BRAZIL FOUNDATION

FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2015 and 2014

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, 2015 and 2014 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 \$1,252,397 and \$1,917,700 as of December 31, 2015 and 2014, respectively, and total revenues of \$1,581,042 and \$1,697,100 for the years then ended. Those financial statements were audited by other auditors in accordance with Brazilian statutes, 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

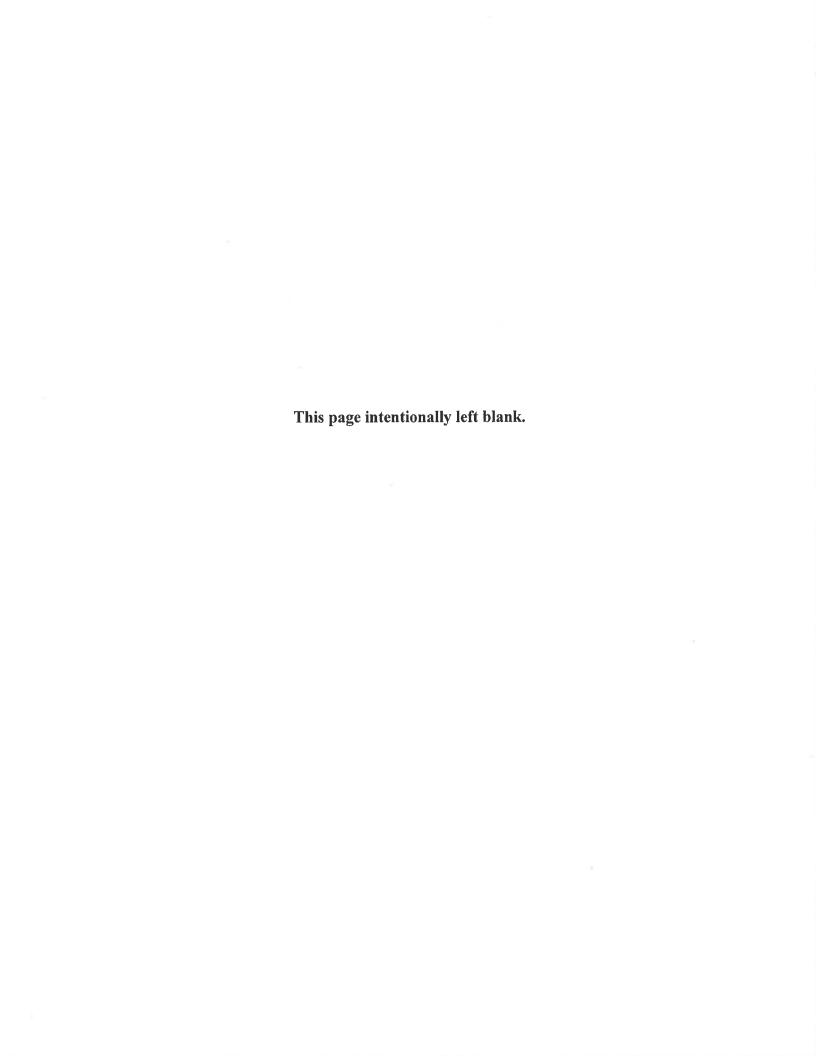
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

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, 2015 and 2014, 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 June 29, 2016 Westwood, NJ



BRAZIL FOUNDATION Combining Statements of Financial Position

			Decen	nber 31, 2015		
		Brazil Foundation	Ass	ociacao Brazil Foundation		Total
Assets						
Current Assets						
Cash	\$	705,388	\$	1,219,785	\$	1,925,173
Investments		922,781				922,781
Prepaid expenses and other current assets		11,615		23,213		34,828
Total current assets	-	1,639,784	0	1,242,998		2,882,782
Property and equipment, at cost, (net of accumula	ated					
depreciation of \$47,203 and \$35,400)		27,968		9,399		37,367
Security deposit		15,600				15,600
•	2				-	
Total Assets	\$_	1,683,352	\$	1,252,397	\$_	2,935,749
Liabilities and Net Assets						
Liabilities						
Accounts payable and accrued expenses	\$	3,767	\$	25,247	\$	29,014
Deferred rent		2,012				2,012
Grants payable		,		228,322		228,322
Total liabilities	,	5,779	-	253,569	****	259,348
Net Assets		1,677,573	_	998,828	-	2,676,401
Total Liabilities and Net Assets	\$	1,683,352	\$	1,252,397	\$_	2,935,749

December 31, 2015								2014		
Unrestricted			Temporarily Restricted		Permanently Restricted Total					Total
\$	458,264 922,781 34,828	\$	261,140	\$	1,205,769	\$	1,925,173 922,781 34,828	\$	3,447,746 82,700 4,632	
-	1,415,873	-	261,140	¥F:	1,205,769		2,882,782	1.7	3,535,078	
	37,367						37,367		44,131	
	15,600	}		-		s-	15,600		15,600	
\$_	1,468,840	\$	261,140	\$_	1,205,769	\$_	2,935,749_	\$.	3,594,809	
\$	29,014 2,012					\$	29,014 2,012	\$	32,429	
	228,322						228,322		487,625	
_	259,348	***			**	-	259,348		520,054	
_	1,209,492	\$	261,140	\$_	1,205,769	(<u>-</u>	2,676,401		3,074,755	
\$	1,468,840	\$	261,140	\$	1,205,769	\$	2,935,749	\$	3,594,809	

BRAZIL FOUNDATION Combining Statements of Activities and Changes in Net Assets

For the Year Ended December 31, 2015 Brazil Associacao Brazil **Foundation Foundation** Total **Public Support and Revenue** Contributions \$ 19,141 \$ 19,141 Foundations \$ 8,414 6,967 15,381 Corporations Individuals 49,545 144 49,689 109,870 Investment income (loss) (19,801)129,671 1,082,764 176,938 1,259,702 Fundraising gala income (net of expenses of \$800,680) 1,197,731 Donor advised fund income 1,186,677 11,054 Endowment fund income Carioca fund income 18,024 463,195 481,219 Partnership income 15,095 122,769 Events income and other income (net of expenses of \$8,997) 107,674 8,304 8,304 Contributed services Contributions from Brazil Foundation 769,674 Net assets released from restriction 2,452,438 1,581,042 3,263,806 Total Public Support and Revenue Expenses Program Services Associação Brazil Foundation 493,778 493,778 Grants to Associacao Brazil Foundation 769,674 28,385 949,102 Discretionary grants 920,717 1,012,088 Donor advised grants 1,012,088 226,830 Other 226,830 1,414,495 Total Program Services 2,036,977 2,681,798 Supporting Services 217,875 322,084 Management and general 104,209 194,594 194,594 Fundraising 104,209 Total Supporting Services 412,470 516,679 1,518,704 3,198,476 **Total Expenses** 2,449,446 2,992 Changes in net assets before foreign exchange loss 62,338 65,330 Foreign exchange loss (463,684)(463,684)2,992 Changes in net assets (401,346)(398, 354)Net assets, beginning of year 1,400,174 1,674,581 3,074,755

Net Assets, End of Year

1,677,573

998,828

2,676,401

^{*} Interfund transfers of \$769,674 and \$1,239,966 are eliminated in the combination of the funds for the years ended December 31, 2015 and 2014, respectively.

For the Year Ended December 31.

			ded December 31, 015			-	
		2014					
Unrestricte	d	Temporarily Restricted	Permanently Restricted		Total	_	Total
\$ 19,1				\$	19,141	\$	21,112
15,3					15,381		9,139
49,6					49,689		59,577
109,8	70				109,870		141,962
884,11	22	\$ 375,580			1,259,702		1,350,069
		1,197,731			1,197,731		1,326,615
							25,000
							110,880
		481,219			481,219		206,980
122,7	69				122,769		190,504
8,30	04				8,304		
		769,674			*		:
3,024,3	54_	(3,024,354)		_		1.7	
4,233,63	30_	(200,150)			3,263,806		3,441,83
493,7	78				493,778		1,080,100
769,6′					*		:
949,10					949,102		1,084,41
1,012,0					1,012,088		1,280,74
226,83				_	226,830		207,40
3,451,4	72	-	-	-	2,681,798	8.	3,652,66
322,0					322,084		307,00
194,59				-	194,594	70	187,08
516,6	79			-	516,679	0	494,08
3,968,1	50_		-	-	3,198,476	8=	4,146,75
265,48	80	(200,150)			65,330		(704,91
(330,98	81)		\$ (132,703)		(463,684)	: :=	(230,352
(65,50	01)	(200,150)	(132,703)		(398,354)		(935,265
1,274,99	93	461,290	1,338,472	-	3,074,755	-	4,010,020
\$1,209,49	92	\$261,140	\$1,205,769	\$	2,676,401	\$ =	3,074,75

BRAZIL FOUNDATION Combining Statements of Cash Flows

	For the Year Ended December 31,						
				2015			
		Brazil	A	Associacao Brazil			
Cash Flows from Operating Activities		Foundation		Foundation	Total		
Changes in net assets	\$	2,992	\$	(401,346)	\$	(398,354)	
Adjustments to reconcile changes in net assets to							
net cash provided by (used in) operating activities:							
Depreciation expense		8,894		2,909		11,803	
(Increase) decrease in cash attributable to changes in assets and liabil	ities:						
Unconditional promises to give							
Prepaid expenses and other current assets		(9,965)		(20,231)		(30,196)	
Accounts payable and accrued expenses		1,239		(4,654)		(3,415)	
Deferred rent		2,012		,		2,012	
Grants payable				(259,303)		(259,303)	
Reclassification of investments						, , ,	
Net cash provided by (used in) operating activities	-	5,172	-	(682,625)	25	(677,453)	
Cash Flows from Investing Activities							
Capital expenditures		(4,460)		(579)		(5,039)	
Purchase of investments-net		(856,626)				(856,626)	
Proceeds from sale of investments	-	16,545	-		-	16,545	
Net cash used in investing activities	-	(844,541)	-	(579)	2	(845,120)	
Net (decrease) increase in cash		(839,369)		(683,204)		(1,522,573)	
Cash, beginning of year	-	1,544,757	-	1,902,989	-	3,447,746	
Cash, End of Year	\$_	705,388	\$=	1,219,785	\$_=	1,925,173	
Non-cash operating activities							
Foreign exchange loss recorded arising from contributions							
made that were converted into Brazilian currency	\$_		\$	(463,684)	\$_	(463,684)	
Supplementary Cash Flow Disclosures:							
Cash paid during the period for							
Interest	\$	0	\$	0	\$	0	
Income tax	\$	0	\$	0	\$	0	

For the	Voor	Endad	Dacam	har 3	11
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2015									2014
1	Unrestricted		emporarily Restricted		rmanently Restricted	Total			Total
\$	(65,501)	\$	(200,150)	\$	(132,703)	\$	(398,354)	\$	(935,265)
	11,803						11,803		9,986
	(30,196)						(30,196)		(247)
	(3,415)						(3,415)		18,966
	2,012						2,012		
	228,322		(487,625)				(259,303)		474,430
÷		_		-		-	((== 150)	-	2,098,322
-	143,025	_	(687,775)	-	(132,703)	-	(677,453)	-	1,666,192
	(5,039) (856,626) 16,545						(5,039) (856,626) 16,545		(29,197) (10,753)
-	(845,120)	(-		_		:=	(845,120)	*	(39,950)
	(702,095)		(687,775)		(132,703)		(1,522,573)		1,626,242
2	1,160,359	:E—	948,915	-	1,338,472	9	3,447,746		1,821,504
\$	458,264	\$=	261,140	\$=	1,205,769	\$	1,925,173	\$_	3,447,746
\$_	(463,684)	\$=		\$		\$ =	(463,684)	\$_	(230,352)

\$ 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, 2015 and 2014.

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, 2015 and 2014, 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 2011, 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.

Comparative Financial Statements

The 2014 financial statements were restated to conform to the 2015 Financial Statement format.

Note 2 – Summary of Significant Accounting Policies - continued

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.

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.

Note 2 – Summary of Significant Accounting Policies - continued

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.

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 June 29, 2016, 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 in Brazil and the United States. As of December 31, 2015, accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000 and by the Fundo Garantidor de Creditos up to R\$250,000. At December 31, 2015, the uninsured cash balances aggregate approximately \$1,200,000.

Note 4 – Restriction on Assets

Temporarily restricted net assets in the amount of \$948,915 were restricted in 2014 for operations until 2015, when they were released from restriction.

Additionally, contributions received in Brazil of \$625,792 that have not been completed or expended as of December 31, 2015, are classified as temporarily restricted revenues for 2015.

The Foundation has secured long-term grants for an endowment fund for which the principal will be permanently restricted. As of December 31, 2015, \$1,205,769 has been collected for this fund.

Donor restricted grants paid to Brazil Foundation aggregated \$1,197,731 for the year ended December 31, 2015.

Note 5 – Lease Commitments

The Foundation renewed a five-year lease for office space in New York City under a non-cancelable operating lease that expires in June 2020.

Future minimum lease payments under the non-cancelable operating lease as of December 31, 2015 are as follows:

Year Payable 2016 2017 2018 2019 2020	Operating Lease
2016	\$ 66,076
2017	68,059
2018	70,100
2019	72,204
2020	36,635
	\$ 313,074

Future minimum lease payments are expensed on a straight-line basis over the life of the lease term.

Note 6 - Foreign Currency Translation

The Brazilian part of the Foundation translates its Brazilian reals into U.S. dollars based upon a yearly average exchange rate. The value of the Brazilian reals declined in relation to the U.S. dollar with an average exchange rate of 2.451 in 2014 to 3.468 in 2015. Therefore, for the years ended December 31, 2015 and 2014, Brazil Foundation realized a foreign exchange loss of \$463,684 and \$230,352 respectively.

Note 7 - Related Party Transactions

During the years ended December 31, 2015 and 2014, the Foundation transferred \$769,674 and \$1,239,966, 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	2015
Office Equipment and Furniture	5 to 7 years	\$84,570
Less: Accumulated Depreciation		47,203
		\$37,367



Michael S. Libock & Co., LLC

Certified Public Accountants

Independent Auditors' Report on Additional Information

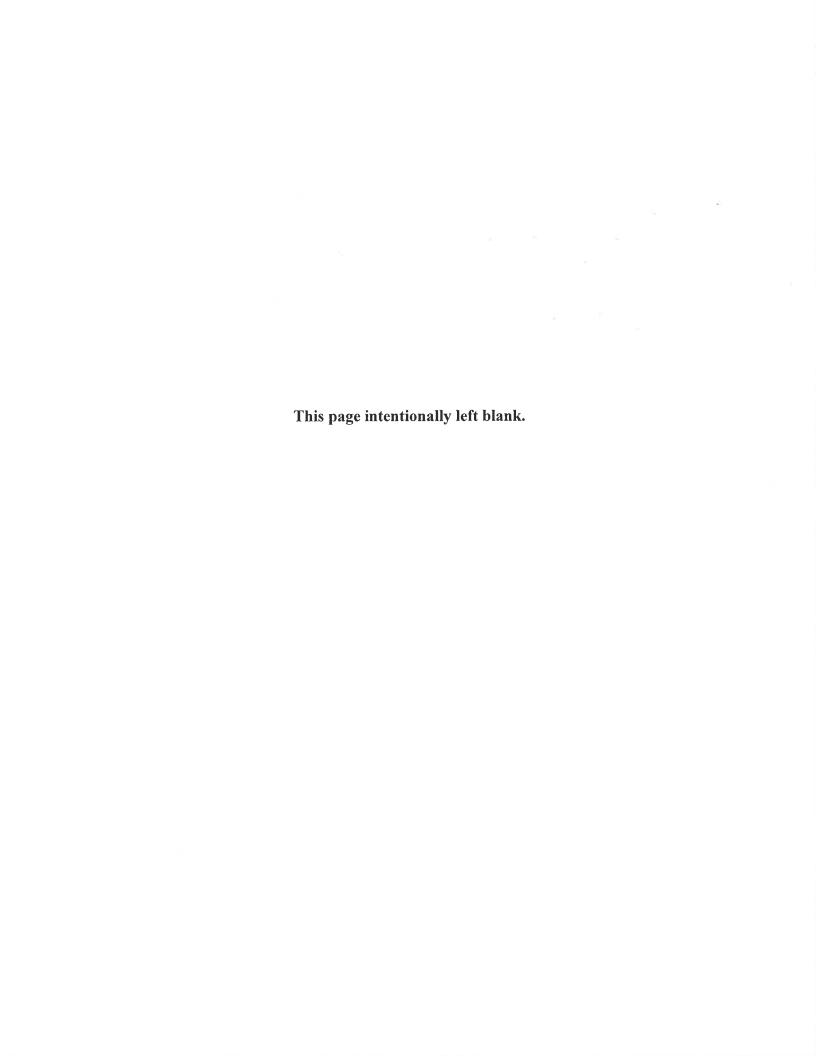
To the Board of Directors of Brazil Foundation

We have audited the financial statements of Brazil Foundation as of and for the years ended December 31, 2015 and 2014, and have issued our report thereon dated June 29, 2016, 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 2015 and 2014, 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 June 29, 2016



BRAZIL FOUNDATION

Statement of Functional Expenses - New York Year Ended December 31, 2015

Program Services Total **New York Program Services Program Costs Donor Advised Grants** 1,012,088 \$ 1,810,147 \$ 798,059 \$ Grants made 177,214 177,214 Salaries and fringe benefits 7,617 Professional fees 7,617 4,002 Travel 4,002 3,478 3,478 Utilities 9,818 9,818 Office equipment and supplies 24,700 24,700 Occupancy Bank service charges 1,012,088 2,036,977 Total expenses before depreciation 1,024,889 Depreciation 1,012,088 2,036,977 **Total Expenses** 1,024,889

		Suppo	rting Services			-	2015	
Management and General		Fı	ındraising		Total	Total Expenses		
				-		\$	1,810,147	
\$	110,759	\$	155,062	\$	265,820		443,034	
	49,509		19,042		68,551		76,168	
			1,000		1,000		5,002	
	3,912		1,304		5,216		8,694	
	11,008		8,923		19,931		29,748	
	27,788		9,263		37,051		61,751	
э	6,007			-	6,007	s-	6,007	
	208,981		194,594		403,576		2,440,552	
1	8,894			·-	8,894	-	8,894	
\$	217,875	\$	194,594	\$ _	412,470	\$_	2,449,446	

BRAZIL FOUNDATION Statement of Functional Expenses - Brazil Year Ended December 31, 2015

Program Services

	1 Togram Services						
	<u> </u>	Brazil				Total	
	Pro	gram Costs		Grants	Pr	ogram Services	
Program Expenses							
Programmatic partnerships	\$	90,460			\$	90,460	
Carioca fund		2,353				2,353	
Grants			\$	920,717		920,717	
Annual selection, monitoring, capacity building		47,511				47,511	
Salaries and fringe benefits		163,443				163,443	
Professional fees		123,724				123,724	
Occupancy		11,091				11,091	
Office equipment and supplies		17,746				17,746	
Other operating costs Fundraising		37,450			-	37,450	
Total expenses before depreciation Depreciation		493,778		920,717	-	1,414,495	
Total Expenses	\$	493,778	\$	920,717	\$_	1,414,495	

S		2015			
nagement d General	gement				Total Expenses
				\$	90,460 2,353 920,717
					47,511
\$ 67,766		\$	67,766		231,209
21,834			21,834		145,558
1,957			1,957		13,048
3,132			3,132		20,878
6,611			6,611		44,061
		i =		-	
101,300			101,300		1,515,795
2,909	<u></u>		2,909	-	2,909
\$ 104,209	\$	\$_	104,209	\$_	1,518,704