

TENNESSEE JUSTICE CENTER, INC.

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

December 31, 2008 and 2007

TENNESSEE JUSTICE CENTER, INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Tennessee Justice Center, Inc.
Nashville, Tennessee

We have audited the accompanying statements of assets, liabilities and net assets – modified cash basis of the Tennessee Justice Center, Inc. (a non-profit organization) as of December 31, 2008 and 2007, and the related statements of revenues, expenses and other changes in net assets – modified cash basis for the years then ended. These financial statements are the responsibility of the Organization'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 the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

As described in Note 1, the Organization's policy is to prepare its financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities and net assets of the Tennessee Justice Center, Inc. as of December 31, 2008 and 2007 and its revenues, expenses and other changes in net assets for the years then ended, on the basis of accounting described in Note 1.

Frasier, Dean & Howard, PLLC

June 12, 2009

TENNESSEE JUSTICE CENTER, INC.
STATEMENTS OF ASSETS, LIABILITIES AND NET ASSETS - MODIFIED CASH BASIS
December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Assets		
Cash and cash equivalents	\$ 43,999	\$ 42,899
Investments	<u>1,546,777</u>	<u>2,491,214</u>
Total current assets	<u>1,590,776</u>	<u>2,534,113</u>
Office furniture and equipment	49,269	47,559
Less: Accumulated depreciation	<u>(36,370)</u>	<u>(33,166)</u>
Office furniture and equipment, net	<u>12,899</u>	<u>14,393</u>
Total assets	<u><u>\$ 1,603,675</u></u>	<u><u>\$ 2,548,506</u></u>
Net Assets		
Net assets	<u><u>\$ 1,603,675</u></u>	<u><u>\$ 2,548,506</u></u>

See accompanying notes.

TENNESSEE JUSTICE CENTER, INC.
STATEMENTS OF REVENUES, EXPENSES AND OTHER CHANGES
IN NET ASSETS - MODIFIED CASH BASIS
December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Revenues collected:		
Foundation grants	\$ 445,977	\$ 320,755
Contributions	113,026	103,872
Endowment income	46,474	74,586
Miscellaneous	4,657	4,381
Contract income	3,000	-
Interest	660	839
Honorarium	100	500
Fellowships	-	2,500
	<hr/>	<hr/>
Total revenues	613,894	507,433
	<hr/>	<hr/>
Expenses paid:		
Salaries	469,357	489,329
	<hr/>	<hr/>
Contract services:		
Communications project	62,677	72,219
Attorney fees	42,920	32,324
Tennessee Health Care Campaign	42,000	42,000
Public relations	24,675	20,224
Administrative expense - endowment account	12,964	20,096
Other	6,438	6,529
Consulting fees	2,850	7,462
Interpretation	-	275
	<hr/>	<hr/>
Total contract services	194,524	201,129
	<hr/>	<hr/>

See accompanying notes.

TENNESSEE JUSTICE CENTER, INC.
STATEMENTS OF REVENUES, EXPENSES AND OTHER CHANGES
IN NET ASSETS - MODIFIED CASH BASIS (Continued)
December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Expenses paid (Continued):		
Other expenses:		
Employee benefits	\$ 60,006	\$ 64,616
Rent	48,947	45,507
Litigation	35,346	15,197
Payroll taxes	34,523	33,858
Equipment maintenance	17,940	12,052
Copies and printing	16,542	12,816
Telephone	15,297	14,746
Miscellaneous	12,358	12,130
Office supplies	11,475	5,381
Depreciation	8,153	8,836
Insurance	7,507	7,539
Audit	5,800	5,450
Postage	4,552	6,922
Training	4,034	8,688
Dues	3,499	5,562
Law library and publications	2,655	3,063
Taxes and licenses	2,535	3,065
Travel	450	1,036
	<u>291,619</u>	<u>266,464</u>
Total other expenses		
	<u>955,500</u>	<u>956,922</u>
Other:		
Realized/unrealized gain (loss) on investments	<u>(603,225)</u>	<u>171,756</u>
Decrease in net assets - modified cash basis	(944,831)	(277,733)
Net assets - modified cash basis at beginning of year	<u>2,548,506</u>	<u>2,826,239</u>
Net assets - modified cash basis at end of year	<u>\$ 1,603,675</u>	<u>\$ 2,548,506</u>

See accompanying notes.

TENNESSEE JUSTICE CENTER, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Tennessee Justice Center, Inc. (the “Organization”) is a non-profit corporation established to provide free or below-cost civil legal services to indigent Tennesseans, through advocacy of all types, all in accordance with the statutes of Tennessee and the Rules of Professional Conduct, as adopted by the Supreme Court of Tennessee. Such legal services shall be provided with funds provided by both public and private sources, and through voluntary services. The Organization has offices in Nashville, Tennessee, from which it serves clients throughout Tennessee.

Basis of Presentation

The Organization prepares its financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under the modified cash basis of accounting, support and revenue are recognized when received rather than when earned and expenses are recorded when paid rather than when the obligation is incurred.

Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

Unrestricted net assets – Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Organization and/or the passage of time.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that they be maintained permanently by the Organization.

All contributions are considered to be available for use unless specifically restricted by the donor. Amounts received that are restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net assets. However, if a restriction is fulfilled in the same period in which the contribution is received, the Organization reports the support as unrestricted. There were no temporarily or permanently restricted net assets at December 31, 2008 and 2007.

Cash and Cash Equivalents

The Organization considers all highly liquid investments of three months or less when purchased to be cash and cash equivalents. At times throughout the year, the Organization’s cash in bank accounts may be in excess of federally insured limits.

TENNESSEE JUSTICE CENTER, INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2008 and 2007

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual amounts could differ from those estimates.

Office Furniture and Equipment

Office furniture and equipment are recorded at cost. Depreciation is computed over the estimated useful lives of depreciable assets using the straight-line method. The estimated useful lives of office furniture and equipment range from three to seven years.

Income Taxes

The Organization has qualified as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code and therefore is not subject to federal income tax. Accordingly, no provision for income taxes has been made in the accompanying financial statements. In addition, Tennessee Justice Center, Inc. has been determined by the Internal Revenue Service not to be a “private foundation” within the meaning of section 509(a) of the Internal Revenue code.

NOTE 2 – INVESTMENTS

Investments are stated at market, determined by the closing price on the last day of the year, and consist of the following at December 31:

	<u>2008</u>	<u>2007</u>
Money market instruments	\$ 570,813	\$ 532,940
U.S. Treasury bonds	112,407	107,571
Corporate bonds	208,264	284,632
Equity securities	<u>655,293</u>	<u>1,566,071</u>
Total	<u>\$ 1,546,777</u>	<u>\$ 2,491,214</u>

During 2008 and 2007, interest and dividends from investments totaled \$47,134 and \$75,425, respectively. Net (losses) gains on investments amounted to (\$603,225) and \$171,756 for the years ended December 31, 2008 and 2007, respectively.

TENNESSEE JUSTICE CENTER, INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2008 and 2007

NOTE 2 – INVESTMENTS (Continued)

Basis of fair value measurement for investments consists of the following at December 31:

	<u>2008</u>		<u>2007</u>	
	<u>Fair</u>	<u>Quoted Prices</u>	<u>Fair</u>	<u>Quoted Prices</u>
	<u>Market</u>	<u>in Active</u>	<u>Market</u>	<u>In Active</u>
	<u>Value</u>	<u>Markets for</u>	<u>Value</u>	<u>Markets for</u>
		<u>Identical</u>		<u>Identical</u>
		<u>Items</u>		<u>Items</u>
		<u>(Level 1)</u>		<u>(Level 1)</u>
Money market instruments	\$ 570,813	\$ 570,813	\$ 532,940	\$ 532,940
U.S. Treasury bonds	112,407	112,407	107,571	107,571
Corporate bonds	208,264	208,264	284,632	284,632
Equity securities	<u>655,293</u>	<u>655,293</u>	<u>1,566,071</u>	<u>1,566,071</u>
	<u>\$ 1,546,777</u>	<u>\$ 1,546,777</u>	<u>\$ 2,491,214</u>	<u>\$ 2,491,214</u>

NOTE 3 – DONATED SERVICES

Contributed professional services are typically recognized as in-kind contributions if the services received (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. During 2008 and 2007, the Organization received \$4.21 million and \$2.55 million, respectively, of pro-bono legal representation from various entities on behalf of its clients. In addition, the Organization received in-kind legal research resources valued at \$22,500 during both 2008 and 2007. Because the Organization presents its financial statements on the modified cash basis, these contributions are not reflected in the accompanying financial statements. Additionally, during 2008 and 2007, the Organization received a significant amount of contributed time from board members and other volunteers that did not meet the criteria for financial statement recognition.

NOTE 4 – OPERATING LEASE

The Organization conducts its operations from office space under an operating lease. The current lease expires in March 2013. Lease expense for office space totaled \$48,947 and \$45,507 for the years ended December 31, 2008 and 2007, respectively.

TENNESSEE JUSTICE CENTER, INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2008 and 2007

NOTE 4 – OPERATING LEASE (Continued)

At December 31, 2008, future minimum lease payments under this non-cancelable operating lease agreement are as follows:

For Year Ended <u>December 31,</u>	
2009	\$ 29,707
2010	32,249
2011	33,207
2012	34,206
2013	<u>26,234</u>
Total	<u>\$ 155,603</u>

NOTE 5 – CONCENTRATIONS

The Organization receives support from various foundations, corporate and individual donors. A reduction in such amounts could have a significant effect on the Organization's activities.

NOTE 6 – CONTINGENT FEES

The Organization is seeking an award of fees and expenses related to its involvement in class action litigation known as Grier v. Goetz. In connection therewith, the Organization has applied for a fee award of \$2,841,979 against the State of Tennessee. On March 7, 2006, The United States District Court ruled that the Organization's clients were partially prevailing parties within the meaning of the Civil Rights Attorney's Fees Awards Act, and that the Organization was therefore entitled to a fee award. The amount of such award remains to be adjudicated. The State of Tennessee has resisted the fee application and the matter is currently being resolved in Court. The Organization believes that its application for a fee award is well supported by the facts and the law, but the ultimate resolution of the dispute is not currently known.