

THE ANDREW GOODMAN FOUNDATION INC

Financial Statements

December 31, 2012

(with Independent Auditors' Report Thereon)

MATTHEWS & CO, LLP

Certified Public Accountants

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
The Andrew Goodman Foundation Inc

We have audited the accompanying financial statements of The Andrew Goodman Foundation Inc (a nonprofit organization), which comprise the statement of financial position as of December 31, 2012, and the related statements of activities and changes in net assets, and cash flows for the year 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 controls 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 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 controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Matthew & Co. LLP

New York, NY
May 9, 2013

The Andrew Goodman Foundation Inc
Statement of Financial Position
December 31, 2012

Assets

Currents assets:

Cash and cash equivalent (note 2)	\$ 62,121
Investments at market value (note 4)	<u>56,340</u>

Total assets	\$ <u>118,461</u>
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Liability and Net Assets

Liability:

Due to broker (note 4)	\$ 514
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Net Assets - unrestricted	<u>117,947</u>
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Total liability and net assets	\$ <u>118,461</u>
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See accompanying notes to financial statements.

The Andrew Goodman Foundation Inc
Statement of Activities and Changes in Net Assets
For the Year Ended December 31, 2012

Revenue:	
Contributions	\$ 118,053
Royalties - Danny Lyon Project	1,904
Miscellaneous income	850
Investment income	5,759
Realized gain in investment	11,714
Unrealized loss in investment	<u>(14,760)</u>
	<u>123,520</u>
Expenses:	
Program services:	
Hidden Heroes	29,035
Neshoba - The Price of Freedom Documentary	360
Vote Everywhere	<u>51,413</u>
Total program services	<u>80,808</u>
General and Operating:	
Outside consultant	11,218
Charitable contribution	50
Professional fees	1,325
Marketing and communications	995
Operation	1,558
Taxes and filing fee	117
Travel and meetings	188
Interest expense	<u>64</u>
Total general and operating	<u>15,515</u>
Total expenses	<u>96,323</u>
Changes in net assets	27,197
Net assets at beginning of year	<u>90,750</u>
Net assets at end of year	<u>\$ 117,947</u>

See accompanying notes to financial statements.

The Andrew Goodman Foundation Inc
Statement of Cash Flows
For the Year Ended December 31, 2012

Cash flows from operating activities	
Contribution received	\$ 119,957
Other income received	850
Investment income received	5,815
Event expense	(15,052)
Grants paid	(19,325)
Cash paid to vendors	(61,372)
Interest paid	<u>(60)</u>
Net cash provided by operating activities	<u>30,813</u>
Cash flows from investing activities:	
Proceeds from sales of investments	64,236
Purchases of investments	<u>(39,833)</u>
Net cash provided by investing activities	<u>24,403</u>
Increase in cash	55,216
Cash and cash equivalent at beginning of year	<u>6,905</u>
Cash and cash equivalent at end of year	<u><u>\$ 62,121</u></u>
Reconciliation of changes in net assets to cash used in operating activities:	
Changes in net assets	\$ 27,197
Adjustments to reconcile changes in net assets to net cash provided by operating activities:	
Net (gain) from sales of investments	(11,714)
Unrealized loss from investments	14,760
(Increased) in assets	
Accounts receivable	56
(Decrease) in liabilities	
Due to broker	<u>514</u>
Net cash provided by operating activities	<u><u>\$ 30,813</u></u>

See accompanying notes to financial statements.

The Andrew Goodman Foundation Inc
Notes to Financial Statements
December 31, 2012

1. Basis and Nature of activities

The Andrew Goodman Foundation Inc (the "Foundation") was incorporated under the laws of State of New York as a private foundation on May 3, 1966.

The Foundation was established by Robert and Carolyn Goodman to honor their son, and inspire others to become actively involved in the social and economic justice issues of the times.

The Foundation is exempt from income taxes under section 501(c)(3) of the Internal Revenue Code. In addition, the Foundation determined by the Internal Revenue Service to be a "private foundation" within the meaning of the Section 509(a)(1) of the Code.

In December 2011, the Foundation submitted an application to The Internal Revenue Service (the "IRS") requesting to terminate its private foundation status and to convert to a public charity. In November 2012, the Foundation received a letter from Internal Revenue Service, dated November 19, 2012, effective January 1, 2012, the Foundation will be treated as a public charity. Within 90 days after December 31, 2016, the Foundation must prove it has adhered to the Internal Revenue Code section 509(a)(2) as a public charity.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Foundation have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables and other liabilities.

Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of management's estimates. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Foundation considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Fair Value Definition and Hierarchy

Fair value is defined as 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. The Foundation follows the provision for fair value measurements which establishes a fair value hierarchy that prioritizes and ranks the input in valuation techniques to measure fair value.

(Continued)

The Andrew Goodman Foundation Inc
Notes to Financial Statements

2. Continued

Fair Value Definition and Hierarchy, continued

The fair value hierarchy used in measuring fair value maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Foundation. Unobservable inputs reflect the Foundation's assumption about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy consists of:

Level 1 - Quoted prices are available in active market for identical assets or liabilities as of the reporting date. The Foundation does not adjust the quoted price for these securities even in situations where the Foundation holds a large position and a sale could reasonably impact the quoted price.

Level 2 - Observable market inputs, other than quoted prices within Level 1, for identical or similar assets or liabilities that are observable either directly or indirectly.

Level 3 - Pricing inputs are unobservable and there is little, if any, market activity for the assets or liabilities. The inputs must be used to measure the fair value of an asset or liability when observable inputs are not available because there is little or no market activity for the asset or liability at the measurement date.

Investments

Investments consist principally of publicly traded debt and equity securities. Fair value of investments in securities is based on the last reported sales price at December 31, 2012.

Contributions

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence and/or nature of any donor restrictions. Restricted net assets are reclassified to unrestricted net assets upon satisfaction of the time or purpose of the restriction.

Net Assets Classifications

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. Net assets are defined as follows:

Unrestricted net assets - Net assets that are not subject to donor - imposed stipulations or the donor-imposed restrictions have expired.

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The Andrew Goodman Foundation Inc
Notes to Financial Statements

2. Continued

Net Assets Classifications, continued

Temporarily restricted net assets - Net asset subject to donor stipulations that may be fulfilled by the actions of the Foundation to meet the stipulations or become unrestricted at the date of specified by the donor.

Permanently restricted net assets - subject to donor-imposed stipulations that they be retained and invested permanently by the Foundation.

Advertising Cost

The Foundation expenses advertising cost as they are incurred. Advertising expenses for the year ended December 31, 2012 was \$3,344.

Income Tax Status

The Foundation is subject to review and audit by Federal and State agencies. Such agencies may review the taxability of unrelated business income, or the qualification of the tax-exempt entity under the Internal Revenue Code and applicable state statutes. The Foundation is no longer subject to U.S. Federal and state income tax examinations for the year before 2009.

3. Concentration of the Credit Risk

The Foundation maintains its cash balances in one financial institution. Cash did not exceed federally insured limits at December 31, 2012.

4. Fair Value Measurements

The following fair value hierarchy table presents information about the Foundations' investments measured at fair value as of December 31, 2012

	Quoted Prices in Active Market for Identical Assets Level 1	Total
	<u>Level 1</u>	<u>Total</u>
Equity - domestic	\$ <u>56,340</u>	\$ <u>56,340</u>

5. Subsequent Events

Management has reviewed and noted no subsequent events through May 9, 2013, the date the financial statements were available for issue.