

FINANCIAL STATEMENTS

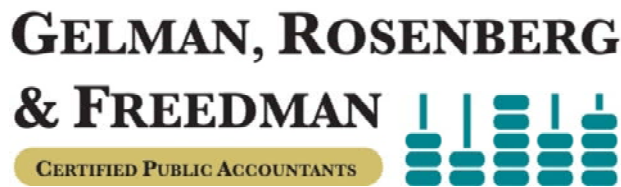
JOSHUA M. FREEMAN FOUNDATION

**FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011**

JOSHUA M. FREEMAN FOUNDATION

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Joshua M. Freeman Foundation
Selbyville, Delaware

We have audited the accompanying financial statements of the Joshua M. Freeman Foundation (JMFF), which comprise the statements of financial position as of December 31, 2012 and 2011, 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

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 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, we express no such opinion. An audit also includes evaluating 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of JMFF as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in cursive script that reads 'Gelman, Rosenberg & Freedman'.

Bethesda, Maryland
July 30, 2013

4550 MONTGOMERY AVENUE • SUITE 650 NORTH • BETHESDA, MARYLAND 20814
(301) 951-9090 • FAX (301) 951-3570 • WWW.GRFCPA.COM

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JOSHUA M. FREEMAN FOUNDATION
STATEMENTS OF FINANCIAL POSITION
AS OF DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,035,984	\$ 972,225
Investments	73,550	36,801
Grants receivable	21,860	-
Prepaid expenses and other assets	22,601	29,740
Total current assets	1,153,995	1,038,766
FURNITURE AND EQUIPMENT		
Buildings	12,641	12,641
Equipment	115,642	3,972
Furniture	21,812	11,925
Computer related equipment	30,912	27,817
Vehicles	9,946	9,946
	190,953	66,301
Less: Accumulated depreciation and amortization	(64,651)	(28,894)
Net furniture and equipment	126,302	37,407
TOTAL ASSETS	\$ 1,280,297	\$ 1,076,173

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 36,664	\$ 77,123
Refundable advances	3,835	7,190
Total current liabilities	40,499	84,313
NET ASSETS		
Unrestricted	1,186,816	991,860
Temporarily restricted	52,982	-
Total net assets	1,239,798	991,860
TOTAL LIABILITIES AND NET ASSETS	\$ 1,280,297	\$ 1,076,173

See accompanying notes to financial statements.

JOSHUA M. FREEMAN FOUNDATION

**STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**

	2012		
	Unrestricted	Temporarily Restricted	Total
SUPPORT AND REVENUE			
Operating revenue, net of cost of goods sold of \$39,178 in 2012 and \$40,201 in 2011	\$ 423,159	\$ -	\$ 423,159
Fundraising and sponsorships, net of cost of auction items of \$42,484 in 2012 and \$28,734 in 2011	471,916	-	471,916
Grants - Government, corporate foundations, other	52,170	99,720	151,890
Legacy grant - Carl M. Freeman Foundation, Inc.	870,000	-	870,000
Interest and investment income	18,851	-	18,851
Net assets released from donor restrictions	<u>46,738</u>	<u>(46,738)</u>	<u>-</u>
Total support and revenue	<u>1,882,834</u>	<u>52,982</u>	<u>1,935,816</u>
EXPENSES			
Program Services	1,284,616	-	1,284,616
Management and General	102,086	-	102,086
Fundraising	<u>301,176</u>	<u>-</u>	<u>301,176</u>
Total expenses	<u>1,687,878</u>	<u>-</u>	<u>1,687,878</u>
Changes in net assets	194,956	52,982	247,938
NET ASSETS AT BEGINNING OF YEAR	<u>991,860</u>	<u>-</u>	<u>991,860</u>
NET ASSETS AT END OF YEAR	<u>\$ 1,186,816</u>	<u>\$ 52,982</u>	<u>\$ 1,239,798</u>

See accompanying notes to financial statements.

2011		
Unrestricted	Temporarily Restricted	Total
\$ 270,858	\$ -	\$ 270,858
357,931	-	357,931
-	-	-
45,242	-	45,242
780,000	-	780,000
5,860	-	5,860
-	-	-
<u>1,459,891</u>	<u>-</u>	<u>1,459,891</u>
1,061,135	-	1,061,135
168,232	-	168,232
<u>223,842</u>	<u>-</u>	<u>223,842</u>
<u>1,453,209</u>	<u>-</u>	<u>1,453,209</u>
6,682	-	6,682
<u>985,178</u>	<u>-</u>	<u>985,178</u>
<u>\$ 991,860</u>	<u>\$ -</u>	<u>\$ 991,860</u>

See accompanying notes to financial statements.

JOSHUA M. FREEMAN FOUNDATION
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2012

	Program Services	Management and General	Fundraising	Total Expenses
Productions	\$ 743,564	\$ -	\$ -	\$ 743,564
Personnel	242,177	48,322	127,213	417,712
Events and activities	-	-	131,104	131,104
Design and print	48,839	-	8,716	57,555
Promotional costs	99,221	-	866	100,087
Professional fees	7,595	14,128	6,886	28,609
Insurance	11,895	4,598	781	17,274
Travel and related	12,591	6,346	2,879	21,816
Postage and delivery	1,198	412	2,369	3,979
Public relations	967	-	1,034	2,001
Facility expenses	47,809	2,966	2,618	53,393
Bank and credit card fees	13,237	283	3,766	17,286
Accounting and audit	-	21,475	-	21,475
Depreciation and amortization	31,340	1,796	2,621	35,757
Telecommunications	5,385	591	3,891	9,867
Other	18,798	1,169	6,432	26,399
	<u>18,798</u>	<u>1,169</u>	<u>6,432</u>	<u>26,399</u>
TOTAL	<u>\$ 1,284,616</u>	<u>\$ 102,086</u>	<u>\$ 301,176</u>	<u>\$ 1,687,878</u>

See accompanying notes to financial statements.

JOSHUA M. FREEMAN FOUNDATION
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2011

	Program Services	Management and General	Fundraising	Total Expenses
Productions	\$ 608,124	\$ -	\$ -	\$ 608,124
Personnel	244,082	51,573	120,607	416,262
Events and activities	-	-	69,380	69,380
Design and print	39,406	572	10,827	50,805
Promotional costs	65,923	-	-	65,923
Professional fees	550	57,600	-	58,150
Insurance	9,435	2,333	-	11,768
Travel and related	20,079	12,790	2,046	34,915
Postage and delivery	91	512	1,941	2,544
Facility expenses	37,171	3,607	1,812	42,590
Bank and credit card fees	8,006	394	3,394	11,794
Accounting and audit	-	22,922	-	22,922
Depreciation and amortization	14,802	890	1,627	17,319
Telecommunications	3,559	1,706	8,306	13,571
Other	9,907	13,333	3,902	27,142
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
TOTAL	<u>\$ 1,061,135</u>	<u>\$ 168,232</u>	<u>\$ 223,842</u>	<u>\$ 1,453,209</u>

See accompanying notes to financial statements.

JOSHUA M. FREEMAN FOUNDATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in net assets	\$ 247,938	\$ 6,682
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation and amortization	35,757	17,319
Stock donations	(20,002)	-
Unrealized gain on investments	(16,747)	(279)
Expensed capital asset	-	4,648
(Increase) decrease in:		
Prepaid expenses and other assets	7,139	1,051
Grants receivable	(21,860)	-
Increase (decrease) in:		
Accounts payable and accrued liabilities	(40,459)	34,805
Refundable advances	<u>(3,355)</u>	<u>5,690</u>
Net cash provided by operating activities	<u>188,411</u>	<u>69,916</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from redemption of certificate of deposit	-	100,000
Purchase of capital assets	<u>(124,652)</u>	<u>(23,688)</u>
Net cash (used) provided by investing activities	<u>(124,652)</u>	<u>76,312</u>
Net increase in cash and cash equivalents	63,759	146,228
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>972,225</u>	<u>825,997</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 1,035,984</u>	<u>\$ 972,225</u>

See accompanying notes to financial statements.

JOSHUA M. FREEMAN FOUNDATION

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION

Organization

Joshua M. Freeman Foundation (JMFF) is a not-for-profit organization, incorporated in the State of Delaware in 2007. Its mission is to partner to present memorable performances and provide inspired arts education for all. Its current principal activity is presenting a variety of performances at "The Freeman Stage at Bayside", an open air facility in Sussex County, Delaware, as well as other performing arts indoor venues throughout the county.

Basis of presentation

The accompanying financial statements are presented on the accrual basis of accounting, and in accordance with FASB ASC 958, *Not-for-Profit Entities*.

Cash and cash equivalents

JMFF considers all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents.

Through December 31, 2012, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") provided temporary unlimited deposit insurance coverage for non-interest bearing transaction accounts at all Federal Deposit Insurance Corporation (FDIC) insured depository institutions (the "Dodd-Frank Deposit Insurance Provision"). JMFF maintained a portion of its cash balance at a financial institution in a non-interest bearing account; thereby, all of this cash balance was protected by the FDIC under this Act. Beginning January 1, 2013, funds deposited in non-interest bearing accounts will no longer receive unlimited deposit insurance coverage. Bank deposit accounts at one institution will be insured by the FDIC up to a limit of \$250,000.

Investments

Investments are recorded at their fair value. Unrealized and realized gains and losses are included in investment income in the Statements of Activities and Changes in Net Assets.

Furniture and equipment

Furniture and equipment acquisitions in excess of \$2,500 are capitalized and are stated at cost basis. Furniture and equipment are depreciated on a straight-line basis over the estimated useful lives of the related assets, generally three to five years. The cost of maintenance and repairs is recorded as expenses are incurred.

Income taxes

JMFF has been recognized as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, effective as of March 7, 2007. Accordingly, no provision for income taxes has been made in the accompanying financial statements. JMFF is further classified as a public charity under Section 170(b)(1)(A)(vi), and is not a private foundation.

Uncertain tax positions

For the years ended December 31, 2012 and 2011, JMFF has documented its consideration of FASB ASC 740-10, *Income Taxes*, that provides guidance for reporting uncertainty in income taxes and has determined that no material uncertain tax positions qualify for either recognition or disclosure in the financial statements.

The Federal Form 990, *Return of Organization Exempt from Income Tax*, is subject to examination by the Internal Revenue Service, generally for three years after it is filed.

JOSHUA M. FREEMAN FOUNDATION

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

Net asset classification

The net assets are reported in two self-balancing groups as follows:

- **Unrestricted net assets** include unrestricted revenue and contributions received without donor-imposed restrictions. These net assets are available for the operation of JMFF and include both internally designated and undesignated resources.
- **Temporarily restricted net assets** include revenue and contributions subject to donor-imposed stipulations that will be met by the actions of JMFF and/or 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.

Revenue recognition

Operating revenue is recorded on an accrual basis and consists of ticket and concession sales from programs that are primarily offered at The Freeman Stage at Bayside. Fundraising and sponsorship revenue includes charitable contributions and other support; such revenue is recognized in the year it is received from the donor. Grant revenue is recognized in the year in which the grant is awarded and is further segregated into Unrestricted or Temporarily Restricted, as applicable. As of December 31, 2012 and 2011, there were \$52,982 and \$0, respectively, in temporarily restricted net assets.

Use of estimates

The preparation of the 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Functional allocation of expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statements of Activities and Changes in Net Assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Risks and uncertainties

JMFF invests in various investment securities. Investment securities are exposed to various risks such as interest rates, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying financial statements.

Fair value measurement

JMFF adopted the provisions of FASB ASC 820, *Fair Value Measurement*. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs (assumptions that market participants would use in pricing assets and liabilities, including assumptions about risk) used to measure fair value, and enhances disclosure requirements for fair value measurements. JMFF accounts for a portion of its financial instruments at fair value or considers fair value in their measurement.

JOSHUA M. FREEMAN FOUNDATION

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

2. INVESTMENTS

Investments consisted of the following at December 31, 2012 and 2011:

	<u>2012</u>		<u>2011</u>	
	<u>Cost</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Fair Value</u>
Equities	\$ <u>40,010</u>	\$ <u>73,550</u>	\$ <u>20,008</u>	\$ <u>36,801</u>

Included in interest and investment income are the following at December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Interest and dividends	\$ 2,104	\$ 5,581
Unrealized gain on investments	<u>16,747</u>	<u>279</u>
TOTAL INTEREST AND INVESTMENT INCOME	\$ <u>18,851</u>	\$ <u>5,860</u>

3. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consisted of the following at December 31, 2012:

State of Delaware - Program and Facility Planning Study	\$ 9,262
Delaware Division of the Arts - 2013 Operating Grant	<u>43,720</u>
TOTAL TEMPORARILY RESTRICTED NET ASSETS	\$ <u>52,982</u>

4. NET ASSETS RELEASED FROM RESTRICTIONS

The following temporarily restricted net assets were released from donor restrictions, at December 31, 2012, by incurring expenses which satisfied the restricted purposes specified by the donors:

Feasibility Study	\$ <u>46,738</u>
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5. CONCENTRATION OF REVENUE

JMFF receives a significant portion of its annual support from the Carl M. Freeman Foundation, Inc. (CMFF), a 501(c)(3) private foundation whose Trustees also serve as Directors of JMFF. During the years ended December 31, 2012 and 2011, JMFF received \$870,000 and \$780,000, respectively, from CMFF, representing 45% and 53%, respectively, of its annual support and revenue.

6. RELATED PARTY ACTIVITIES

Michelle Freeman, Chairman of the Board of JMFF, as well as majority owner and Chairman of Carl M. Freeman Associates, Inc. (CMFA), a for-profit corporation controlled by the Freeman family, contributed \$33,974 and \$20,155 to JMFF during 2012 and 2011, respectively. Included in these contributions were in-kind donations of \$14,554 and \$12,270 during 2012 and 2011, respectively, for items used for JMFF's fundraising events, as discussed further in Note 7.

JOSHUA M. FREEMAN FOUNDATION

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012 AND 2011

6. RELATED PARTY ACTIVITIES (Continued)

In both 2012 and 2011, CMFA provided to JMFF, at no cost, a golf course for a fundraising event valued at \$7,500 each year, as well as office facilities valued at \$7,446 and \$5,488 in 2012 and 2011, respectively. In addition, CMFA has a program to match its employee charitable donations up to \$1,000 per employee per year. As part of this program, CMFA donated \$1,950 and \$1,975 to JMFF during the years ended December 31, 2012 and 2011, respectively.

Under an agreement with Insperity, Inc., a professional employer organization, all employees are deemed to be co-employed by CMFA and Insperity. All personnel services are therefore provided by CMFA to JMFF and CMFF. Further, certain employees provide services to both JMFF and CMFF. As such, JMFF shares in the cost with CMFF of those employees. All personnel services are purchased by JMFF at cost.

During the years ended December 31, 2012 and 2011, JMFF incurred the following:

	<u>2012</u>	<u>2011</u>
Shared personnel services - CMFA	\$ 22,227	\$ 45,442
Shared personnel services - CMFF	\$ 292,767	\$ 365,952

Amounts due to CMFA and CMFF as of December 31, 2012 and 2011 are as follows and are included in accounts payable and accrued liabilities on the Statements of Financial Position:

	<u>2012</u>	<u>2011</u>
Due to CMFA: Shared personnel services	\$ 1,105	\$ 7,714
Due to CMFF: Shared personnel services	\$ 11,309	\$ 40,053
Due to CMFA: Miscellaneous expenses	\$ 36	\$ 100
Due to CMFF: Miscellaneous expenses	\$ -	\$ 876

7. IN-KIND CONTRIBUTIONS

JMFF receives donations of auction items for its fundraising events as well as in-kind donations of advertising space. The values of such items are recorded as contributions at their actual sales price or retail value, respectively. Further, as discussed in Note 6, JMFF recorded a contribution from CMFA for use of its golf course at the estimated market value for use of this facility, and for donated office space based on the cost per square foot of space used exclusively by JMFF. The total value of these in-kind contributions has been recognized as income and expense in the accompanying financial statements during the years ended December 31, 2012 and 2011, totaling \$84,799 and \$39,598, respectively.

8. FAIR VALUE MEASUREMENT

In accordance with FASB ASC 820, *Fair Value Measurement*, JMFF has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

JOSHUA M. FREEMAN FOUNDATION

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

8. FAIR VALUE MEASUREMENT (Continued)

Investments recorded in the Statements of Financial Position are categorized based on the inputs to valuation techniques as follows:

Level 1. These are investments where values are based on unadjusted quoted prices for identical assets in an active market JMFF has the ability to access.

Level 2. These are investments where values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques that utilize inputs that are observable either directly or indirectly for substantially the full-term of the investments.

Level 3. Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Following is a description of the valuation methodology used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- *Common stocks* - Valued at the closing price reported on the active market in which the individual securities are traded.

The table below summarizes, by level within the fair value hierarchy, JMFF's investments as of December 31, 2012:

Asset Class:	2012			
	Level 1	Level 2	Level 3	Total
Investments - Equities	\$ 73,550	\$ -	\$ -	\$ 73,550

The table below summarizes, by level within the fair value hierarchy, JMFF's investments as of December 31, 2011:

Asset Class:	2011			
	Level 1	Level 2	Level 3	Total
Investments - Equities	\$ 36,801	\$ -	\$ -	\$ 36,801

9. COMMITMENTS

In August 2009, JMFF entered into a lease agreement with CMFF for use of certain land, buildings and improvements in Sussex County, DE owned by CMFF. JMFF uses this real property for its programming at the Freeman Stage at Bayside. Under this agreement, all rent has been waived; however, JMFF is obligated to pay for all operating and necessary maintenance expenses, excluding real estate taxes, which are paid by CMFF. The agreement, originally scheduled to expire in August 2012, has been extended on the same terms through December 2015.

In May 2011, JMFF entered into a lease agreement with a subsidiary of CMFA (the "Subsidiary") for use of land adjacent to the property leased from CMFF as described above. Under this agreement, all rent has been waived; however, JMFF is obligated to pay for all operating and necessary maintenance expenses, excluding real estate taxes which are paid by the Subsidiary. The agreement expires in May 2014.

JOSHUA M. FREEMAN FOUNDATION

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011**

10. SUBSEQUENT EVENTS

In preparing these financial statements, JMFF has evaluated events and transactions for potential recognition or disclosure through July 30, 2013, the date the financial statements were issued.