TENNESSEE LIONS CHARITIES, INC. (A TENNESSEE CORPORATION – NOT FOR PROFIT)

FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

(Together with Independent Auditor's Report)

TENNESSEE LIONS CHARITIES, INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Tennessee Lions Charities, Inc. Nashville, Tennessee

I have audited the accompanying financial statements of Tennessee Lions Charities, Inc., (the organization), a nonprofit organization which comprise the statements of financial position as of June 30, 2013 and 2012, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audits in accordance with the auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, I express no such opinion. An audit also includes the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tennessee Lions Charities, Inc. as of June 30, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Goodlettsville, Tennessee

October 3, 2013

TENNESSEE LIONS CHARITIES, INC. (A TENNESSEE CORPORATION - NOT FOR PROFIT) STATEMENT OF FINANCIAL POSITION JUNE 30, 2013 AND 2012

<u>2013</u>

	Temporarily						
	U	mestricted	Restricted		Total		
<u>A</u>	SSETS	<u>S</u>					
Current assets:							
Cash	\$	426,241	\$ 388	\$	426,629		
Certificates of deposit		6,219	-		6,219		
Investments		284,534	180,523		465,057		
Prepaid expenses		2,380			2,380		
Total current assets	\$	719,374	\$ 180,911	-\$_	900,285		
Property held for sale	\$	5,500	\$	_\$_	5,500		
Property, building, and equipment, net of							
accumulated depreciation of \$514,619	\$	700,473	\$	_\$_	700,473		
Total assets	\$_	1,425,347	\$ 180,911	-\$_	1,606,258		
LIABILITIES	SAND	NET ASSETS	<u>s</u>				
Current liabilities:							
Accounts payable	\$	1,722	\$ -	\$	1,722		
Accrued property tax		4,710	•		4,710		
Total current liabilities	\$	6,432	\$ -	\$_	6,432		
Total liabilities	\$	6,432	\$	_\$_	6,432		
Net assets:							
Unrestricted	\$	1,418,915	\$ -	\$	1,418,915		
Temporarily restricted			180,911		180,911		
Total net assets	\$	1,418,915	\$ 180,911	_\$_	1,599,826		
Total liabilities and net assets	\$	1,425,347	\$ 180,911	\$_	1,606,258		

The accompanying notes to financial statements are an integral part of this statement.

<u>2012</u>

			Temporarily	,	
	U	Inrestricted	Restricted		Total
	ASSET	<u>S</u>			
Current assets:					
Cash	\$	383,507	\$ -	\$	383,507
Investments		237,397	155,080		392,477
Prepaid expenses		2,234	-		2,234
Total current assets	\$	623,138	\$ 155,080	\$_	778,218
Property held for sale	\$	5,500	\$	_\$_	5,500
Property, building, and equipment, net of					
accumulated depreciation of \$479,585	\$	704,376	\$	-\$_	704,376
Total assets	\$_	1,333,014	\$ 155,080	_\$_	1,488,094
LIABILITII	ES AND	NET ASSET	<u>S</u>		
Current liabilities:					
Accounts payable	\$	1,875	\$ -	\$	1,875
Accrued property tax		4,710	-		4,710
Total current liabilities	\$_	6,585	\$	\$_	6,585
Total liabilities	\$_	6,585	\$	\$_	6,585
Net assets:					
Unrestricted	\$	1,326,429	\$ -	\$	1,326,429
Temporarily restricted		-	155,080		155,080
Total net assets	\$	1,326,429	\$ 155,080	\$_	1,481,509
Total liabilities and net assets	\$ _	1,333,014	\$155,080	_\$_	1,488,094

TENNESSEE LIONS CHARITIES, INC. (A TENNESSEE CORPORATION - NOT FOR PROFIT) STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

<u>2013</u>

	<u>U</u>	nrestricted	-	Temporarily Restricted		Total
Revenues, gains, and other support:						
Contributions	\$	54,988	\$	49,205	\$	104,193
Grant income		-		118,315		118,315
Rental income		71,431				71,431
Investment income		37,468		553		38,021
Net assets released from restrictions:		-		-		-
Satisfaction of program restrictions		136,190		(136,190)		-
Total revenues, gains, and other	_					
support	\$	300,077	- \$	31,883	\$	331,960
Expenses:						
Program services	\$	77,702	\$	-	\$	77,702
Management and general		126,479		-		126,479
Fund raising expenses		32,434	_	. =		32,434
Total expenses	\$_	236,615	\$	4	\$_	236,615
Excess (deficit) of revenue and support over expense	\$	63,462	\$	31,883	\$	95,345
Transfer of net assets to the Community						
Foundation (Note 8)		**		(5,100)		(5,100)
Unrealized (loss) gain on investments		29,024		(952)		28,072
Increase (Decrease) in net assets	\$	92,486	\$	25,831	\$	118,317
Net assets at beginning of year		1,326,429	-	155,080		1,481,509
Net assets at end of year	\$_	1,418,915	\$	180,911	\$_	1,599,826

The accompanying notes to financial statements are an integral part of this statement.

	U	nrestricted	,	Temporarily Restricted		Total
Revenues, gains, and other support:						
Contributions	\$	22,928	\$	34,190	\$	57,118
Grant income		-		134,630		134,630
Rental income		69,720		±		69,720
Investment income		34,253		-		34,253
Net assets released from restrictions:		-		-		-
Satisfaction of program restrictions		148,251		(148,251)		-
Total revenues, gains, and other						
support	\$	275,152	\$	20,569		295,721
Expenses:						
Program services	\$	95,384	\$	-	\$	95,384
Management and general		127,048		-		127,048
Fund raising expenses		35,576		•	_	35,576
Total expenses	\$	258,008	\$	-	\$_	258,008
Excess (deficit) of revenue and support over expense	\$	17,144	\$	20,569	\$	37,713
Transfer of net assets to the Community						
Foundation (Note 8)		-		(2,225)		(2,225)
Unrealized (loss) gain on investments		(7,445)		-		(7,445)
Increase (Decrease) in net assets	\$	9,699	\$	18,344	\$	28,043
Net assets at beginning of year		1,316,730		136,736	_	1,453,466
Net assets at end of year	\$	1,326,429	\$	155,080	\$ _	1,481,509

TENNESSEE LIONS CHARITIES, INC. (A TENNESSEE CORPORATION - NOT FOR PROFIT) STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

<u>2013</u>

	N	I anagemen	t			
	Program Services	and General		Fund Raising		Total
Grants	\$ 58,680 \$	-	\$	_	\$	58,680
Salaries	-	39,624		23,847		63,471
Screening expenses	19,022	-		-		19,022
Building utilities and expenses	-	24,586		-		24,586
Accounting	-	5,857		-		5,857
Property taxes	-	9,448		-		9,448
Telephone	-	598		6,125		6,723
Payroll taxes	-	3,032		1,824		4,856
Supplies	-	2,801		-		2,801
Investment fees	-	4,154		-		4,154
Meetings	-	654		209		863
Taxes and licenses	-	455		=		455
Freight and postage	-	236		-		236
Miscellaneous	*			429	_	429
Total expenses before depreciation	\$ 77,702 \$	91,445	\$	32,434	\$	201,581
Depreciation	•	35,034		-	_	35,034
	\$ 77,702 \$	126,479	\$	32,434	\$_	236,615
	33%	53%		14%		100%

The accompanying notes to financial statements are an intregral part of this statement.

<u>2012</u>

			ľ	Managemen	t			
		Program		and		Fund		
	,	Services		General		Raising		Total
Grants	\$	58,680	\$	-	\$	-	\$	58,680
Disaster relief		364		-		-		364
Salaries		-		39,200		23,800		63,000
Screening expenses		36,340		-				36,340
Building utilities and expenses		-		25,105		-		25,105
Accounting		-		5,785		-		5,785
Property taxes		-		8,912		•		8,912
Telephone		-		581		6,978		7,559
Payroll taxes		-		2,999		1,820		4,819
Supplies		-		3,015		•		3,015
Investment fees		-		3,812		•		3,812
Meetings		-		751		614		1,365
Taxes and licenses		-		480		-		480
Freight and postage		-		367		•		367
Printing		-		-		60		60
Miscellaneous		-		M		590		590
Total expenses before depreciation	\$	95,384	\$	91,007	\$	33,862	\$	220,253
Depreciation		-		36,605		a		36,605
	\$	95,384	\$_	127,612	\$_	33,862	\$_	256,858
		37%		50%		13%		100%

TENNESSEE LIONS CHARITIES, INC. (A TENNESSEE CORPORATION - NOT FOR PROFIT) STATEMENT OF CASH FLOWS FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

	_	2013	2012
Operating activities:			_
Increase (decrease) in net assets	\$	118,317 \$	28,043
Adjustments to reconcile increase (decrease) in net assets to			
net cash provided by (used for) operating activities:			
Depreciation		35,034	37,755
Unrealized (gain) loss on investments		(28,072)	7,445
Changes in operating assets and liabilities:		` , ,	,
(Increase) decrease in prepaid expenses		(146)	(87)
Increase (decrease) in accounts payable and accrued expenses	_	(153 <u>)</u>	(164)
Net cash provided by (used for) operating activities	\$_	124,980 \$	72,992
Investing activities:			
(Purchase) sale of investments, net		(44,508)	(8,903)
Increase in certificates of deposit		(6,219)	-
Purchase of furniture, fixtures, and equipment	_	(31,131)	(3,427)
Net cash provided by (used for) investing activities	\$_	(81,858) \$	(12,330)
Increase (decrease) in cash	\$	43,122 \$	60,662
Cash at beginning of year	_	383,507	322,845
Cash at end of year	\$_	426,629 \$	383,507

TENNESSEE LIONS CHARITIES, INC. (A TENNESSEE CORPORATION – NOT FOR PROFIT) NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, 2013 AND 2012

(1) SIGNIFICANT ACCOUNTING POLICIES:

Organization - Tennessee Lions Charities, Inc. (the Organization) was formed on October 1, 1995 to provide financial support and volunteer involvement in health care programs; primarily for preventable and curable eyesight difficulties with a special emphasis on pediatric vision problems in very young children. The Organization is affiliated with Lions Clubs Volunteer Services, Inc., Lions Clubs International, Lions Clubs International Foundation, as well as other Lions Clubs organizations and chapters throughout Tennessee. The Organization was involved in one program of service, the Operation KidSight Campaign, which was a project to raise money to fund the Tennessee Lions Eye Center (Eye Center) at Vanderbilt Children's Hospital in Nashville, Tennessee. During the year ended June 30, 2004, the Organization met its \$4,000,000 goal that established the Eye Center and, therefore, ended the Operation KidSight Campaign. Currently, the Organization is involved in one program of service, KidSight Outreach, which is a project to raise money to fund the outreach activities of the Eye Center. As of June 30, 2013, volunteers using the latest specially designed vision screening equipment designed for preschool children have screened approximately 434,007 children. The Organization plans to continue to fulfill its mission by continuing to raise support for the KidSight Outreach Vision Screening Program and creating new programs in the future.

<u>Accrual Basis</u> – The financial statements of the Organization are prepared using the accrual basis of accounting, under which income is recognized when earned rather than when collected and expenses are recognized when incurred rather than when disbursed.

Basis of Presentation – Financial statement presentation follows the recommendation of the Financial Accounting Standards Board in its Accounting Standards Codification ASC 958-225 (formerly SFAS No. 117). Under ASC 958-225, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted. A description of the three net asset categories follows:

Unrestricted – Net assets that are not subject to donor-imposed restrictions. Unrestricted net assets may be designated for specific purposes by action of the Board of Directors.

Temporarily Restricted – Net assets whose use by the Organization is subject to donor-imposed restrictions that can be fulfilled by actions of the Organization pursuant to those restrictions or that expire by the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statements of Activities and Changes in Net Assets as net assets released from restrictions.

Permanently Restricted – Net assets subject to donor-imposed restrictions 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 any related investments for general or specific purposes. At June 30, 2013 and 2012, there were no permanently restricted net assets.

<u>Use of Estimates</u> – Management of the Organization has made a number of estimates and assumptions relating to the reporting of assets and liabilities and disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from these estimates.

<u>Cash Equivalents</u> – For purposes of the Statements of Cash Flows, cash equivalents include any liquid investments with an original maturity of three months or less. At June 30, 2013 and 2012, there were no cash equivalents.

<u>Accounts Receivable</u> – An allowance for doubtful accounts is established through a provision for receivable losses charged to expense. Receivables are charged against the allowance when management believes the collectability of the receivable is unlikely. Management's estimate of doubtful accounts is based on historical collection experience and a review of the current status of accounts receivable. It is reasonably possible that management's estimate of the allowance for doubtful accounts could change. There was no bad debt expense recognized in 2013 and 2012 related to accounts receivable.

Accounts receivable are considered delinquent after sixty days. Late fees and interest are not assessed on delinquent accounts. It is not the policy of the Organization to place a club or vendor on non-accrual status. As of June 30, 2013 and 2012, there were no outstanding receivables.

<u>Investments</u> – Investments consist of marketable securities

Investments in equity securities with readily determinable fair values and all debt securities are carried at fair value with gains and losses included as unrestricted on the Statements of Activities and Changes in Net Assets. Other investments (such as real property) are carried at the lower of cost or fair value.

<u>Promises to Give</u> – Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional.

The Organization uses the allowance method to determine uncollectible unconditional promises to give. The allowance is based on prior years' experience and management's analysis of specific promises made. It is reasonably possible that management's estimate of the allowance for doubtful promises to give could change.

Promises to give are not considered delinquent until the program is completed. It is not the Organization's policy to place a club on non-accrual status. There were no promises to give and no bad debt expense for the years ended June 30, 2013 and 2012.

<u>Property, Building and Equipment</u> – Property, building and equipment are stated at cost or, if donated, at fair market value at the date of gift. Upon retirement or disposition, costs and accumulated depreciation are removed from the accounts, and the resulting profit or loss is reflected in income. Maintenance and repairs and items under \$600 are charged to expense as incurred. Property, building and equipment are depreciated using the straight-line method over the estimated useful lives of the assets, which range from three to thirty years.

<u>Contributions</u> – Contributions received are recorded as increases in unrestricted, temporarily restricted, or permanently restricted net assets, depending on the existence and/or nature of any donor restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statements of Activities and Changes in Net Assets as net assets released from restrictions.

<u>Income Taxes</u> – The Internal Revenue Service granted the Organization exempt status under Code Section 501(c)(3) as a charitable organization, and has classified it as other than a private foundation as defined in Code Section 590(a). Tax returns for the years ended June 30, 2013, 2012 and 2011 are subject to routine audit by federal authorities.

<u>Contributed Services</u> – A substantial number of unpaid volunteers have made significant contributions of their time to develop the Organization's programs, particularly in the areas of program service and fund raising. No amounts have been recognized in the accompanying financial statements because the criteria for recognition of such volunteer effort under ASC 958-605 (formerly SFAS No. 116, *Accounting for Contributions Received and Contributions Made*), have not been satisfied.

(2) <u>RELATED PARTY TRANSACTIONS:</u>

The Organization received donated services and use of office equipment from Lions Clubs Volunteer Services, Inc. (LCVS), an affiliated organization. No expense or revenue has been recorded on the books for the years ended June 30, 2013 and 2012 due to the immateriality of the amount involved.

(3) **INVESTMENTS**:

Investments are stated at fair value and are summarized at June 30 as follows:

		2013				2012	2
	-	Market		Cost	Market	-	Cost
Cash and cash equivalents Mutual Funds - Equity Mutual Funds - Fixed income	\$	37,054 339,868 88,135	\$	37,054 327,728 90,000	\$ 25,274 284,865 82,338	\$	25,274 295,000 90,000
	\$	465,057	\$	454,782	\$ 392,477	\$	410,274
					2013		2012
Market value					\$ 465,057	\$	392,477
Cost					454,782		410,274
Unrealized gain (loss)					\$ 10,275	\$	(17,797)
Investment income					\$ 16,487	\$	12,715
Interest income					444		938
Investment fees					(4,154)		(3,812)
Realized net investment income					\$ 12,777	\$	9,841

(4) FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Organization uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Organization measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs would be used only when Level 1 or Level 2 inputs were not available.

The Organization's investments are reported at fair value in the accompanying statement of financial position as of June 30, 2013 and 2012, respectively:

Fair Value Measurements at June 30, 2013

ran value measure	mems at Jun	16 30, 2013		
		Fair Value	_	Quoted Market Prices (Level 1)
Financial Assets:				
Investments, at fair value				
Cash and cash equivalents	\$	37,054	\$	37,054
Mutual Funds - Equity		339,868		339,868
Mutual Funds – Fixed income		88,135		88,135
	\$	465,057	\$	465,057
<u>Fair Value Measure</u>	ments at Jun	ic 50, 2012		Quoted Market Prices
		Fair Value		(Level 1)
Financial Assets:	,		•	
Investments, at fair value				
Cash and cash equivalents	\$	25,274	\$	25,274
Mutual Funds - Equity		284,865		284,865
Mutual Funds – Fixed income		82,338		82,338

The following methods and assumptions were used to estimate the fair value for each class of financial investment measured at fair value:

Cash and Cash Equivalents

Investments in certain cash and cash equivalents represent investments in money market accounts. These investments are classified as Level 1 as they are traded in an active market for which daily closing prices, measured primarily on a net asset value basis, are available.

Equity

Investments in domestic equities represent investments in commingled funds that invest primarily in equity securities of companies based in the United States. These investments are classified as Level 1 as they are traded in an active market for which daily closing prices, measured primarily on a net asset value basis, are available.

Fixed Income

Investments in certain fixed income securities represent investments in debt securities. These investments are classified as Level 1 as they are traded in an active market for which daily closing prices are available.

(5) PROPERTY, BUILDING AND EQUIPMENT:

Property, building and equipment consist of the following at June 30, 2013 and 2012:

	_	2013	2012
Land	\$	240,000	\$ 240,000
Building and improvements		870,495	839,364
Furniture, fixtures + equipment		104,597	104,597
	\$	1,215,092	\$ 1,183,961
Less: Accumulated depreciation		(514,619)	(479,585)
	\$ _	700,473	\$ 704,376

(6) **LEASING ARRANGEMENTS:**

The Organization leases office space and land to unrelated third parties under operating leases expiring October, 2019 and July, 2015, respectively. Minimum future rentals to be received for the years ending June 30 under the leases are as follows:

2014	\$ 63,374
2015	63,201
2016	63,076
2017	63,076
2018	63,076
Thereafter	21,025
	\$ 336,828

(7) <u>TEMPORARILY RESTRICTED NET ASSETS:</u>

Temporary restricted net assets are available for the following purposes:

	2013	 2012
KidSight Outreach	\$ 142,333	\$ 139,121
Screening equipment	-0-	11,298
Endowment transfer	196	294
Leadership recognition	38,383	 -0-
	\$ 180,311	\$ 150,713

Net assets were released from donor restrictions by incurring expenses satisfying the purpose restrictions specified by donors as follows:

	2013	_	2012
KidSight Outreach	\$ 119,471	\$	126,270
Screening equipment	16,719		21,617
Disaster relief	-0-		364
	\$ 136,190	\$	148,251

(8) <u>CONCENTRATIONS OF CREDIT RISK:</u>

The majority of the Organization's revenue is derived from individuals, corporations, and lions Clubs organizations located in Tennessee. The following sources contributed more than 10% of total revenues, gains, and other support:

		2012
Grant A	29%	33%

(9) ENDOWMENT FUND:

Prior to June 30, 2008, the Organization received donations of \$375,000 designated for the establishment of an endowment fund. During the year ended June 30, 2010, the Organization established an endowment fund with The Community Foundation of Middle Tennessee (the "Foundation"). The Foundation is responsible for the investment and management of this fund. Net income from this fund will be forwarded to the Organization and may be used for its general operations. Income recovered during the years ended June 30, 2013 and 2012 amounted to \$21,090 and \$20,600.

During the years ended June 30, 2013 and 2012, \$5,100 and \$2,225 were transferred to this fund. Additional designated donations of \$5,350 and \$2,525 (net of donor recognition expenses of \$348 and \$6) were also received.

(10) SUBSEQUENT EVENTS:

The Organization has evaluated subsequent events through October 3, 2013, the date which the financial statements were available to be issued. No events have occurred which would have a material effect on the financial statements of the Organization as of that date.