BRAZIL FOUNDATION

FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2014 and 2013

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, 2014 and 2013 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 \$1,917,700 and \$2,131,923 as of December 31, 2014 and 2013, respectively, and total revenues of \$1,697,100 and \$1,737,304 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

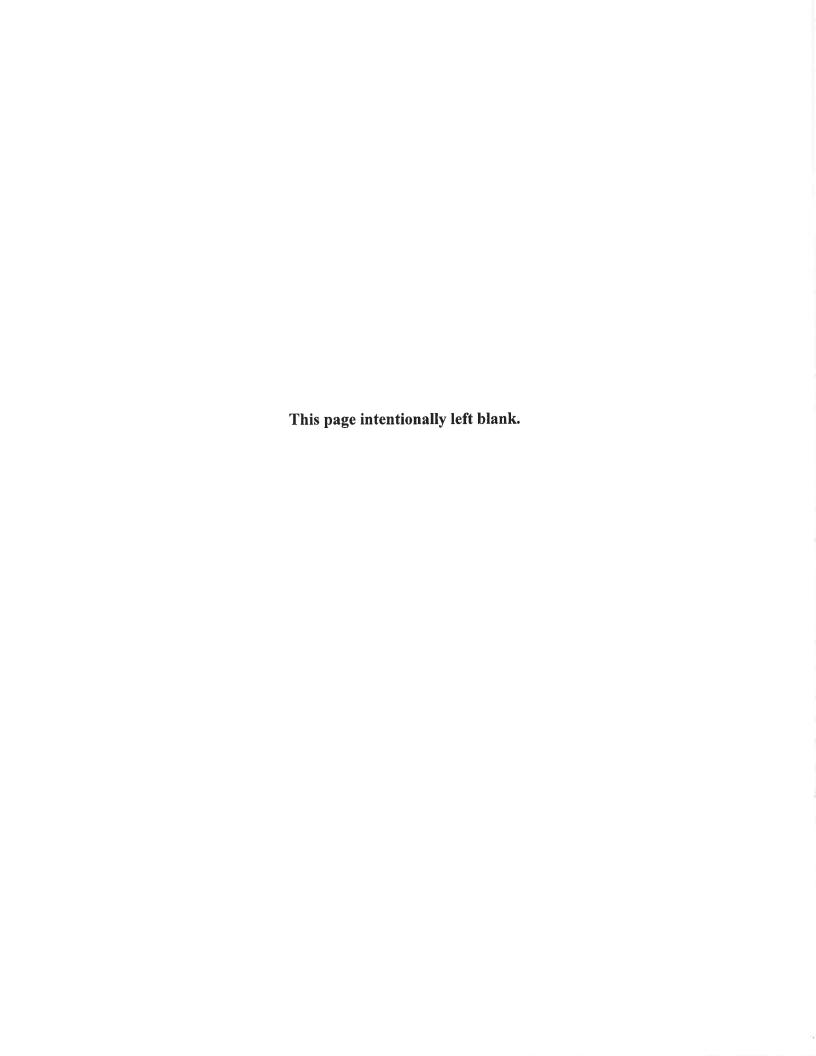
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

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, 2014 and 2013, 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

Michael S. Libock & Co., LLC July 13, 2015 Westwood, NJ



BRAZIL FOUNDATION Combining Statements of Financial Position

	December 31, 2014					
		Brazil Foundation		ciacao Brazil oundation		Total
Assets			70			
Current Assets Cash Investments Prepaid expenses and other current assets Total current assets	\$	1,544,757 82,700 1,650 1,629,107	\$	1,902,989 2,982 1,905,971	\$	3,447,746 82,700 4,632 3,535,078
Property and equipment, at cost, (net of accumul depreciation of \$35,400 and \$24,708) Security deposit	ated	32,402 15,600	1	11,729	_	44,131 15,600
Total Assets	\$	1,677,109	\$	1,917,700	\$_	3,594,809
Liabilities and Net Assets						
Liabilities Accounts payable and accrued expenses Grants payable Total liabilities	\$	2,528	\$	29,901 487,625 517,526	\$	32,429 487,625 520,054
Net Assets		1,674,581	;	1,400,174		3,074,755
Total Liabilities and Net Assets	\$	1,677,109	\$	1,917,700	\$	3,594,809

December 31, 2014								2013	
Unrestricted		Temporarily Restricted		Permanently Restricted		Total		Total	
\$ 	1,160,359 82,700 4,632 1,247,691	\$	948,915	\$	1,338,472	\$	3,447,746 82,700 4,632 3,535,078	\$	1,821,504 2,170,269 3,679 3,995,452
- \$_	44,131 15,600 1,307,422	\$ \$	948,915	\$	1,338,472	\$	44,131 15,600 3,594,809	\$	25,626 15,600 4,036,678
\$	32,429	\$	487,625 487,625	:-		\$	32,429 487,625 520,054	\$	13,463 13,195 26,658
* *	1,274,993	 \$	461,290 948,915	\$ \$	1,338,472 1,338,472	_ \$	3,074,755	\$	4,010,020 4,036,678

BRAZIL FOUNDATION Combining Statements of Activities and Changes in Net Assets

For the Year Ended December 31, 2014 Associacao Brazil Total Foundation Foundation **Public Support and Revenue** Contributions \$ \$ 21,112 21,112 **Foundations** 9,139 9,139 Corporations 59,577 57,695 \$ 1,882 Individuals 103,437 91,070 12,367 Investment income 1,229,917 120,152 1.350,069 Fundraising gala income (net of expenses of \$985,412) 1,326,615 Donor advised fund income 1,326,615 63,525 38,525 Endowment fund income 25,000 Carioca fund income (net of expenses of \$16) 110,880 110,880 1,475 205,505 206,980 Partnership income 190,504 190,504 Events income and other income (net of expenses of \$32,303) Contributions from Brazil Foundation 1,239,966 Net assets released from restriction Total Public Support and Revenue 2,984,704 1,697,100 3,441,838 Expenses **Program Services** 1,080,100 Associacao Brazil Foundation 1,080,100 1,239,966 Grants to Associacao Brazil Foundation Discretionary grants 103,550 980,866 1,084,416 1,280,742 1,263,308 17,434 Donor advised grants 207,405 207,405 Other 2,078,400 3,652,663 2,814,229 **Total Program Services** Supporting Services 307,006 198,808 108,198 Management and general 187,082 187,082 **Fundraising** 494,087 108,198 **Total Supporting Services** 385,889 4,146,751 3,200,119 2,186,598 Total Expenses (704,913)Changes in net assets before foreign exchange loss (215,415)(489,498)(230,352)(230,352)Foreign exchange loss (935,265)Changes in net assets (215,415)(719,850)2,120,024 1,889,996 4,010,020 Net assets, beginning of year 1,400,174 3,074,755 Net Assets, End of Year 1,674,581

^{*} Interfund transfers of \$1,239,966 and \$1,005,000 are eliminated in the combination of the funds for the years ended December 31, 2014 and 2013, respectively.

For	the	Vear	Ended	Decem	her 31.

2014							=	2013	
	7 4		emporarily		Permanently		Total		Total
	Jnrestricted		Restricted	-	Restricted	_	1 Otal	_	Total
\$	21,112					\$	21,112	\$	5,143
*	9,139						9,139		23,396
	59,577						59,577		63,977
	103,437						103,437		131,871
	1,229,917	\$	120,152				1,350,069		1,144,120
	73,091		1,253,524				1,326,615		1,479,428
	,		, , , ,	\$	63,525		63,525		25,000
			110,880		,		110,880		115,284
			206,980				206,980		511,279
	190,504		,				190,504		72,611
	, ,,		1,239,966				*		*
	2,789,945	-	(2,789,945)						
		_							
-	4,476,722	-	141,557		63,525	9	3,441,838	29	3,572,109
	1,080,100						1,080,100		1,113,322
	1,239,966						*		*
	1,084,416						1,084,416		512,639
	1,280,742						1,280,742		1,451,289
	207,405						207,405		193,325
77.	4,892,629			- 1			3,652,663		3,270,575
						-			
	307,006						307,006		304,640
	187,082	-				-	187,082	19	188,232
	494,087	-				-	494,087		492,873
	5 206 717						4 146 751		3,763,448
-	5,386,717	7				-	4,146,751	(2	3,703,440
	(909,995)		141,557		63,525		(704,913)		(191,339)
	(505,555)		141,557		05,525		(,01,510)		(151)0057
	(140,588)				(89,764)		(230,352)		(243,280)
	(1,050,583)		141,557		(26,239)		(935,265)		(434,619)
_	2,325,576	-	319,733	4	1,364,711	5	4,010,020	-	4,444,639
\$_	1,274,993	\$	461,290	\$	1,338,472	\$_	3,074,755	\$	4,010,020
-		=						- 3	

BRAZIL FOUNDATION Combining Statements of Cash Flows

	For the Year Ended December 31,						
	-			2014			
	-	Brazil	A	ssociacao Brazil			
Cash Flows from Operating Activities	Foundation			Foundation	Total		
Changes in net assets	\$	(215,415)	\$	(719,850)	\$	(935,265)	
Adjustments to reconcile changes in net assets to	•	, , ,				,	
net cash provided by (used in) operating activities:							
Depreciation expense		5,066		4,920		9,986	
(Increase) decrease in cash attributable to changes in assets and liabil	ities:	•,000		.,-		,	
Unconditional promises to give	itios.						
Prepaid expenses and other current assets		(314)		67		(247)	
Accounts payable and accrued expenses		964		18,002		18,966	
Grants payable		(13,195)		487,625		474,430	
Reclassification of investments		(13,173)		2,098,322		2,098,322	
	-	(222,894)	_	1,889,086	-	1,666,192	
Net cash (used in) provided by operating activities	_	(222,094)	_	1,869,060	-	1,000,172	
Cash Flows from Investing Activities Capital expenditures Purchase of investments-net Net cash (used in) provided by investing activities	_	(29,197) (10,753) (39,950)	=======================================			(29,197) (10,753) (39,950)	
Net increase (decrease) in cash		(262,844)		1,889,086		1,626,242	
Cash, beginning of year	22	1,807,601	-	13,903	-	1,821,504	
Cash, End of Year	\$_	1,544,757	\$_	1,902,989	\$_	3,447,746	
Non-cash operating activities Foreign exchange loss recorded arising from contributions made that were converted into Brazilian currency	\$_		\$_	(230,352)	\$	(230,352)	
Supplementary Cash Flow Disclosures: Cash paid during the period for Interest	\$	0	\$	0	\$	0	
Income tax	\$	0	\$	0	\$	0	
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For the	Vaar	Endad	Decem	hor	31
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-)14	silucu Decen				2013
		Te	mporarily		manently				
U	nrestricted	R	estricted	R	estricted		Total		Total
\$	(1,050,583)	\$	141,557	\$	(26,239)	\$	(935,265)	\$	(434,619)
	9,986						9,986		6,577
									524,000
	(247)						(247)		(1,567)
	18,966						18,966		(1,755)
			474,430				474,430		9,017
	1,371,067		220,334	50	506,921	2.5	2,098,322	0=	
-	349,189	-	836,321		480,682	-	1,666,192	-	101,653
=	(29,197) (10,753) (39,950)) <u></u>		=			(29,197) (10,753) (39,950)		(13,895) 232,744 218,849
	309,239		836,321		480,682		1,626,242		320,502
-	851,120		112,594		857,790	-	1,821,504	-	1,501,002
\$_	1,160,359	\$_	948,915	\$_	1,338,472	\$ _	3,447,746	\$_	1,821,504
\$_	(230,352)	\$_		\$_		\$ =	(230,352)	\$ =	(243,280)
								\$	0
								Ф	U

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, 2014 and 2013.

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, 2014 and 2013, 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 July 13, 2015, the date on which these financial statements were available to be issued. The endowment fund of approximately \$884,000 was transferred from a checking account to an investment account. There were no other 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, 2014, accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000. At December 31, 2014, the uninsured cash balances aggregate approximately \$993,268.

Note 4 – Restriction on Assets

Temporarily restricted net assets in the amount of \$112,594 were restricted in 2013 for operations until 2014, when they were released from restriction.

Additionally, contributions received in Brazil of \$1,248,539 that have not been completed or expended as of December 31, 2014, are classified as temporarily restricted revenues for 2014.

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, 2014, \$1,338,472 has been collected for this fund.

Donor restricted grants paid to Brazil Foundation aggregated \$1,326,615 for the year ended December 31, 2014.

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 expired in 2014 but is in the process of being renewed. Until the lease agreement is renewed, they are leasing on a month-to-month basis.

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

Rent expense for the years ended December 31, 2014 and 2013 was \$52,437 and \$47,147, 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, 2014 and 2013, Brazil Foundation realized a foreign exchange loss of \$230,352 and \$243,279 respectively, based upon the average method of exchange rate translation.

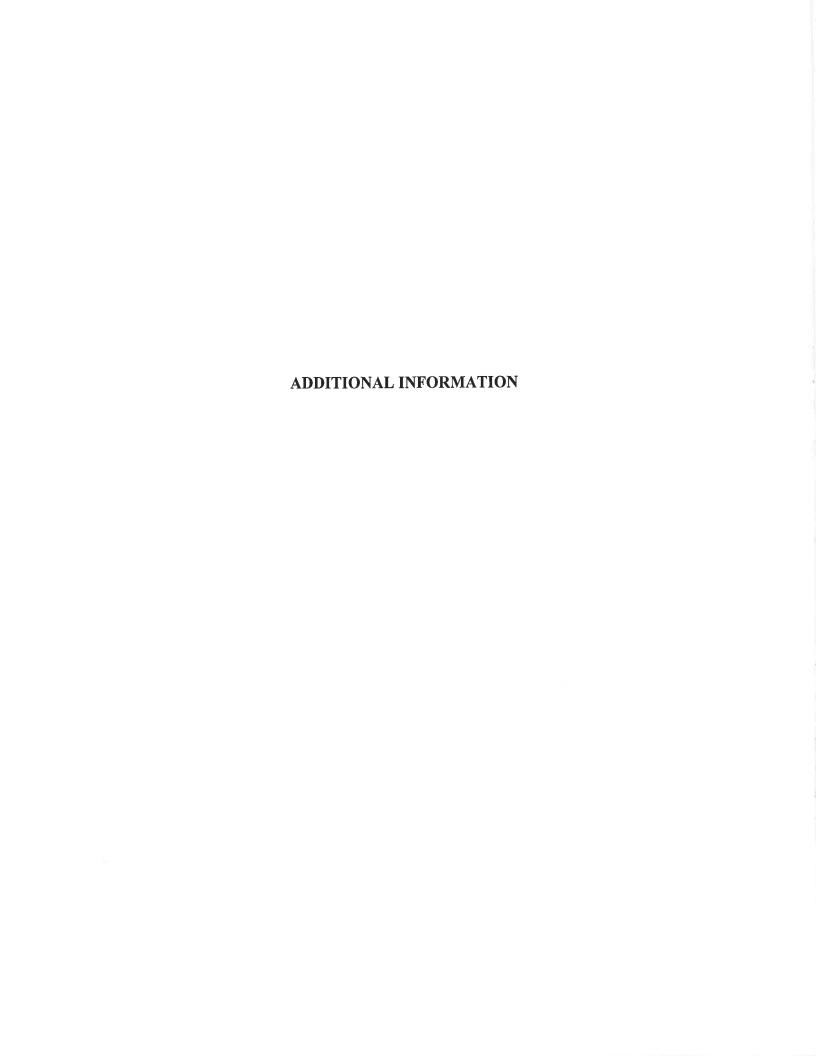
Note 7 – Related Party Transactions

During the years ended December 31, 2014 and 2013, the Foundation transferred \$1,239,966 and \$1,005,000, respectively, in funds to Associacao Brazil Foundation, an affiliate, for support of ongoing projects.

Note 8 – Property and Equipment

Property and equipment consisted of the following:

	Life	2014
Office Equipment and Furniture	5 to 7 years	\$79,531
Less: Accumulated Depreciation		35,400
		\$44,131
	=	



Michael S. Libock & Co., LLC

Certified Public Accountants

Independent Auditors' Report on Additional Information

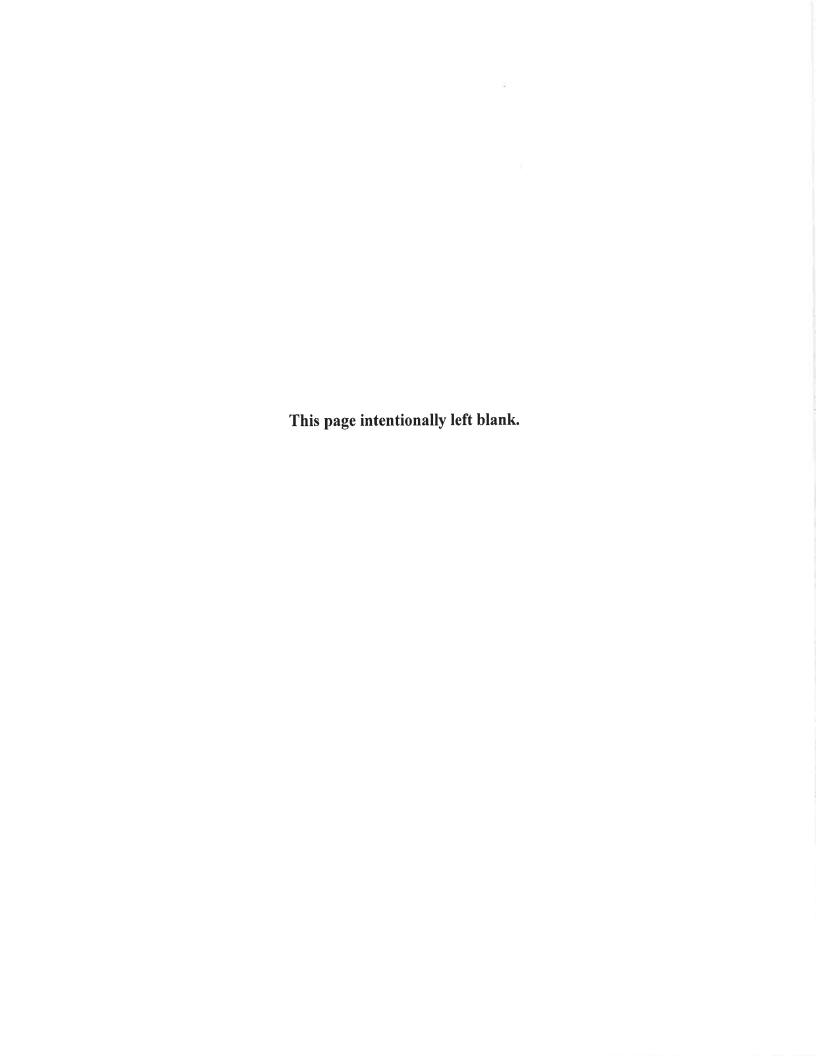
To the Board of Directors of Brazil Foundation

We have audited the financial statements of Brazil Foundation as of and for the years ended December 31, 2014 and 2013, and have issued our report thereon dated July, 13, 2015, 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 2014 and 2013, 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

Michael S. Libock & Co., LLC, CPA's New York, NY July 13, 2015



BRAZIL FOUNDATION Statement of Functional Expenses - New York Year Ended December 31, 2014

Program Services Total New York **Program Services Program Costs Donor Advised Grants** \$ 2,606,824 1,263,308 1,343,516 Grants made 162,777 Salaries and fringe benefits 162,777 8,135 Professional fees 8,135 6,516 6,516 Travel 2,822 2,822 Utilities 6,178 6,178 Office equipment and supplies 20,975 20,975 Occupancy Bank service charges 2,814,229 1,263,308 Total expenses before depreciation 1,550,921 Depreciation 1,263,308 2,814,229 \$ 1,550,921 **Total Expenses**

			2014					
	anagement		1177				Total	
aı	nd General	Fu	ındraising		Total	Expenses		
						\$	2,606,824	
\$	101,736	\$	142,430	\$	244,165		406,942	
	52,877		20,337		73,214		81,349	
			9,775		9,775		16,291	
	3,175		1,058		4,234		7,056	
	6,927		5,616		12,543		18,721	
	23,597		7,866		31,462		52,437	
	5,432			-	5,432	-	5,432	
	193,742		187,082		380,823		3,195,053	
_	5,066			-	5,066	_	5,066	
\$_	198,808	\$	187,082	\$_	385,889	\$_	3,200,119	

BRAZIL FOUNDATION Statement of Functional Expenses - Brazil Year Ended December 31, 2014

Program Services

);	Brazil			Total		
	Program Costs		Grants		Program Services		
Program Expenses	D:						
Programatic partnerships	\$	422,645			\$	422,645	
Carioca fund		43,871				43,871	
Grants			\$	998,300		998,300	
Annual selection, monitoring, capacity building		52,713				52,713	
Salaries and fringe benefits		307,059				307,059	
Professional fees		173,919				173,919	
Occupancy		13,979				13,979	
Office equipment and supplies		20,356				20,356	
Other operating costs Fundraising		45,558	_		8	45,558	
Total expenses before depreciation Depreciation		1,080,100		998,300		2,078,400	
Total Expenses	\$	1,080,100	\$	998,300	\$	2,078,400	

			2014					
Management and General		Supporting Services Fundraising		Total		Total Expenses		
					\$	422,645 43,871 998,300		
						52,713		
\$	58,488		\$	58,488		365,547		
Ť	30,691			30,691		204,610		
	2,467			2,467		16,446		
	3,592			3,592		23,948		
	8,040	\$		8,040	_	53,598		
	103,278			103,278		2,181,678		
-	4,920			4,920	-	4,920		
\$	108,198	\$. \$_	108,198	\$_	2,186,598		