SADDLE UP!

FINANCIAL STATEMENTS

December 31, 2004 and 2003

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Saddle Up!

We have audited the accompanying statements of financial position of Saddle Up! (a non-profit organization) as of December 31, 2004 and 2003, and the related statements of activities, functional expenses, and cash flows 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 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 Saddle Up! as of December 31, 2004 and 2003, 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.

May 3, 2005

Frasier Dean + Howard, PLLC

SADDLE UP! STATEMENTS OF FINANCIAL POSITION December 31, 2004 and 2003

Assets

	2004	2003
Current assets:	**************************************	
Cash and cash equivalents	\$ 1,896,959	\$ 1,637,751
Pledges receivable - capital campaign	79,683	66,773
Receivable from United Way	24,218	18,014
Investments	2,103	4,060
Total current assets	2,002,963	1,726,598
Pledges receivable - capital compaign, net of current portion	93,446	151,600
Property and equipment, net of accumulated depreciation of \$252,152 and \$150,214	3,346,521	3,386,945
depreciation of \$252,152 and \$150,21		
Total assets	\$ 5,442,930	\$ 5,265,143
Liabilities and Net Assets		
Current liabilities:		
Accounts payable	\$ 3,295	\$ 2,477
Accrued expenses	6,829	-
Total current liabilities	10,124	2,477
Net assets: Unrestricted:		
Undesignated	2,354,988	2,422,863
Designated	1,718,900	1,543,861
Temporarily restricted	1,358,918	1,295,942
Total net assets	5,432,806	5,262,666
Total liabilities and net assets	\$ 5,442,930	\$ 5,265,143

SADDLE UP! STATEMENT OF ACTIVITIES Year ended December 31, 2004

	Unrestricted Temporarily Restricted			Total		
Revenues and gains:						
Contributions and grants, including in-kind						
contributions of \$24,373	\$ 3	337,353	\$	71,538	\$	408,891
Capital campaign contributions		-		40,560		40,560
Special events		99,886		-		99,886
Lesson fees		39,567		-		39,567
Interest		17,575		-		17,575
Donated services		12,529		-		12,529
Realized and unrealized losses on investment		(138)		-		(138)
Other income		11,277		-		11,277
Total revenues		518,049	9	112,098		630,147
Net assets released from restrictions:						
Satisfaction of program restrictions		49,122		(49,122)		
Total revenues and gains		567,171		62,976		630,147
Expenses:						
Program services		381,180		-		381,180
Management and general		45,073		-		45,073
Fundraising		33,754		-		33,754
Total expenses	-	460,007				460,007
Increase in net assets		107,164		62,976		170,140
Net assets at beginning of year	3	966,724		1,295,942	_	5,262,666
Net assets at end of year	\$ 4	,073,888	\$	1,358,918	\$	5,432,806

SADDLE UP! STATEMENT OF ACTIVITIES Year ended December 31, 2003

•	Unrestricted	Temporarily Restricted	Total
Revenues and gains:			
Contributions and grants, including in-kind			
contributions of \$24,212	\$ 1,337,334	\$ 18,014	\$ 1,355,348
Capital campaign contributions	1-	790,430	790,430
Special events	101,734	•	101,734
Lesson fees	9,364		9,364
Interest	11,168	· ·	11,168
Donated services	9,000	-	9,000
Other income	16,798	-	16,798
Realized and unrealized			
(losses) gains on investment	(47)	-	(47)
Total revenues	1,485,351	808,444	2,293,795
Net assets released from restrictions:			
Satisfaction of program restrictions	684,816	(684,816)	-
Total revenues and gains	2,170,167	123,628	2,293,795
Expenses:			
Program services	227,223	-	227,223
Management and general	77,913	_	77,913
Fundraising	19,271		19,271
Total expenses	324,407		324,407
Increase in net assets	1,845,760	123,628	1,969,388
Net assets at beginning of year	2,120,964	1,172,314	3,293,278
Net assets at end of year	\$ 3,966,724	\$ 1,295,942	\$ 5,262,666

SADDLE UP! STATEMENT OF FUNCTIONAL EXPENSES

Year Ended December 31, 2004

	Horseback	Su			
	Riding	Management	Fund	Total	Total All
	Program	and General	Raising	Supporting	Expenses
Utilities	\$ 20,156	\$ 1,567	\$ 672	\$ 2,239	\$ 22,395
Repairs/maintenance and vehicles	20,626	_	_	_	20,626
Office supplies	2,743	3,033	1,141	4,174	6,917
Insurance, taxes and licensing	37,217	302	-	302	37,519
Miscellaneous	3,827	1,594	957	2,551	6,378
Depreciation	91,745	10,194	-	10,194	101,939
Salaries and taxes	148,795	19,960	12,702	32,662	181,457
Professional fees	1,290	6,496	-	6,496	7,786
Fundraisers	-	-	17,032	17,032	17,032
Promotional expense	770	-	673	673	1,443
Conferences and seminars	15,913	1,927	577	2,504	18,417
Horse, lesson & camps	38,098				38,098
	\$ 381,180	\$ 45,073	\$ 33,754	\$ 78,827	\$ 460,007

SADDLE UP!
STATEMENT OF FUNCTIONAL EXPENSES
Year Ended December 31, 2003

	Horseback	Supporting Services							
	Riding	Mar	nagement		Fund		Total	r	otal All
	Program	and	General	F	Raising	Su	pporting	E	xpenses
Utilities	\$ -	\$	15,958	\$. -	\$	15,958	\$	15,958
Repairs and maintenance	9,302		-		-		-		9,302
Supplies	11,189		8,140		-		8,140		19,329
Insurance and licensing	16,103		6,901		-		6,901		23,004
Miscellaneous	3,767		3,766		_		3,766		7,533
Depreciation	82,779		9,195		-		9,195		91,974
Travel	1,076		119		_		119		1,195
Salaries and taxes	69,850		22,058		-		22,058		91,908
Professional fees	-		6,286				6,286		6,286
Telephone	3,557		1,832		-		1,832		5,389
Special events	-		-		4,707		4,707		4,707
Promotional expense	107		-		14,564		14,564		14,671
Conferences and seminars	8,313		1,027		-		1,027		9,340
Merchandise	6,679				£=		-		6,679
Postage and newsletter	3,759		418		-		418		4,177
Vending expense	-		2,213		% -		2,213		2,213
Loss on disposal of horses	1,742		_		-		-		1,742
In-kind veterinary services	9,000			1			_		9,000
	\$ 227,223	\$	77,913	\$	19,271	\$	97,184	\$	324,407

See accompanying notes.

SADDLE UP! STATEMENTS OF CASH FLOWS Years Ended December 31, 2004 and 2003

	2004		2003	
Cash flows from operating activities:				
Increase in net assets	\$	170,140	\$	1,969,388
Adjustments to reconcile increase in net assets to				
net cash provided by operating activities:				
Depreciation		101,939		91,974
Donated property and equipment		(20,000)		(24,212)
Loss on disposal of fixed assets		-		1,742
Donation of investments		(4,156)		(5,029)
Realized and unrealized losses on investments		138		47
Changes in operating assets and liabilities:				
(Increase) decrease in pledges receivable				
from capital campaign		45,244		(203,511)
Increase in receivable from United Way		(6,204)		(1,137)
Decrease (increase) in prepaid expenses		-		565
(Decrease) increase in payables and accrued expenses		7,647		(187,697)
Net cash provided by operating activities		294,748		1,642,130
Cash flows from investing activities:				
Proceeds from sale of investments		5,975		922
Purchase of property and equipment		(41,515)		(669,094)
Net cash used in investing activities		(35,540)		(668,172)
Increase in cash and cash equivalents		259,208		973,958
Cash and cash equivalents at beginning of year		1,637,751		663,793
Cash and cash equivalents at end of year	\$	1,896,959	\$	1,637,751
Supplemental disclosure: Noncash investing activities: Donation of property and equipment Donation of investments	\$	20,000 4,156	\$	

SADDLE UP! NOTES TO FINANCIAL STATEMENTS December 31, 2004 and 2003

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Saddle Up! (the Organization) is organized as a Tennessee not-for-profit corporation. Saddle Up! serves to provide therapeutic horseback riding opportunities for children who are physically and/or mentally challenged.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Net assets, revenues and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets 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. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Organization. Generally, the donors of these assets permit the Organization to use all or part of the income earned on related investments for general or specific purposes. The Organization had no permanently restricted net assets at December 31, 2004 and 2003.

Financial Statement Presentation

The Organization has adopted Statement of Financial Accounting Standards (SFAS) No. 117, "Financial Statements of Not-for-Profit Organizations." Under SFAS No. 117, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. In addition, the Organization is required to present a statement of cash flows.

Contributions

The Organization has also adopted SFAS No. 116, "Accounting for Contributions Received and Contributions Made." In accordance with SFAS No. 116, contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence and/or nature of any donor restrictions.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Organization considers all highly liquid investments with a maturity of three months or less when purchased to be cash and cash equivalents.

SADDLE UP! NOTES TO FINANCIAL STATEMENTS - Continued December 31, 2004 and 2003

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates

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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Property and Depreciation

Property and equipment are recorded at cost. Expenditures for ordinary maintenance and repairs are charged to operations. Renewals and betterments that materially extend the life of the asset are capitalized. Depreciation is provided in amounts necessary to allocate the cost of the various classes of assets over their estimated useful lives using the straight-line method. Estimated useful lives of all classes of assets are as follows:

Equipment and improvements	3 - 15 years
Horses	3 - 7 years
Buildings	40 years

Income Taxes

The Organization has qualified for tax-exempt status under section 501(c)(3) of the Internal Revenue Code and is not a private foundation.

Donated Materials and Services

Donated materials and services meeting the criteria for recognition are reflected as contributions in the accompanying statements at their estimated values at date of receipt.

Donated Assets

Donations of property and equipment are recorded as support at their estimated fair value. Such donations are reported as unrestricted support unless the donor has restricted the donated assets to a specific purpose. Assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire property and equipment are reported as restricted support. Absent donor stipulations regarding how long those donated assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired assets are placed in service as instructed by the donor. The Organization reclassifies temporarily restricted net assets to unrestricted net assets at that time.

Functional Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statement of Functional Expenses. Accordingly, certain costs have been allocated among program and supporting services based on estimates by management.

SADDLE UP! NOTES TO FINANCIAL STATEMENTS - Continued December 31, 2004 and 2003

NOTE 2 – CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following at December 31, 2004 and 2003:

	2004	2003
Franklin National Bank checking — development account Franklin National Bank checking — capital improvement account Fifth Third Bank checking — development account Fifth Third Bank checking — development account Fifth Third Bank checking — capital improvement account Fifth Third Bank certificate of deposit — development account interest rate of 2.52%, maturing in March 2005	\$ - - 178,059 226,569 92,331 1,400,000	\$ 93,890 1,523,762 20,099 - -
interest rate of 2.3270, matering in white 2003	\$1,896,959	\$1,637,751

NOTE 3 - PLEDGES RECEIVABLE

Unconditional promises to give to the capital campaign consist of the following at December 31:

	2004	2003
Pledges receivable Less discount to net present value (5%)	\$ 180,183 (7,054)	\$ 233,006 (14,633)
Net unconditional promises to give	<u>\$ 173,129</u>	\$ 218,373
Receivable in less than one year Receivable in one to five years, net	\$ 79,683 <u>93,446</u>	\$ 66,773 151,600
	\$ 173,129	\$ 218,373

At December 31, 2004 and 2003, all unconditional promises to give for the capital campaign are believed to be fully collectible. Accordingly, no provision is made for uncollectible amounts.

SADDLE UP! NOTES TO FINANCIAL STATEMENTS – Continued December 31, 2004 and 2003

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of December 31, 2004 and 2003:

	2004	2003
Land Buildings Equipment and improvements Arena Horses	\$ 655,730 348,451 239,130 2,307,562 47,800	\$ 655,730 348,451 192,061 2,304,817 36,100
Less accumulated depreciation	3,598,673 <u>(252,152)</u>	3,537,159 (150,214)
NOTE 5 – INVESTMENTS	<u>\$3,346,521</u>	<u>\$3,386,945</u>
Investments consist of the following:	2004	2003
Common stock	\$ 2,103	\$ 4,060

During 2004 and 2003, realized and unrealized losses on investments totaled \$138 and \$47, respectively.

NOTE 6 - LINE OF CREDIT

At December 31, 2004, the Organization had a \$50,000 unsecured revolving line of credit with a commercial bank. Borrowings under this agreement bear interest at the bank's prime rate (5.25 percent at December 31, 2004). The agreement requires monthly payments of interest only and expires in December 2005. As of December 31, 2004, no borrowings were outstanding under this line of credit.

NOTE 7 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purposes or periods at December 31:

	2004	2003
Land Buildings Funds restricted for the capital campaign United Way contributions for future periods Contributions for future periods	\$ 655,730 348,451 283,199 24,218 47,320	\$ 655,730 348,451 273,747 18,014
	\$1,358,918	\$1,295,942

SADDLE UP! NOTES TO FINANCIAL STATEMENTS – Continued December 31, 2004 and 2003

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS - Continued

The Organization's land and building remain restricted for a term of five years from November 2001 based on the agreement with the Organization's donor of the funds used to purchase the property.

Temporarily restricted net assets of \$49,122 and \$684,816 were released from restrictions during 2004 and 2003, respectively, based on satisfaction of program restrictions.

NOTE 8 - DESIGNATED NET ASSETS

Net assets designated by the Board of Directors consist of the following at December 31, 2004 and 2003:

	2004	2003
Capital improvement Development	\$ 92,331 _1,626,569	\$ 20,099 1,523,762
	\$1,718,900	\$1,543,861

Development net assets are held with the intention of eventually establishing an endowment for the Organization of approximately \$2,500,000.

NOTE 9 - RECLASSIFICATION

Certain amounts from the 2003 financial statements have been reclassified to conform with the 2004 presentation.

NOTE 10 - 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.

The Organization received operating and capital improvement contributions of \$200,000 from a major donor during 2004. The Organization received operating and capital campaign contributions of \$1,700,000 and additional capital campaign pledges of \$250,000 from a major donor during 2003.

The Organization maintains deposits in financial institutions which exceeded federally insured amounts at December 31, 2004 and 2003. In management's opinion, risk relating to these deposits is minimal.