FINANCIAL STATEMENTS

DECEMBER 31, 2007 and 2006

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MULLINS CLEMMONS & MAYES, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Wayne Reed Christian Childcare Center, Inc.

We have audited the accompanying statements of financial position of Wayne Reed Christian Childcare Center, Inc. (a nonprofit organization) as of December 31, 2007 and 2006, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the management of Wayne Reed Christian Childcare Center, Inc. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with U.S. generally accepted auditing standards. 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 above present fairly, in all material respects, the financial position of Wayne Reed Christian Childcare Center, Inc. as of December 31, 2007 and 2006, and the changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Mullin Clemnon: Mayes, PLIC

Brentwood, Tennessee

July 9, 2008

STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2007 AND 2006

| | 2007 | 2006 |
|--|------------------|--------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 410,520 | \$ 426,843 |
| Accounts receivable | 91,357 | 102,140 |
| Investments in marketable securities | 715,695 | 311,543 |
| Prepaid expenses and other assets | 6,005 | 12,017_ |
| Total current assets | 1,223,577 | 852,543 |
| PROPERTY AND EQUIPMENT, NET OF | | |
| ACCUMULATED DEPRECIATION | 581,438 | 608,257 |
| TOTAL ASSETS | \$ 1,805,015 | \$ 1,460,800 |
| LIABILITIES AND NET ASSETS | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | <u>\$ 13,446</u> | \$ 10,556 |
| Total current liabilities | 13,446 | 10,556 |
| NET ASSETS: | | |
| Unrestricted net assets: | | |
| Designated by board for building maintenance | 88,000 | 76,000 |
| Invested in property and equipment | 581,438 | 608,257 |
| Undesignated | 819,804 | 503,790_ |
| Total unrestricted | 1,489,242 | 1,188,047 |
| Temporarily restricted | 146,232 | 131,102 |
| Permanently restricted | 156,095 | 131,095 |
| Total net assets | <u>1,791,569</u> | 1,450,244 |
| TOTAL LIABILITIES AND NET ASSETS | \$ 1,805,015 | \$ 1,460,800 |

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2007

| | Un | restricted | nporarily stricted | | manently stricted | Total |
|-------------------------------|----|------------|-----------------------|-----|----------------------|-----------------|
| SUPPORT AND REVENUES: | | | | | | |
| State grants | \$ | 50,200 | \$ _ | \$ | - | \$ 50,200 |
| Donations and private grants | · | 348,689 | 15,130 | | 25,000 | 388,819 |
| Child care fees and subsidies | | 261,062 | · - | | - | 261,062 |
| Fundraising events | | 184,585 | - | | _ | 184,585 |
| Investment earnings | | 18,931 | | | | 18,931 |
| Gain on sale of assets | | 6,000 | - | | _ | 6,000 |
| Total | | 869,467 | 15,130 | | 25,000 | 909,597 |
| . 513. | | | , | | · | |
| Net assets released | | | | | | |
| from restrictions | | _ | - | | - | - |
| | | | | | | |
| Total support and revenues | | 869,467 | 15,130 | | 25,000 | 909,597 |
| | | | | | | |
| EXPENSES: | | | | | | |
| Program services: | | | | | | |
| Child development | | 419,071 | - | | - | 419,071 |
| Supporting services: | | , | | | | |
| Management and general | | 120,582 | - | | - | 120,582 |
| Fundraising | | 28,619 | - | | - | 28,619 |
| Total expenses | | 568,272 | - | | - | 568,272 |
| • | | | | - | | |
| CHANGE IN NET ASSETS | | 301,195 | 15,130 | | 25,000 | 341,325 |
| | | · | | | | |
| NET ASSETS: | | | | | | |
| Beginning of year | | 1,188,047 | 131,102 | | 131,095 | 1,450,244 |
| | | | - | | | |
| End of year | \$ | 1,489,242 | \$ 146,232 | \$_ | 156,095 | \$ 1,791,569 |

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2006

| | Un | restricted | nporarily estricted | | manently stricted | Total |
|-------------------------------|----|------------|------------------------|----|----------------------|-----------------|
| SUPPORT AND REVENUES: | _ | | | _ | | 00.000 |
| State grants | \$ | 60,200 | \$ - | \$ | - | \$ 60,200 |
| Donations and private grants | | 184,380 | 151,102 | | - | 335,482 |
| Child care fees and subsidies | | 273,566 | - | | - | 273,566 |
| Fundraising events | | 169,392 | - | | - | 169,392 |
| Investment earnings | | 14,874 | | | - | 14,874 |
| Total | | 702,412 | 151,102 | | - | 853,514 |
| Net assets released | | | | | | |
| from restrictions | | 35,000 | (35,000) | | | - |
| Total support and revenues | | 737,412 | 116,102 | | | 853,514 |
| EXPENSES: | | | | | | |
| Program services: | | | | | | |
| Child development | | 428,101 | = | | - | 428,101 |
| Supporting services: | | | | | | |
| Management and general | | 124,109 | - | | - | 124,109 |
| Fundraising | | 13,818 | - | | ₹ | 13,818 |
| Total expenses | | 566,028 | - | | - | 566,028 |
| | | | • | | | |
| CHANGE IN NET ASSETS | | 171,384 | 116,102 | | - | 287,486 |
| NET ASSETS: | | | | | | |
| Beginning of year | | 1,016,663 | 15,000 | | 131,095 | 1,162,758 |
| End of year | \$ | 1,188,047 | \$ 131,102 | \$ | 131,095 | \$ 1,450,244 |

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2007

| | Program Services | | Supporting Services | | | | | |
|-------------------------|---------------------|----------|------------------------|-----------|----|--------------|----|---------|
| | | Child | Mai | nagement | F | -und- | | |
| | Dev | elopment | and | d General | R | aising_ | | Total |
| Salaries | \$ | 225,083 | \$ | 75,028 | \$ | - | \$ | 300,111 |
| Employee benefits | | 19,990 | | 6,663 | | - | | 26,653 |
| Payroll taxes | | 17,724 | | 5,908 | | | | 23,632 |
| Total personnel costs | | 262,797 | | 87,599 | | - | | 350,396 |
| Fundraising expenses | | _ | | - | | 28,619 | | 28,619 |
| Daycare supplies | | 53,674 | | - | | - | | 53,674 |
| Utilities | | 7,827 | | 2,609 | | = | | 10,436 |
| Contract labor | | 11,175 | | 3,725 | | - | | 14,900 |
| Office supplies | | 3,655 | | - | | - | | 3,655 |
| Insurance | | 11,811 | | 3,937 | | - | | 15,748 |
| Telephone | | 827 | | 276 | | - | | 1,103 |
| Administrative expenses | | 46,219 | | 15,407 | | - | | 61,626 |
| Total expenses before | | | | | | | | |
| depreciation | | 397,985 | | 113,553 | | 28,619 | | 540,157 |
| Depreciation | | 21,086 | . | 7,029 | | | _ | 28,115 |
| Total expenses | | 419,071 | \$ | 120,582 | \$ | 28,619 | \$ | 568,272 |

STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2006

| | Program Services | | Supporting Services | | | | | |
|-------------------------|---------------------|----------|---------------------|-----------|------|--------|------|---------|
| | | Child | Mar | nagement | F | und- | | |
| | Dev | elopment | and | i General | R | aising | | Total |
| Salaries | \$ | 228,070 | \$ | 76,023 | \$ | - | \$ | 304,093 |
| Employee benefits | | 22,834 | | 7,611 | | - | | 30,445 |
| Payroll taxes | | 17,588 | | 5,863 | | - | | 23,451 |
| Total personnel costs | | 268,492 | | 89,497 | | - | | 357,989 |
| Fundraising expenses | | - | | - | | 13,818 | | 13,818 |
| Daycare supplies | | 50,378 | | _ | | - | | 50,378 |
| Utilities | | 7,362 | | 2,454 | | - | | 9,816 |
| Contract labor | | 16,037 | | 5,345 | | - | | 21,382 |
| Office supplies | | 5,393 | | - | | - | | 5,393 |
| Insurance | | 14,314 | | 4,771 | | - | | 19,085 |
| Telephone | | 3,172 | | 1,057 | | - | | 4,229 |
| Administrative expenses | | 41,930 | | 13,977 | | - | | 55,907 |
| Total expenses before | | | | | | | | |
| depreciation | | 407,078 | | 117,101 | | 13,818 | | 537,997 |
| Depreciation | | 21,023 | | 7,008 | | | | 28,031 |
| Total expenses | _\$_ | 428,101 | \$ | 124,109 | _\$_ | 13,818 | _\$_ | 566,028 |

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

| | 2007 | 2006 |
|---|------------|------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | 0.44.005 | *** |
| Net change in net assets | \$ 341,325 | \$ 287,486 |
| Adjustments to reconcile net change in net assets to net cash provided by operating activities: | | |
| Depreciation | 28,115 | 28,031 |
| Gain on disposal of property and equipment | (6,000) | • |
| Noncash stock donations | (84,565) | (139,001) |
| Net (gains) losses on investments | 7,433 | (14,087) |
| Net changes in other assets and liabilities: | | |
| Accounts receivable | 10,783 | 94,608 |
| Prepaid expenses and other assets | 6,012 | 2,018 |
| Accounts payable | 2,890 | 7,090 |
| Net cash provided by operating activities | 305,993 | 266,145 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of property and equipment | (1,296) | (20,308) |
| Purchases of investments | (365,588) | (144,994) |
| Proceeds from sale of investments | 38,568 | 134,686 |
| Proceeds from sale of property and equipment | 6,000 | |
| Net cash used in investing activities | (322,316) | (30,616) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (16,323) | 235,529 |
| CASH AND CASH EQUIVALENTS, BEGINNING | 426,843 | 191,314 |
| CASH AND CASH EQUIVALENTS, ENDING | \$ 410,520 | \$ 426,843 |

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2007 AND 2006

NOTE 1 - STATEMENT OF PURPOSE

Wayne Reed Christian Childcare Center, Inc. (the "Center"), founded in 1996, is qualified as a taxexempt organization under section 501(c)(3) of the Internal Revenue Code. The primary program of the Center is the operation of a day care facility for inner city and low-income children.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Center considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Accounts Receivable

Accounts receivable consist of receivables from parents, guardians, and governmental agencies for child care fees and subsidies and from governmental agencies for grants earned. The Center uses the allowance method to determine any uncollectible accounts receivable. The allowance is based on prior years' experience and management's analysis of specific accounts receivable. At December 31, 2007 and 2006, management believed that all accounts receivable were fully collectible. Therefore, no allowance was deemed necessary.

Promises to Give

Contributions are recognized when the donor makes a promise to give to the Center that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

The Center uses the allowance method to determine uncollectible promises receivable. The allowance is based on prior years' experience and management's analysis of specific promises made.

Investments

The Center accounts for its investments in debt and equity securities in accordance with Statement of Financial Accounting Standards No. 124, Accounting for Certain Investments Held by Not-for-Profit Organizations ("SFAS 124"). Under SFAS 124, investments in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value with gains and losses included in the statement of activities. See Note 3 for further details.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)
DECEMBER 31, 2007 AND 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are recorded at cost. Maintenance and repairs are expensed as incurred; major renewals and improvements are capitalized. When items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in revenue or expense. Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

Deferred Revenue

Tuition is recorded by the Center as revenue in the period to which the tuition relates. Tuition collected in the current year, which is applicable to future years, is deferred and recognized as revenue in the appropriate year.

Income Taxes

As mentioned in Note 1, the Center is a tax-exempt organization; accordingly, no provision for income taxes is included in the accompanying financial statements.

Grant Revenues

Grant revenues are recognized when qualified, reimbursable expenses are incurred or when services are performed.

Donated Materials and Services

Donated materials are recognized as contributions at their estimated fair values at date of receipt. The value of donated services meeting the requirements for recognition in the financial statements was not material and has not been recorded. A substantial number of volunteers have donated significant amounts of time in the Center's programs, development and fund raising activities.

Functional Allocation of Expenses

Expenses, which are directly related to a function, are charged to that function. Expenses that are related to more than one function are allocated to the applicable functions based upon various allocation methods in order to reflect the total cost of each function.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2007 AND 2006

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Statement Presentation

The Center reports 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.

NOTE 3 - INVESTMENTS IN MARKETABLE SECURITIES

Investments consist of the following, at fair market value, as of December 31, 2007 and December 31, 2006:

| | 2007 | 2006 |
|--|----------------------|----------------------|
| Equity securities Equity mutual funds | \$ 67,736 647.959 | \$ 52,660 258,883 |
| Total investments in marketable securities | \$ 715,695 | \$ 311,543 |

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

| | 2007 | 2006 |
|--|-------------------------|-------------------------|
| Building and related improvements Office equipment and computers | \$ 702,445 31,308 | \$ 702,445 31,308 |
| Kitchen equipment and cabinets Playground equipment | 26,688 54,778 | 26,688 53,484 |
| Vehicles Total cost | 815,219 | 26,093 840,018 |
| Less accumulated depreciation Net property and equipment | (233,781) \$ 581,438 | (231,761) \$ 608,257 |

NOTE 5 - EMPLOYEE BENEFIT PLAN

The Center maintains a 403(b) plan for its employees. Eligible employees may contribute up to 3% of their compensation into the plan. The Center matches 50% of each employee's contributions. The Center recognized \$3,665 and \$3,342 of costs related to this plan during 2007 and 2006, respectively.

NOTES TO FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2007 AND 2006

NOTE 6 - LEASES

In 1997, the Center entered into a ground lease and operating lease with Youth Encouragement Services for the use of their premises for a period of thirty years ending December, 2026. The Center agreed to pay rent of one dollar each year of the lease. Under the terms of the leases the Center has the right of first refusal should Youth Encouragement Services desire to sell the facility.

NOTE 7 - CONCENTRATIONS

The Center maintains bank accounts whose balances may exceed FDIC insurance limits. The Center has not experienced any losses in such accounts, and management does not believe that they are exposed to any significant credit risks on these accounts.

The Center relies heavily on donations and grants to fund its operations. The loss of these funds would have a significant impact on the operations of the Center.

NOTE 8 - RESTRICTIONS ON NET ASSETS

Temporarily restricted net assets were available for the following purposes at December 31, 2007 and 2006:

| | 2007 | 2006 |
|---|------------|------------|
| Multicultural center | \$ 131,232 | \$ 131,102 |
| Office buildout | 15,000 | - |
| Total temporarily restricted net assets | \$ 146,232 | \$ 131,102 |

Permanently restricted net assets consisted of the following at December 31, 2007 and 2006:

| | 2007 | 2006 |
|----------------|------------|------------|
| Endowment fund | \$ 156,095 | \$ 131,095 |