<u>\$</u>	837,011	\$ 892,491

NOTE 8 - CONCENTRATIONS OF CREDIT RISK AND RELATED PARTY TRANSACTIONS

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. Uninsured cash and money market accounts approximated \$250,000 at December 31, 2007.

Contributions receivable consist of individual and corporate contribution pledges. At December 31, 2007 and 2006, contributions from one donor amounted to 21% and 13%, respectively, of total support and revenues. Contributions receivable from three donors (two donors in 2006) amounted to \$325,000 (53%) and \$800,000 (53%) of total contributions receivable (before the present value discount) at December 31, 2007 and 2006, respectively.

Contributions receivable from Board members and related parties amounted to \$151,500 and \$172,000, as of December 31, 2007 and 2006, respectively.

NOTE 9 - 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 \$14,274 at December 31, 2007 (\$12,774 in 2006).

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2007 AND 2006

NOTE 10 - 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 year ended December 31, 2007, the Agency reported amortization expense of \$15,750.