# **BRAZIL FOUNDATION**

FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2012 and 2011

# **BRAZIL FOUNDATION**

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# Michael S. Libock & Co., LLC

#### Certified Public Accountants

# Independent Auditors' Report

To the Board of Directors Brazil Foundation

#### Report on the Financial Statements

We have audited the accompanying financial statements of Brazil Foundation (a nonprofit organization), which comprise the statements of financial position as of December 31, 2012 and 2011 and the related statements of activities 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 audit. We did not audit the financial statements of Associacao Brazil Foundation, an affiliated non government organization organized under the laws in Brazil and combined with Brazil Foundation. Those financial statements reflect total assets of \$2,441,780 and \$2,153,792 as of December 31, 2012 and 2011, respectively, and total revenues of \$2,428,851 and \$2,399,696 for the years then ended. Those financial statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Associacao Brazil Foundation, is based solely on the report of the other auditors.

We conducted our audit 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 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.

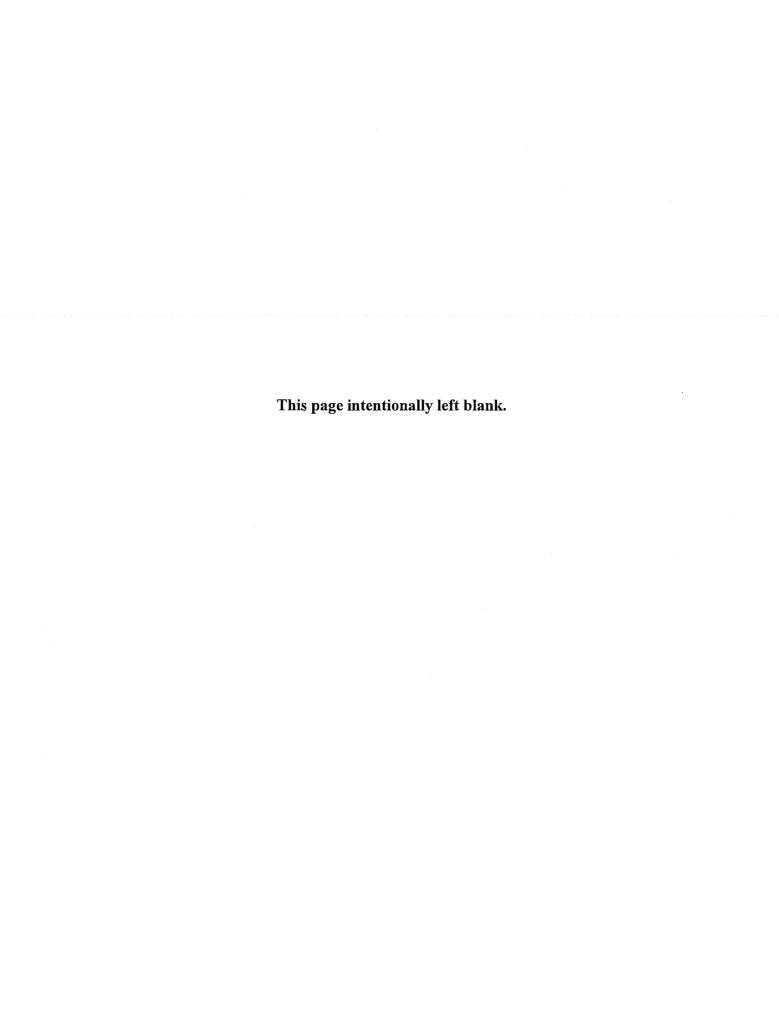
#### Auditor's Responsibility

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

#### Opinion

In our opinion, the financial statements referred to above present fairly, in all material aspects, the financial position of Brazil Foundation 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.

Michael S. Libock & Co., LLC, CPA's Michael S. Libock & Co., LLC, CPA's June 27, 2013 New York, NY



# Brazil Foundation Combining Statements of Financial Position

				,		
	*	Brazil Foundation	Asso	iber 31, 2012 ociacao Brazil Foundation	- "	Total
Assets						
Cash	\$	1,403,105	\$	97,897	\$	1,501,002
Investments		71,503		2,331,510	•	2,403,013
Unconditional promises to give		524,000		_,,		524,000
Prepaid expenses and other current assets		1,336		776		2,112
Property and equipment, at cost, (net of accumu	ılated	,				_,
depreciation of \$18,130 and \$12,889)		6,710		11,597		18,307
Security deposit		15,600				15,600
Total Assets	\$	2,022,254	\$	2,441,780	\$_	4,464,034
Liabilities and Net Assets Liabilities						
Accounts payable and accrued expenses	\$	7 205	\$	11 022	\$	15 017
Grants payable	Ф	3,385	Ф	11,832	ф	15,217
Grants payable		4,178		11 020		4,178
		7,563		11,832		19,395
Net Assets		2,014,691		2,429,948		4,444,639
Total Liabilities and Net Assets	\$	2,022,254	\$	2,441,780	\$	4,464,034

	December 31, 2012								
	Unrestricted		mporarily estricted		Permanently Restricted		Total		Total
\$	222,810 1,664,234 524,000 2,112	\$	457,384 211,013	\$	820,808 527,766	\$	1,501,002 2,403,013 524,000 2,112	\$	1,411,772 2,039,821 1,886
\$_	18,307 15,600 2,447,063	\$	668,397	\$	1,348,574	\$	18,307 15,600 4,464,034	\$_	18,017 15,600 3,487,096
\$ _	15,217 15,217	\$	4,178 4,178			\$	15,217 4,178 19,395	\$_	13,227 3,270 16,497
	2,481,846		614,219	\$	1,348,574		4,444,639	_	3,470,599
\$	2,497,063	\$	618,397	\$	1,348,574	\$	4,464,034	\$_	3,487,096

# Brazil Foundation Combining Statements of Activities

For the Year Ended December 31. 2012 Associacao Brazil Brazil Foundation Foundation Total **Public Support and Revenue** Contributions Foundations \$ 2,000 \$ 2,000 Corporations 141,556 141,556 Individuals 39,077 1,148 40,225 Investment income 130,038 8,937 121,101 Fundraising gala income (net of expenses of \$402,582) 805,878 87,641 893,519 Donor advised fund income 978,928 978,928 Endowment fund income 107,000 95,000 202,000 Carioca fund income (net of expenses of \$20,222) 196,421 46,146 242,567 Partnership income (net of expenses of \$44,500) 917,425 844,915 1,762,340 Events income and other income (net of expenses of \$58,244) 47,721 47,721 Contributions from Brazil Foundation 1,232,900 Net assets released from restriction Total Public Support and Revenue 3,244,943 2,428,851 4,440,894 Expenses Program Services Associação Brazil Foundation 1,152,274 1,152,274 Grants to Associação Brazil Foundation 1,232,900 Discretionary grants 655,333 655,333 899,800 Donor advised grants 64,046 963,846 Other 160,379 160,379 Total Program Services 2,293,079 1,871,653 2,931,832 Supporting Services Management and general 93,431 226,002 132,571 **Fundraising** 134,385 16,898 151,283 Total Supporting Services 266,956 377,285 110,329 **Total Expenses** 2,560,035 1,981,982 3,309,117 Increase in net assets before foreign exchange (loss) gain 684,908 446,869 1,131,777 Foreign exchange (loss) gain (157,737)(157,737)Increase in net assets 684,908 289,132 974,040 Net assets, beginning of year 2,140,816 1,329,783 3,470,599 Net Assets, End of Year 2,014,691 2,429,948

<sup>\*</sup> Interfund transfers of \$1,232,900 and \$396,994 are eliminated in the combination of the funds for the years ended December 31, 2012 and 2011, respectively.

For the Year Ended December 31,

			12				2011
Unrestricted		Temporarily Restricted	Permanently Restricted		Total		Total
\$ 2,00 141,55 40,22 130,03 805,87 78,50	6 5 8 8 \$	87,641 900,419	\$ 202,000	\$	2,000 141,556 40,225 130,038 893,519 978,928 202,000	\$	1,520 27,903 82,998 141,010 1,096,471 1,815,035 670,618
47,72 40,98 372,86	0	242,567 1,762,340 1,191,920 (372,863)	\$ 202,000		242,567 1,762,340 47,721		382,930 835,540 37,941
1,659,77		3,812,024	202,000		4,440,894		5,091,966
512,74 40,98 160,37 714,10	0 9_	639,531 1,191,920 655,333 963,846			1,152,274 * 655,333 963,846 160,379 2,931,832	-	1,106,772 * 653,166 1,799,775 143,158 3,702,871
226,00 151,28					226,002 151,283		203,442 130,824
377,28				_	377,285		334,266
1,091,38	7	3,450,630		_	3,309,117		4,037,137
568,38	3	361,394	202,000		1,131,777		1,054,829
(157,73	<u>7)</u>				(157,737)		29,385
410,64	6	361,394	202,000		974,040		1,084,214
2,071,20	0_	252,825	1,146,574_		3,470,599		2,386,385

# **Brazil Foundation Combining Statements of Cash Flows**

	For the Year Ended December 31,							
				2012				
		Brazil		ssociacao Brazil				
Cash Flows from Operating Activities		Foundation		Foundation		Total		
Increase in net assets	\$	684,908	\$	289,132	\$	974,040		
Adjustments to reconcile changes in net assets to								
net cash provided by (used in) operating activities:								
Depreciation expense		2,295		2,947		5,242		
(Increase) decrease in assets:								
Unconditional promises to give		(524,000)				(524,000)		
Prepaid expenses and other current assets		(82)		(144)		(226)		
Accounts payable and accrued expenses		3,134		(1,144)		1,990		
Increase (decrease) in liabilities:								
Grants payable		908				908		
Net cash provided by (used in) operating activities		167,163	_	290,791		457,954		
Cash Flows from Investing Activities								
Capital expenditures		(3,112)		(2,420)		(5,532)		
Purchase of investments-net		(5,035)		(358,157)		(363,192)		
Net cash used in investing activities	_	(8,147)	-	(360,577)	_	(368,724)		
Net increase (decrease) in cash		159,016		(69,786)		89,230		
Cash, beginning of year		1,244,089		167,683		1,411,772		
			-		_			
Cash, End of Year	\$_	1,403,105	\$_	97,897	\$_	1,501,002		
Non-cash operating activities								
Foreign exchange (loss) gain recorded arising from contributions								
made that were converted into Brazilian currency	\$_		\$_	(157,737)	\$_	(157,737)		

For the Year Ended December 31,

2012									2011
Uı	nrestricted	Temporarily Restricted			ermanently Restricted		Total		Total
\$	410,646	\$	361,394	\$	202,000	\$	974,040	\$	1,084,214
	5,242						5,242		4,536
	(524,000) (226) 1,990						(524,000) (226) 1,990		25,000 247 (5,497)
	(106,348)	_	908	_	202,000	-	908 457,954	-	(17,878) 1,090,622
	(5,532) 375,587 370,055	_	(211,013) (211,013)		(527,766) (527,766)	-	(5,532) (363,192) (368,724)	-	(6,689) (541,510) (548,199)
	263,707 9,103	_	151,289 256,095		(325,766) 1,146,574		89,230 1,411,772	-	542,423 869,349
\$	272,810	\$_	407,384	\$=	820,808	\$ =	1,501,002	\$_	1,411,772
\$	(157,737)	\$		\$_		\$ _	(157,737)	\$	28,301

#### Note 1 – Nature of Organization

Brazil Foundation ("The Foundation") promotes and raises awareness of education, health, economic and social justice in Brazil and within Brazilian communities. The Foundation consists of two (2) separate entities. Brazil Foundation is established as a New York not-for-profit organization and Associacao Brazil Foundation is a not-for-profit public interest organization under the laws of Brazil. Brazil Foundation raises funds through various U.S. initiatives and the Associacao Brazil Foundation carries out and oversees the implementation of the Brazilian programs.

## Note 2 – Summary of Significant Accounting Policies

#### Accounting Method

The financial statements of The Foundation have been prepared using the accrual method of accounting.

#### **Net Asset Accounting**

The Foundation's net assets, revenues, and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of The Foundation and changes therein are classified and reported as follows:

Permanently Restricted – Net assets resulting from contributions and other inflows of assets whose use by the organization is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the organization.

Temporarily Restricted – Net assets resulting from contributions and other inflows of assets whose use is limited by the donor, or have imposed stipulations that either expire by the passage of time or can be fulfilled and removed by the actions of the organization pursuant to those stipulations. When such stipulations end or are fulfilled, such temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities and changes in net assets.

Unrestricted – The part of the net assets that is neither permanently nor temporarily restricted by donor-imposed stipulations.

#### Income Taxes

Brazil Foundation is a not-for-profit organization exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code and has been designated as an organization which is a public corporation.

# Note 2 – Summary of Significant Accounting Policies - continued

## Cash and Cash Equivalents

For purposes of the statement of cash flows, The Foundation considers all highly liquid debt instruments, purchased with a maturity of three months or less, to be cash equivalents.

## Functional Allocation of Expenses

The cost of providing the various program and supporting services has been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the program and support services in reasonable ratios determined by management.

# Subsequent Events

The Foundation has evaluated subsequent events through June 27, 2013, the date on which these financial statements were available to be issued.

## Investment Valuation and Income Recognition

In accordance with ASC subtopic 958-320 (formerly SFAS No. 124), Accounting for Certain Investments Held by Not-for-Profit Organizations, The Foundation reflects investments at fair value in the statement of financial position. Unrealized gains and losses on investments are reflected in the statement of activities as increases and decreases in unrestricted net assets unless their use is temporarily or permanently restricted by explicit donor stipulations or by law. Income earned on investments that is restricted by the donor is reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the income is recognized.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Unconditional Promises to Give and Contributions

Contributions are recognized when the donor makes a promise to give to The Foundation 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.

## Note 2 – Summary of Significant Accounting Policies - continued

#### Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Under the new standard, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date.

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that The Foundation has the ability to access.

#### Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the assets or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the assets or liabilities have a specified (contractual) term, Level 2 input must be observable for substantially the full term of the asset or liability.

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

#### Property and Equipment

Property and equipment are recorded at cost and are being depreciated using the straight-line method over the estimated useful life of the asset.

#### Note 2 – Summary of Significant Accounting Policies - continued

#### Financial Statement Presentation

The financial statements are presented in accordance with ASC subtopic 958-205 (formerly SFAS No. 117), *Financial Statements of Not-for-Profit Organizations*. Under SFAS No. 117, The Foundation 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.

#### Note 3 – Concentration of Credit Risk

The Foundation maintains cash amounts with several financial institutions. As of December 31, 2012, accounts are insured by the Federal Deposit Insurance Corporation up to various levels, which expire on December 31, 2012.

#### Note 4 – Restriction on Assets

Temporarily restricted net assets in the amount of \$372,863 were restricted in 2011 for operations until 2012, when they were released from restriction.

Additionally, contributions received in Brazil of \$1,818,170 that have not been completed or expended as of December 31, 2012, are classified as temporarily restricted revenues for 2012.

The Foundation is in the process of securing long-term grants for an endowment fund for which the principal will be permanently restricted. As of December 31, 2012, \$1,348,574 has been collected for this fund.

Donor restricted grants paid to Brazil Foundation aggregated \$978,928 for the year ended December 31, 2012.

# Note 5 – Property and Equipment

Property and equipment consist of the following:

	Life	2012
Office Equipment and Furniture	5 to 7 years	\$36,437
Less: Accumulated Depreciation		18,130
	_	\$18,307
	-	

Depreciation expense for the year ended December 31, 2012 was \$5,242.

#### Note 6 - Commitments

The Foundation entered into a lease with its landlord in order to lease office space for its office in New York City. The Foundation occupies office space under a lease agreement, which provides for minimum annual payments as follows:

Year ending December 31,	<u>Amount</u>
2013	\$ 46,600
2014	_35,700
	\$ 82,300

The lease also required The Foundation to provide a security deposit to the landlord.

Rent expense for the years ended December 31, 2012 and 2011 was \$45,791 and \$43,900, respectively.

#### Note 7 – Foreign Currency Translation

The Foundation translates its Brazilian currency into U.S. dollars based upon an average of high and low exchange rates when transactions take place. For the years ended December 31, 2012 and 2011, Brazil Foundation realized a foreign exchange (loss) gain of (\$157,737) and \$29,385 respectively, based upon the average method of exchange rate translation.

#### Note 8 – Related Party Transactions

During the years ended December 31, 2012 and 2011, The Foundation transferred \$1,232,900 and \$396,994, respectively, in funds to Associacao Brazil Foundation, an affiliate, for support of ongoing projects.



# Michael S. Libock & Co., LLC

#### Certified Public Accountants

# Independent Auditors' Report on Additional Information

To the Board of Directors of Brazil Foundation

We have audited the financial statements of Brazil Foundation as of and for the years ended December 31, 2012 and 2011, and have issued our report thereon dated June 27, 2013, which contained an unmodified opinion on those financial statements. Our report, along with other auditors' reports on the audits of the basic financial statements of Brazil Foundation for 2012 and 2011, appears on page 1. Our audit was performed for the purposes of additional analysis and is not a required part of the financial statements. The Schedule of Functional Expenses for the year ended December 31, 2012 with comparative totals for 2011 is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements of to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Michael S. Libock & Co., LLC, CPA's Michael S. Libock & Co., LLC, CPA's New York, NY June 27, 2013

# Brazil Foundation Statements of Functional Expenses - New York Year Ended December 31, 2012

**Program Services** 

		New York			Total		
	Pr	ogram Costs	Donor	Advised Grants	Pr	ogram Services	
Grants made	\$ 1,232,900		\$	899,800	\$	2,132,700	
Salaries and fringe benefits		129,572				129,572	
Professional fees		2,053				2,053	
Travel		2,604				2,604	
Utilities		2,943				2,943	
Office equipment and supplies		4,048				4,048	
Occupancy Bank service charges		19,159	***************************************		_	19,159	
Total expenses before depreciation Depreciation		1,393,279		899,800		2,293,079	
Total Expenses	\$	1,393,279	\$	899,800	\$_	2,293,079	

		Suppo	rting Services				2012		
Management and General		F	undraising		Total	Total Expenses			
					_	\$	2,132,700		
\$	80,983	\$	113,376	\$	194,359		323,931		
	13,345		5,133		18,478		20,531		
			3,906		3,906		6,510		
	3,311		1,104		4,415		7,358		
	4,540		3,682		8,222		12,270		
	21,553		7,184		28,737		47,896		
-	6,544			_	6,544	_	6,544		
	130,276		134,385		264,661		2,557,740		
-	2,295		-	_	2,295	_	2,295		
\$ _	132,571	\$	134,385	\$_	266,956	\$_	2,560,035		

# Brazil Foundation Statements of Functional Expenses - Brazil Year Ended December 31, 2012

**Program Services** 

		Brazil		~	Total		
	Pro	ogram Costs	***************************************	Grants		gram Services	
Program Expenses							
Programatic partnerships	\$	408,563			\$	408,563	
Carioca fund		141,567				141,567	
Grants			\$	719,379		719,379	
Annual selection, monitoring, capacity building		89,401		·		89,401	
Salaries and fringe benefits		188,984				188,984	
Professional fees		219,789				219,789	
Occupancy		16,923				16,923	
Office equipment and supplies		32,410				32,410	
Other operating costs Fundraising		54,637			_	54,637	
Total expenses before depreciation Depreciation		1,152,274		719,379		1,871,653	
Total Expenses	\$	1,152,274	\$	719,379	\$	1,871,653	

			2012									
Ma	Management				Total							
and	and General		and General		and General		nd General Fundraising 7		Total	Expenses		
						\$	408,563					
							141,567					
							719,379					
							89,401					
\$	33,350			\$	33,350		222,334					
	38,786				38,786		258,575					
	2,986				2,986		19,909					
	5,720				5,720		38,130					
	9,642				9,642		64,279					
		\$	16,898	_	16,898	_	16,898					
	90,484		16,898		107,382		1,979,035					
	2,947				2,947		2,947					
Φ.	02.421	ф.	16,000	Φ.	110.000	Φ.	1 001 002					
\$	93,431	\$	16,898	\$_	110,329	\$_	1,981,982					