BRAZIL FOUNDATION

FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2013 and 2012

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 combining statements of financial position as of December 31, 2013 and 2012 and the related combining statements of activities and changes in net assets, and combining 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.

Auditors' 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 \$2,131,923 and \$2,441,780 as of December 31, 2013 and 2012, respectively, and total revenues of \$2,662,657 and \$2,428,851 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.

Auditors' Responsibility - continued

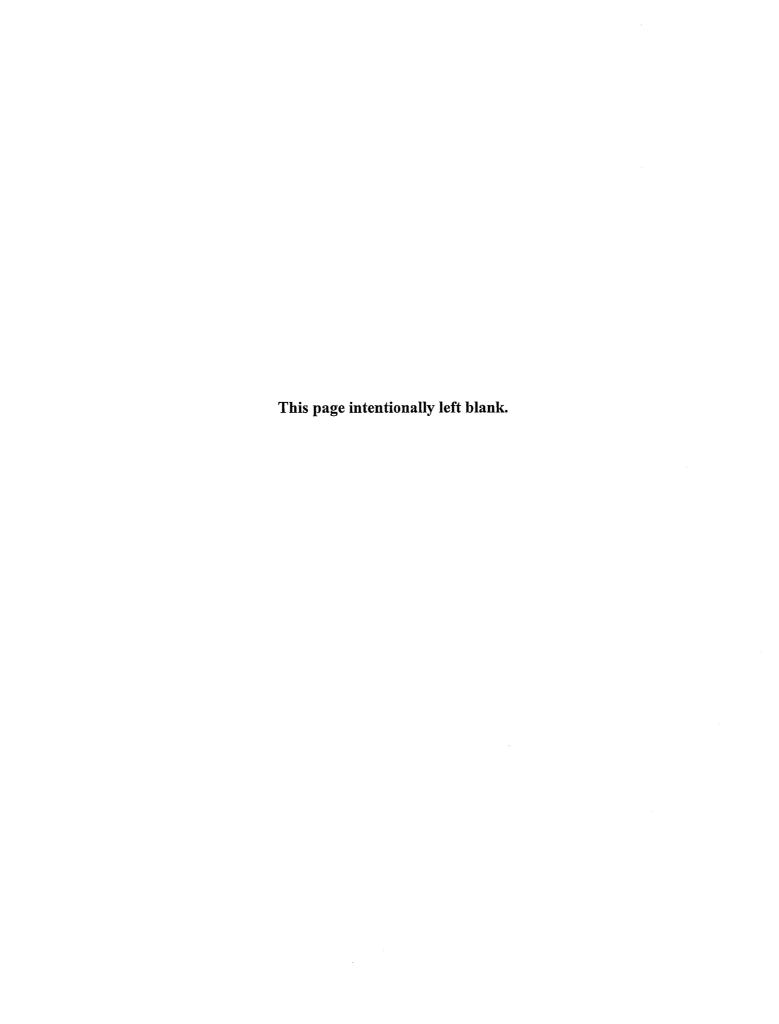
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

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, 2013 and 2012, 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 August 19, 2014 New York, NY



BRAZIL FOUNDATION Combining Statements of Financial Position

			Decem	ber 31, 2013		
		Brazil Foundation		ociacao Brazil Foundation		Total
Assets						
Current Assets						
Cash	\$	1,807,601	\$	13,903	\$	1,821,504
Investments		71,947		2,098,322		2,170,269
Unconditional promises to give						
Prepaid expenses and other current assets	_	1,336		2,343		3,679 3,995,452
Total current assets		1,880,884		2,114,568		3,995,452
Property and equipment, at cost, (net of accumu	lated			1 0		25.626
depreciation of \$24,708 and \$18,130)		8,271		17,355		25,626
Security deposit	_	15,600			_	15,600
Total Assets	\$_	1,904,755	\$	2,131,923	\$	4,036,678
Liabilities and Net Assets						
Liabilities						
Accounts payable and accrued expenses	\$	1,564	\$	11,899	\$	13,463
Grants payable		13,195				13,195
Total liabilities		14,759	-	11,899		26,658
Net Assets	_	1,889,996		2,120,024	_	4,010,020
Total Liabilities and Net Assets	\$_	1,904,755	\$	2,131,923	\$_	4,036,678

December 31, 2013								2012	
Unrestricted			mporarily estricted	Permanently Restricted		Total			Total
\$	851,120 1,443,014	\$	112,594 220,334	\$	857,790 506,921	\$	1,821,504 2,170,269	\$	1,501,002 2,403,013 524,000
_	3,679		·····				3,679		2,112
	2,297,813		332,928		1,364,711		3,995,452		4,430,127
	25,626						25,626		18,307
_	15,600					_	15,600		15,600
\$_	2,339,039	\$	332,928	\$_	1,364,711	\$	4,036,678	\$:	4,464,034
\$	13,463	\$	13,195			\$	13,463 13,195	\$	15,217 4,178
_	13,463	Ψ	13,195			_	26,658	•	19,395
_	2,325,576		319,733	\$_	1,364,711		4,010,020		4,444,639
\$	2,339,039	\$	332,928_	\$	1,364,711	\$	4,036,678	\$	4,464,034

BRAZIL FOUNDATION Combining Statements of Activities and Changes in Net Assets

For the Year Ended December 31, 2013 Brazil Associacao Brazil Total **Foundation** Foundation **Public Support and Revenue** Contributions \$ \$ 5,143 Foundations 5,143 23,396 23,396 Corporations 63,977 63,977 Individuals 131,871 \$ 129,436 Investment income 2,435 1,065,065 79,055 1,144,120 Fundraising gala income (net of expenses of \$554,797) 1,479,428 Donor advised fund income 1,479,428 25,000 Endowment fund income 25,000 490 115,284 Carioca fund income 114,794 511,279 511,279 Partnership income Events income and other income (net of expenses of \$28,874) 12,044 72,611 60,567 1,005,000 Contributions from Brazil Foundation Net assets released from restriction 2,839,805 1,737,304 3,572,109 Total Public Support and Revenue Expenses Program Services Associação Brazil Foundation 1,113,322 1,113,322 Grants to Associacao Brazil Foundation 1,005,000 512,639 512,639 Discretionary grants 1,451,289 Donor advised grants 1,412,112 39,177 Other 193,325 193,325 3,270,575 **Total Program Services** 2,610,437 1,665,138 **Supporting Services** 182,525 122,115 304,640 Management and general 16,695 188,232 **Fundraising** 171,537 **Total Supporting Services** 492,873 354,062 138,810 **Total Expenses** 2,964,500 1,803,948 3,763,448 (191,339)Changes in net assets before foreign exchange loss (124,695)(66,644)(243,280)(243,280)Foreign exchange loss (124,695)(309,924)(434,619)Changes in net assets 2,429,948 4,444,639 Net assets, beginning of year 2,014,691 1,889,996 2,120,024 4,010,020 Net Assets, End of Year

^{*} Interfund transfers of \$1,005,000 and \$1,232,900 are eliminated in the combination of the funds for the years ended December 31, 2013 and 2012, respectively.

For the Year Ended December 31,

2013								2012	
Un	restricted		mporarily estricted		Permanently Restricted		Total		Total
\$	5,143 23,396 63,977 131,871 1,065,065	\$	79,055 1,479,428	\$	25,000	\$	5,143 23,396 63,977 131,871 1,144,120 1,479,428 25,000	\$	2,000 141,556 40,225 130,038 893,519 978,928 202,000
	72,611 42,355		115,284 511,279 1,005,000 (42,355)	_			115,284 511,279 72,611 *	_	242,567 1,762,340 47,721 *
	1,404,418		3,147,691	_	25,000	_	3,572,109	_	4,440,894
	640,073		473,249 1,005,000 512,639				1,113,322 * 512,639 1,451,289		1,152,274 * 655,333 963,846
	193,325 833,398		1,451,289 3,442,177	-			193,325 3,270,575	-	160,379 2,931,832
	304,640 188,232 492,873 1,326,271		3,442,177	-			304,640 188,232 492,873 3,763,448		226,002 151,283 377,285 3,309,117
	78,147		(294,486)		25,000		(191,339)		1,131,777
	(234,417)			_	(8,863)	_	(243,280)		(157,737)
	(156,270)		(294,486)		16,137		(434,619)		974,040
	2,481,846	_	614,219		1,348,574		4,444,639		3,470,599
\$	2,325,576	\$	319,733	\$	1,364,711	\$_	4,010,020	\$	4,444,639

BRAZIL FOUNDATION Combining Statements of Cash Flows

		For the	Year	r Ended December	31,	
			2013			
	Brazil			ssociacao Brazil		
Cash Flows from Operating Activities		Foundation		Foundation		Total
Changes in net assets	\$	(124,695)	\$	(309,924)	\$	(434,619)
Adjustments to reconcile changes in net assets to		•				
net cash provided by (used in) operating activities:						
Depreciation expense		3,069		3,508		6,577
(Increase) decrease in cash attributable to changes in assets and liabiliti	es:					
Unconditional promises to give		524,000				524,000
Prepaid expenses and other current assets				(1,567)		(1,567)
Accounts payable and accrued expenses		(1,822)		67		(1,755)
Grants payable		9,017				9,017
Net cash provided by (used in) operating activities	_	409,569	-	(307,916)	_	101,653
Cash Flows from Investing Activities						
Capital expenditures		(4,629)		(9,266)		(13,895)
Purchase of investments-net		(444)		233,188		232,744
Net cash provided by (used in) investing activities	-	(5,073)	-	223,922	_	218,849
Net increase (decrease) in cash		404,496		(83,994)		320,502
Cash, beginning of year	-	1,403,105	-	97,897	-	1,501,002
Cash, End of Year	\$_	1,807,601	\$_	13,903	\$_	1,821,504
Non-cash operating activities Foreign exchange loss recorded arising from contributions						
made that were converted into Brazilian currency	\$		\$	(243,280)	\$	(243,280)
Supplementary Cash Flow Disclosures:	`=				=	
Cash paid during the period for						
Interest	\$	0	\$	0	\$	0
Income tax	\$	0	\$	0	\$	0

For the	Voor	Fndad	Docom	har 31
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			20)13					2012
Uı	nrestricted		mporarily Restricted		manently estricted		Total		Total
\$	(156,270)	\$	(294,486)	\$	16,137	\$	(434,619)	\$	974,040
	6,577						6,577		5,242
	524,000 (1,567)						524,000 (1,567)		(524,000) (226)
	(1,755)		9,017				(1,755) 9,017		1,990 908
_	370,985	_	(285,469)	_	16,137	-	101,653	-	457,954
	(13,895)						(13,895)		(5,532)
	271,220 257,325	_	(59,321) (59,321)		20,845	-	232,744 218,849	-	(363,192) (368,724)
_		_				-		-	
	628,310 222,810		(344,790) 457,384		36,982 820,808		320,502 1,501,002		89,230 1,411,772
- \$_	851,120	- \$_	112,594	s_	857,790	\$ _	1,821,504	\$	1,501,002
-	111 110111111	-				-		-	
\$_	(243,280)	\$_		\$		\$	(243,280)	\$	(157,737)
								c r	0
								\$ \$	0

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.

The Foundation is exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Service Code and has been classified as a publicly supported organization as described in Code sections 509(a)(1) and 170(b)(A)(VI).

Note 2 - Summary of Significant Accounting Policies

Accounting Method

The financial statements of the Foundation have been prepared using the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

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.

Note 2 - Summary of Significant Accounting Policies - continued

Income Taxes

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, *Income Taxes*, the Foundation applies the "more likely than not" threshold to the recognition and derecognition of tax positions for its financial statements. Using that guidance, the Foundation believes that it has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements as of December 31, 2013 and 2012.

The Internal Revenue Service ("IRS) has determined that the Foundation is exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code (the "Code") and from state and local income taxes under comparable laws. As a not-for-profit entity, the Foundation is subject to unrelated business income tax ("UBIT"), if applicable. For the tax years ended December 31, 2013 and 2012, the Organization did not owe any UBIT.

Management has evaluated the Foundation's tax positions for all open tax years and has concluded that the Foundation had taken no uncertain tax position that require adjustment to the financial statements to comply with the provisions of GAAP. Generally, the Foundation is no longer subject to income tax examinations by U.S. Federal, State or Local tax authorities for years before 2010, which is the standard statute of limitations look-back period.

Unconditional Promises to Give and Contributions

Unconditional grants, contributions, and gifts including promises to give cash and other assets, are reported at fair value at the date the contribution is received or unconditionally promised. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

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.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis.

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. Expenditures for repairs and maintenance are charged to expense as incurred.

Note 2 - Summary of Significant Accounting Policies - continued

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.

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 August 19, 2014, the date on which these financial statements were available to be issued. There were no material subsequent events that required recognition or disclosure on these financial statements.

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, 2013, accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000. At December 31, 2013, the uninsured cash balances aggregate approximately \$1,038,000.

Note 4 - Restriction on Assets

Temporarily restricted net assets in the amount of \$42,355 were restricted in 2012 for operations until 2013, when they were released from restriction.

Additionally, contributions received in Brazil of \$1,734,982 that have not been completed or expended as of December 31, 2013, are classified as temporarily restricted revenues for 2013.

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, 2013, \$1,364,711 has been collected for this fund.

Donor restricted grants paid to Brazil Foundation aggregated \$1,479,428 for the year ended December 31, 2013.

Note 5 – Lease 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,	Amount
2014	\$ 35,700

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

Rent expense for the years ended December 31, 2013 and 2012 was \$47,147 and \$45,791, respectively.

Note 6 – 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, 2013 and 2012, Brazil Foundation realized a foreign exchange loss of \$243,279 and \$157,737 respectively, based upon the average method of exchange rate translation.

Note 7 – Related Party Transactions

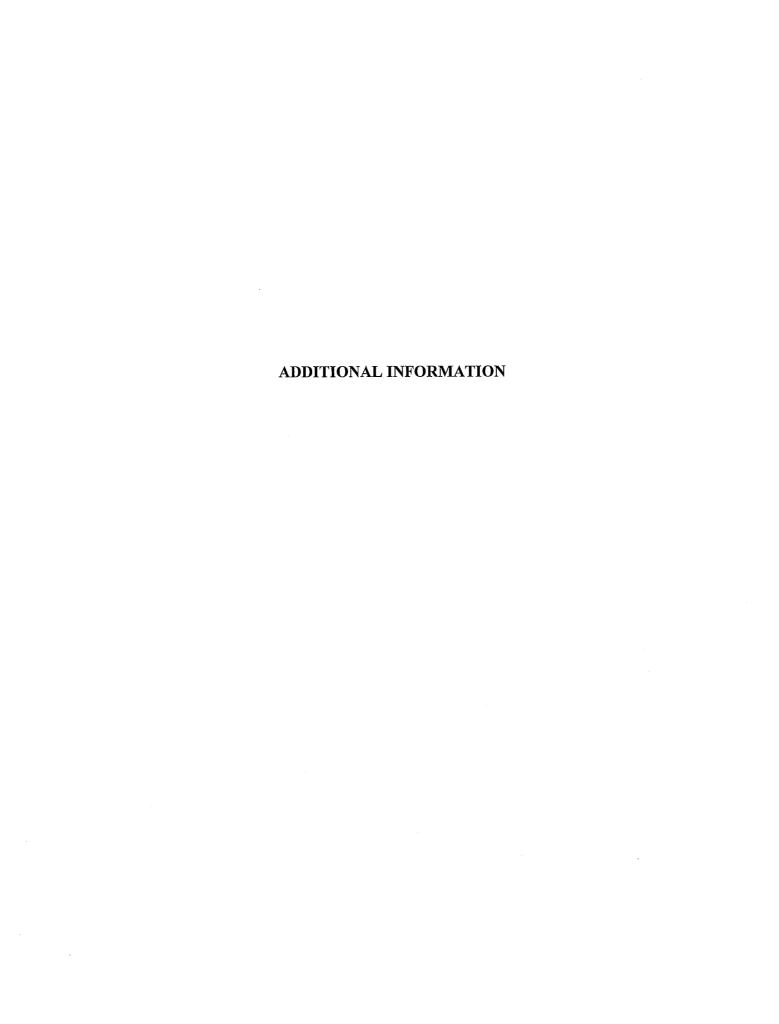
During the years ended December 31, 2013 and 2012, the Foundation transferred \$1,005,000 and \$1,232,900, respectively, in funds to Associacao Brazil Foundation, an affiliate, for support of ongoing projects.

Note 8 – Property and Equipment

Property and equipment co	onsisted of the following:	
		Life

Office Equipment and Furniture	5 to 7 years	\$50,334
Less: Accumulated Depreciation	_	24,708
-	_	\$25,626

2013



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, 2013 and 2012, and have issued our report thereon dated August 19, 2014, 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 2013 and 2012, appears on page 1. Our audit was performed for the purposes of forming an opinion on the financial statements as a whole.

The schedule of functional expenses is presented for the purposes of additional analysis and is not a required part of the financial statements. Such information 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 or 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 August 19, 2014

BRAZIL FOUNDATION

Statement of Functional Expenses - New York Year Ended December 31, 2013

\$ 1,412,112

2,610,437

Program Services Total New York **Program Services Program Costs Donor Advised Grants** 1,005,000 1,412,112 \$ 2,417,112 \$ \$ Grants made 153,068 Salaries and fringe benefits 153,068 6,722 6,722 Professional fees 4,154 4,154 Travel 2,612 2,612 Utilities 6,647 6,647 Office equipment and supplies 20,122 20,122 Occupancy Bank service charges Total expenses before depreciation 2,610,437 1,198,325 1,412,112 Depreciation

1,198,325

Total Expenses

			2013				
$\overline{\mathbf{N}}$	Ianagement				,		Total
a	nd General	-	Fundraising		Total		Expenses
						\$	2,417,112
\$	95,667	\$	133,934	\$	229,601		382,669
	43,690		16,804		60,494		67,216
			6,231		6,231		10,385
	2,938		979		3,917		6,529
	7,452		6,043		13,495		20,142
	22,637		7,546		30,183		50,305
_	7,072	_		-	7,072	_	7,072
	179,456		171,537		350,993		2,961,430
_	3,069	_		-	3,069	-	3,069
\$_	182,525	\$_	171,537	\$ _	354,062	\$ <u>_</u>	2,964,499

BRAZIL FOUNDATION Statement of Functional Expenses - Brazil Year Ended December 31, 2013

1,665,138

551,816

Program Services Total **Brazil Program Services** Grants **Program Costs** Program Expenses \$ 265,314 \$ 265,314 Programatic partnerships 86,274 86,274 Carioca fund \$ 551,816 551,816 Grants Annual selection, monitoring, 121,661 121,661 capacity building 348,624 348,624 Salaries and fringe benefits 28,459 Professional fees 28,459 174,951 174,951 Occupancy 32,767 Office equipment and supplies 32,767 55,272 Other operating costs 55,272 Fundraising 1,665,138 551,816 1,113,322 Total expenses before depreciation Depreciation

1,113,322

Total Expenses

	\$	2013					
Management and General		Fu	ndraising		Total]	Total Expenses
						\$	265,314 86,274 551,816
							121,661
\$	67,175			\$	67,175		415,799
Ψ	5,022			Ψ	5,022		33,481
	30,874				30,874		205,825
	5,782				5,782		38,549
	9,754				9,754		65,026
		\$	16,695	_	16,695		16,695
	118,607 3,508		16,695	_	135,302 3,508		1,800,440 3,508
\$	122,115	\$	16,695	\$ _	138,810	\$_	1,803,948