FINANCIAL STATEMENTS

COUNCIL FOR A Strong America

FOR THE YEAR ENDED DECEMBER 31, 2012
WITH SUMMARIZED FINANCIAL
INFORMATION FOR 2011

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Council for a Strong America Washington, D.C.

We have audited the accompanying financial statements of the Council for a Strong America (the Council) (a non-profit organization), which comprise the statement of financial position as of December 31, 2012, and the related statements of activities and change 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 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 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 from 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.

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 Council as of December 31, 2012, and the change 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.

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Report on Summarized Comparative Information

We have previously audited the Council's 2011 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated July 23, 2012. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2011, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Functional Expenses on pages 14-15 is presented for 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 as a whole.

Bethesda, Maryland July 12, 2013

Gelman Kozenberg & Freedman

STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2012 WITH SUMMARIZED FINANCIAL INFORMATION FOR 2011

ASSETS

	2012	2011
CURRENT ASSETS		
Cash and cash equivalents Short-term certificates of deposit (Notes 2 and 8) Investments (Notes 2 and 8) Pledges receivable (Note 3) Accounts receivable Interest receivable Prepaid expenses	\$ 3,357,261 479,785 2,410,742 2,399,871 2,336 3,327 111,674	244,046 2,081,097
Total current assets	8,764,996	9,161,887
PROPERTY AND EQUIPMENT		
Property and equipment Leasehold improvements	151,056 <u>473,583</u>	184,191 <u>48,611</u>
Less: Accumulated depreciation and amortization	624,639 <u>(181,302</u>)	232,802 (166,625)
Net property and equipment	443,337	66,177
OTHER ASSETS		
Deposits Long-term certificates of deposit (Notes 2 and 8) Long-term pledges receivable (Note 3)	44,326 1,112,765 310,114	43,326 1,104,038
Total other assets	1,467,205	1,147,364
TOTAL ASSETS	\$ <u>10,675,538</u>	\$ <u>10,375,428</u>

LIABILITIES AND NET ASSETS

	2012	2011
CURRENT LIABILITIES		
Accounts payable Accrued salaries and payroll expenses Accrued vacation Current portion of rent abatement (Note 6)	\$ 69,663 235,704 255,183 2,688	\$ 89,383 257,546 231,572
Total current liabilities	563,238	578,501
LONG-TERM LIABILITIES		
Long-term portion of deferred rent abatement (Note 6)	726,128	293,641
Total liabilities	1,289,366	872,142
NET ASSETS		
Unrestricted Temporarily restricted (Note 4)	3,548,444 5,837,728	3,540,279 5,963,007
Total net assets	9,386,172	9,503,286
TOTAL LIABILITIES AND NET ASSETS	\$ <u>10,675,538</u>	\$ <u>10,375,428</u>

STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2012 WITH SUMMARIZED FINANCIAL INFORMATION FOR 2011

		2011		
SUPPORT AND REVENUE	Unrestricted	Temporarily Restricted	Total	Total
Contributions and grants Consulting/speaking fees	\$ 62,177 -	\$ 6,886,000 -	\$ 6,948,177 -	\$ 7,861,918 19,125
Other income Investment income (Note 2) Net assets released from donor	8,400 144,844	- -	8,400 144,844	- 17,415
restrictions (Note 5)	7,011,279	<u>(7,011,279</u>)		
Total support and revenue	7,226,700	(125,279)	7,101,421	7,898,458
EXPENSES				
Program Services: Fight Crime: Invest in Kids America's Edge Mission: Readiness Shepherding the Next Generation Total program services Supporting Services: Management and General Fundraising Total supporting services	2,820,646 1,294,371 1,335,337 475,951 5,926,305 683,307 608,923 1,292,230	- - - - - - -	2,820,646 1,294,371 1,335,337 475,951 5,926,305 683,307 608,923 1,292,230	2,827,208 1,155,608 1,186,602 514,698 5,684,116 646,811 575,773
Total expenses	<u>7,218,535</u>		<u>7,218,535</u>	6,906,700
Change in net assets	8,165	(125,279)	(117,114)	991,758
Net assets at beginning of year	3,540,279	5,963,007	9,503,286	8,511,528
NET ASSETS AT END OF YEAR	\$ <u>3,548,444</u>	\$ <u>5,837,728</u>	\$ <u>9,386,172</u>	\$ <u>9,503,286</u>

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2012 WITH SUMMARIZED FINANCIAL INFORMATION FOR 2011

		2012		2011
CASH FLOWS FROM OPERATING ACTIVITIES				
Change in net assets	\$	(117,114)	\$	991,758
Adjustments to reconcile change in net assets to net cash provided by operating activities:				
Depreciation and amortization Unrealized (gain) loss on investments Realized loss on investments Gain on sale of fixed assets		53,094 (73,674) 4,725 (310)		23,012 10,258 - -
(Increase) decrease in: Pledges receivable Accounts receivable Interest receivable Prepaid expenses Deposits		609,349 18,147 (957) (17,321) (1,000)		(566,352) (20,483) (2,370) (23,400) (19,946)
Increase (decrease) in: Accounts payable Accrued salaries and payroll expenses Accrued vacation Deferred rent	_	(19,720) (21,842) 23,611 435,175		(3,534) 55,334 47,542 43,387
Net cash provided by operating activities		892,163		535,206
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property and equipment Proceeds from disposal of property and equipment Purchase of investments Sale of investments Maturities of certificates of deposit Purchase of certificates of deposits Transfer investments	_	(430,254) 310 (330,509) 60,347 245,000 (480,000)		(32,255) - (2,074,438) - - (1,365,000) 3,830,016
Net cash (used) provided by investing activities	_	(935,106)	_	358,323
Net (decrease) increase in cash and cash equivalents		(42,943)		893,529
Cash and cash equivalents at beginning of year		3,400,204	_	2,506,675
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$_	3,357,261	\$_	3,400,204

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION

Organization -

The Council for a Strong America (the Council) was incorporated as a non-profit organization under the laws of the District of Columbia in 1995 to increase investments in children and families. The Council is comprised of four projects - Fight Crime: Invest in Kids, America's Edge, Mission: Readiness, and Shepherding the Next Generation - and operates under these names.

Basis of presentation -

The accompanying financial statements are presented on the accrual basis of accounting, and in accordance with FASB ASC 958, *Not-for-Profit Entities*.

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Council's financial statements for the year ended December 31, 2011, from which the summarized information was derived.

Income taxes -

The Council is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying financial statements. The Council is not a private foundation.

Uncertain tax positions -

For the year ended December 31, 2012, the Council has documented its consideration of FASB ASC 740-10, *Income Taxes*, that provides guidance for reporting uncertainty in income taxes and has determined that no material uncertain tax positions qualify for either recognition or disclosure in the financial statements. The Federal Form 990, *Return of Organization Exempt from Income Tax*, is subject to examination by the Internal Revenue Service, generally for three years after it is filed.

Checking and savings accounts -

Cash and cash equivalents consist of checking and savings accounts and money market accounts with initial maturities of three months or less.

Through December 31, 2012, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") provided temporary unlimited deposit insurance coverage for non-interest bearing transaction accounts at all Federal Deposit Insurance Corporation (FDIC) insured depository institutions (the "Dodd-Frank Deposit Insurance Provision"). The Council maintained a portion of its cash balance at a financial institution in a non-interest bearing account; thereby, all of this cash balance was protected by the FDIC under this Act. Beginning January 1, 2013, funds deposited in non-interest bearing accounts will no longer receive unlimited deposit insurance coverage. Bank deposit accounts at one institution will be insured by the FDIC up to a limit of \$250,000. Management believes the risk in these situations to be minimal.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

Certificates of deposit -

Certificates of deposit held for investment that are not debt securities are included in "Certificates of deposit". Certificates of deposit with original maturities greater than three months and remaining maturities less than one year are classified as "Short-term certificates of deposit". Certificates of deposit with remaining maturities greater than one year are classified as "Long-term certificates of deposit".

Investments -

Investments are stated at their readily determinable fair value, with unrealized gains and losses included in investment income in the Statement of Activities and Change in Net Assets. Investments donated to the Council are recorded at their fair value as of the date of donation.

Accounts receivable -

Accounts receivable are recorded at their net realizable value, which approximates fair value. Management considers all amounts to be fully collectible. Accordingly, an allowance for doubtful accounts has not been established.

Property and equipment -

Acquisitions of property and equipment of more than \$1,000 are capitalized at cost. Depreciation and amortization are recorded on the straight-line method over the assets' useful life, generally three years. Leasehold improvements are amortized over the lease term. The cost of maintenance and repairs is recorded as expenses are incurred. As of December 31, 2012, total depreciation and amortization expense totaled \$53,094.

Net asset classification -

The net assets are reported in two self-balancing groups as follows:

- Unrestricted net assets include unrestricted revenue and contributions received without donor-imposed restrictions. These net assets are available for the operation of the Council and include both internally designated and undesignated resources.
- Temporarily restricted net assets include revenue and contributions subject to donor-imposed stipulations that will be met by the actions of the Council and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities and Change in Net Assets as net assets released from restrictions.

Contributions and grants -

Contributions and grants are recorded as revenue in the year notification is received from the donor. Contributions and grants which have donor-imposed restrictions are classified as temporarily restricted revenue in the accompanying Statement of Activities and Change in Net Assets. Such contributions and grants are recognized as unrestricted revenue upon either the completion of the program or by the passage of time in compliance with donor-imposed restrictions. Grants and contributions for which donor-imposed restrictions have not been met are presented as temporarily restricted net assets in the accompanying financial statements.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

Use of estimates -

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Functional allocation of expenses -

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statement of Activities and Change in Net Assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Risks and uncertainties -

The Council invests in various investment securities. Investment securities are exposed to various risks such as interest rates, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying financial statements.

Fair value measurement -

The Council adopted the provisions of FASB ASC 820, Fair Value Measurement. FASB ASC 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs (assumptions that market participants would use in pricing assets and liabilities, including assumptions about risk) used to measure fair value, and enhances disclosure requirements for fair value measurements. The Council accounts for a significant portion of its financial instruments at fair value or considers fair value in their measurement.

2. INVESTMENTS

Investments consisted of the following at December 31, 2012:

	<u>Fair Value</u>
Mutual funds Certificates of deposit	\$ 2,410,742 <u>1,592,550</u>
TOTAL INVESTMENTS	\$ <u>4,003,292</u>
Included in investment income are the following:	
Interest and dividends Unrealized gain Realized loss	\$ 75,895 73,674 (4,725)
TOTAL INVESTMENT INCOME	\$ <u>144,844</u>

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012

3. PLEDGES RECEIVABLE

The Council received unconditional pledges totaling \$6,887,075 during 2012. All amounts are considered fully collectible; therefore, no provision has been made for uncollectable pledges. As of December 31, 2012, \$2,709,985 remains outstanding. All outstanding pledges are to be collected within two years.

Following is a schedule, by years, of pledges receivable at December 31, 2012:

Pledges receivable \$ 2,709,985 Less: Current maturities \$ (2,399,871)

TOTAL NONCURRENT PLEDGES RECEIVABLE \$ 310,114

4. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consisted of the following at December 31, 2012:

Time Restriction \$ 5.837,728

5. NET ASSETS RELEASED FROM RESTRICTIONS

During the year ended December 31, 2012, net assets were released from restriction as a result of spending funds in accordance with donor restrictions or the passage of time. Following is a summary of net assets released:

Passage of Time \$ 7,011,279

6. LEASE COMMITMENTS

The Council has six non-cancelable operating leases and one month-to-month lease for office space, with various expiration dates from November 2012 to December 2022. Future minimum rental payments under the terms of each lease are subject to escalation at various rates.

On September 28, 2005, the Council entered into a ten-year, non-cancelable operating lease, for office space at 1212 New York Avenue, N.W., Washington, D.C. The lease provides for fixed annual escalations in base rent and its pro-rate share of real estate taxes and operating expenses. Subsequently, on September 27, 2011, the Council amended the office lease agreement by extending the lease for eleven years. The lease now expires on November 30, 2022. Initial rental payments are \$41.50 per square foot and the rent increases by 4% each year. The lease provides rent abatements for half of the first five months and an abatement of \$15,000 for the 24th month of the term of the lease. In addition, the Council received leasehold improvements paid for by the landlord in the amount \$316,210, and a one time donation of \$20,000.

On September 8, 2009, the Council entered into a five-year, non-cancelable operating lease for office space at 211 Sutter Street, San Francisco, CA. The lease expires on October 31, 2014. The lease provides for fixed annual escalations in base rent for its pro-rata share of real estate taxes and operating expenses. The rent increases by 3% for the second and third years and 5% in the fourth and fifth years. The lease provides rent abatements for the first two months of the lease.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012

6. LEASE COMMITMENTS (Continued)

On March 26, 2012, the Council entered into a five-year, non-cancelable operating lease for office space at 70 E. Lake Street, Chicago, IL. The lease expires on April 30, 2017. The lease provides for fixed annual escalations in base rent and its pro-rate share of real estate taxes and operating expenses. The lease also provides one month base rent abatement on the lease commencement date.

On October 25, 2012, the Council entered into a two-year, non-cancelable operating lease for office space at 105 North Front Street, Harrisburg, PA, commencing on December 1, 2012 and expiring on November 30, 2014. The lease provides for one month base rent abatement on lease.

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires that when lease agreements contain rent abatements and fixed increases in annual rent amount that the total rental payments on the office space be recorded using the straight-line method over the life of the lease. In accordance with this, the Council has reported the difference between the cash paid for office rent and the straight-line rental expense as deferred rent in the accompanying Statement of Financial Position.

The deferred rent liability will be reduced as cash payments exceed rent expense. Total rent expense, including operating costs, totaled \$527,800 for the year ended December 31, 2012.

Following is a summary of future minimum rental payments required under the lease agreements:

Year Ending December 31,	Office <u>Space</u>
2013	\$ 497,941
2014	492,987
2015	477,779
2016	496,748
2017	506,309
Thereafter	2,771,548
	\$ 5.243.312

7. RETIREMENT PLAN

The Council sponsors a 403(b) tax-deferred annuity plan for all employees. In 2012, the Council contributed approximately \$333 for each calendar month for each active participant and a dollar-for-dollar match up to 2% of the employee's salary. Total retirement plan expense was \$267,895 for the year ended December 31, 2012.

8. FAIR VALUE MEASUREMENT

In accordance with FASB ASC 820, Fair Value Measurement, the Council has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2012

8. FAIR VALUE MEASUREMENT (Continued)

Investments recorded in the Statement of Financial Position are categorized based on the inputs to valuation techniques as follows:

Level 1. These are investments where values are based on unadjusted quoted prices for identical assets in an active market the Council has the ability to access.

Level 2. These are investments where values are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques that utilize inputs that are observable either directly or indirectly for substantially the full-term of the investments.

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

Following is a description of the valuation methodology used for investments measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

- Mutual funds Fair value is equal to the net asset value of the fund.
- Certificates of deposit Fair value is based upon current yields available on comparable instruments of issuers with similar ratings, the the instrument's terms and conditions and interest rate and credit risk.

The table below summarizes, by level within the fair value hierarchy, the Council's investments as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Asset Class: Mutual funds Certificates of deposit	\$ 2,410,742 1,592,550	\$ -	\$ -	\$ 2,410,742 1,592,550
TOTAL	\$ <u>4,003,292</u>	\$ <u> </u>	\$ <u> </u>	\$ <u>4,003,292</u>

9. SUBSEQUENT EVENTS

In preparing these financial statements, the Council has evaluated events and transactions for potential recognition or disclosure through July 12, 2013, the date the financial statements were issued.

SUPPLEMENTAL INFORMATION

SCHEDULE OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2012 WITH SUMMARIZED FINANCIAL INFORMATION FOR 2011

2012 **Program Services Shepherding** Total **Fight Crime:** America's Mission: the Next Program Invest in Kids Edge Readiness Generation Services Salaries and fringe benefits 2,213,471 \$ 1,040,065 \$ 1,045,083 \$ 320,767 \$ 4,619,386 Business travel 123,573 65,233 54,499 26,522 269,827 1,546 Conferences and exhibits 23,823 3,942 6,112 35,423 Telephone and fax 31,163 13,143 14,404 4,917 63,627 Meetings 18,224 7,532 6,898 3,208 35,862 Rent 187,183 72,971 107,824 32,885 400,863 Printing and publications 22,401 5,984 7,426 9,926 45,737 Postage and delivery 13,119 4,592 2,222 1,640 21,573 Professional fees 10,574 27,839 15,899 22,265 76,577 Depreciation and amortization 16.677 8.770 11,232 3,633 40.312 Consultants 44,292 99,666 25,703 22,789 6,882 Repairs and maintenance 7,947 1,349 1,670 269 11,235 Office supplies 28,576 11,145 13,936 5,006 58,663 Dues and subscriptions 18,428 6,867 2,822 38,540 10,423 Insurance 6,556 2,205 2,296 12,212 1,155 Membership services 7,604 6,408 846 244 106 Grants 20,000 5,000 25,000 Advertisement Miscellaneous 29,555 11,039 16,921 6,683 64,198 2,820,646 Sub-total 475,951 5,926,305 1,294,371 1,335,337 Allocation of management and general 320,644 128,692 178,709 55,262 683,307 Allocation of fundraising 301,064 101,722 157,708 48,429 608,923 **TOTAL** 579,642 \$ 7,218,535 \$ 1,524,785 \$ 1,671,754 \$ 3,442,354

				2011
Sı	upporting Servic	es		
Management and		Total Supporting	Total	Total
General	Fundraising	Services	Expenses	Expenses
\$ 522,904	\$ 458,292	\$ 981,196	\$ 5,600,582	\$ 5,388,134
25,895	20,346	46,241	316,068	408,366
4,247	3,818	8,065	43,488	50,949
7,585	6,856	14,441	78,068	75,878
3,843	3,202	7,045	42,907	51,908
62,838	64,099	126,937	527,800	362,949
5,635	5,014	10,649	56,386	51,924
2,324	1,978	4,302	25,875	35,877
11,137	10,761	21,898	98,475	102,577
6,358	6,424	12,782	53,094	23,012
4,648	3,056	7,704	107,370	124,640
965	833	1,798	13,033	12,379
8,315	8,134	16,449	75,112	62,778
5,657	5,621	11,278	49,818	49,841
1,402	1,285	2,687	14,899	14,802
925	859	1,784	9,388	17,520
-	-	-	25,000	-
-	-	-	-	152
8,629	8,345	16,974	81,172	73,014
683,307	608,923	1,292,230	7,218,535	6,906,700
(683,307)	-	(683,307)	-	-
	(608,923)	(608,923)		
\$ -	<u>\$</u>	\$ -	\$ 7,218,535	\$ 6,906,700