FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

SHERWOOD FOREST CAMP, INC.

December 31, 2012 and 2011

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Independent Auditors' Report

Board of Directors Sherwood Forest Camp, Inc.

We have audited the accompanying financial statements of Sherwood Forest Camp, Inc. (a Missouri Corporation, not-for-profit), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities, functional expenses, and 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 audits. We conducted our audits 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 auditors' 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 Sherwood Forest Camp, Inc. as of December 31, 2012 and 2011, 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.

Kenber Eck # Branchel LLP

St. Louis, Missouri April 11, 2013

STATEMENTS OF FINANCIAL POSITION

December 31,

Contributions receivable 495,160 403, Other receivable 4,352 13, Table of the property and equipment, at cost 15,735 13, Table of the property and equipment, at cost 1,304,050 830, Table of the property and equipment, at cost 20,500 20		201		2012	 	ASSETS
Investments		2.1	•			Current assets
Contributions receivable 495,160 403, Other receivable 4,352 13, Other receivable 13,735 13, Inventories 15,735 13, Inventories 15,735 13, Inventories 8,032 10. Total current assets 1,304,050 830, Inventories 20,500 <td< td=""><td></td><th></th><th>\$</th><td></td><td>\$</td><td></td></td<>			\$		\$	
Other receivable 4,352 15,735 13, 115,735	1,000					
Prepaid expenses 15,735 13, 13, 10, 10, 10, 10, 10, 10, 10, 10, 10, 10	3,163	40				
Total current assets	2005	1				
Total current assets 1,304,050 830,	3,365			(50)		
Property and equipment, at cost Land improvements 20,500 20 Buildings 789,285 699 Equipment 611,373 578 Less accumulated depreciation 1,421,158 1,298 Less accumulated depreciation 343,738 275 Land 165,545 165 Construction in progress 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities \$ 5,960 \$ 8 Accounts payable \$ 5,960 \$ 8 Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets	0,623	1		8,032	 	Inventories
Land improvements 20,500 20 Buildings 789,285 699 Equipment 611,373 578 Less accumulated depreciation 1,421,158 1,929 Land 1,077,420 1,022 Construction in progress 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities \$ 5,960 \$ 8 Accounts payable \$ 5,960 \$ 8 Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets	0,674	83		1,304,050		Total current assets
Buildings 789,285 699 Equipment 611,373 578 Less accumulated depreciation 1,077,420 1,022 Land 165,545 165 Construction in progress 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS	0.500			20.500		
Equipment 611,373 578 Less accumulated depreciation 1,421,158 1,298 Less accumulated depreciation 1,077,420 1,022 343,738 275 Land 165,545 165 Construction in progress 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities \$ 5,960 \$ 8 Accounts payable \$ 5,960 \$ 8 Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets	0,500					Land improvements
1,421,158 1,298 Less accumulated depreciation				(5)		
Less accumulated depreciation 1,077,420 1,022 343,738 275 Land 165,545 165 Construction in progress 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities \$ 5,960 \$ 8 Accounts payable \$ 5,960 \$ 8 Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets					 -	Equipment
Stand 165,545 165		-		(5) 5		
Land Construction in progress 165,545 165 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS \$ 5,960 \$ 8 8 8 8 8 8 8 8 8					 	Less accumulated depreciation
Construction in progress 53,531 39 Total property and equipment 562,814 481 Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities \$ 5,960 \$ 8 Accounts payable \$ 5,960 \$ 8 Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets						
Total property and equipment Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities Accounts payable Accrued expenses Total current liabilities 10,960 \$ 88	9,951			8		
Total assets \$ 1,866,864 \$ 1,311 LIABILITIES AND NET ASSETS Current liabilities Accounts payable Accrued expenses Total current liabilities 48,543 46 Net assets	9,931			55,531	 	Construction in progress
LIABILITIES AND NET ASSETS Current liabilities Accounts payable Accrued expenses Total current liabilities Net assets LIABILITIES AND NET ASSETS \$ 5,960 \$ 8 42,583 38 38 46 60 60 60 60 60 60 60 60 60 60 60 60 60	1,160	48		562,814	 	Total property and equipment
Current liabilities Accounts payable Accrued expenses Total current liabilities Net assets Accounts payable \$ 5,960 \$ 8 42,583 38 38 46 60 60 60 60 60 60 60 60 60 60 60 60 60	1,834	1,3	\$	1,866,864	 	Total assets
Accounts payable \$ 5,960 \$ 8 Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets						LIABILITIES AND NET ASSETS
Accrued expenses 42,583 38 Total current liabilities 48,543 46 Net assets			_			Current liabilities
Total current liabilities 48,543 46 Net assets	8,075		\$		\$	Accounts payable
Net assets	8,763			42,583	 -	Accrued expenses
* 1 To 10 To	6,838			48,543		Total current liabilities
						Net assets
Unrestricted						Unrestricted
Ondesignated	86,174					Undesignated
Designated of Board of Britains	5,500					Designated by Board of Directors
1 Ottal alli esti letea	1,674					Total unrestricted
Temporarily restricted952,186463	53,322	4	-	952,186	 	Temporarily restricted
Total net assets	64,996	1,2		1,818,321	 	Total net assets
Total liabilities and net assets \$ 1,866,864 \$ 1,31	11,834	1,3	\$	1,866,864	\$	Total liabilities and net assets

STATEMENTS OF ACTIVITIES

Year ended December 31,

	2012			2011			
	Temporarily			Temporarily			
	Unrestricted	restricted	Total	Unrestricted	restricted	Total	
Support and revenue							
Public support					A 207.000	Φ 207.0(0	
United Way allocation	\$ -	\$ 395,099	\$ 395,099	\$ -	\$ 387,060	\$ 387,060	
Contributions	307,057	544,092	851,149	287,795	55,655	343,450	
Special events, net of direct donor				20100		204.067	
benefit of \$48,550 in 2012 and \$56,008 in 2011	160,918	-	160,918	204,867	-	204,867	
Grants	123,000	20,000	143,000	100,891	20,359	121,250	
USDA	44,981		44,981	45,437	_	45,437	
Total public support	635,956	959,191	1,595,147	638,990	463,074	1,102,064	
Other support and revenue							
Program fees	130,187	-	130,187	132,355	-	132,355	
Sales - Camp store	4,994	-	4,994	5,425	-	5,425	
Interest income	3,856	-	3,856	2,736	-	2,736	
Other income	5,607		5,607	4,869		4,869	
Total other support and revenue	144,644	-	144,644	145,385	-	145,385	
Net assets released from restrictions	470,327	(470,327)	-	400,066	(400,066)		
Total support and revenue	1,250,927	488,864	1,739,791	1,184,441	63,008	1,247,449	
Expenses							
Program services	954,788	1-	954,788	921,276	-	921,276	
Management and general	59,769	-	59,769	83,666	-	83,666	
Fundraising	171,909		171,909	167,263	-	167,263	
Total expenses	1,186,466		1,186,466	1,172,205	-	1,172,205	
INCREASE IN NET ASSETS	64,461	488,864	553,325	12,236	63,008	75,244	
Net assets at beginning of year	801,674	463,322	1,264,996	789,438	400,314	1,189,752	
Net assets at end of year	\$ 866,135	\$ 952,186	\$ 1,818,321	\$ 801,674	\$ 463,322	\$ 1,264,996	

STATEMENTS OF FUNCTIONAL EXPENSES

Year ended December 31,

		2	012			2	011	
		Management				Management		
	Program	and			Program	and		
	services	general	Fundraising	Total	services	general	Fundraising	Total
								5
Salaries	\$ 401,805	\$ 21,477	\$ 114,234	\$ 537,516	\$ 395,348	\$ 31,141	\$ 103,494	\$ 529,983
Employee benefits	72,630	2,912	18,612	94,154	72,803	4,880	29,188	106,871
Payroll taxes	48,486	2,128	9,659	60,273	42,373	5,975	12,340	60,688
Stipends	53,915	-	-	53,915	39,976	-	-	39,976
Recruiting	26,850	134	-	26,984	27,140	22	-	27,162
Professional fees	-	17,226	-	17,226	1,500	24,421	-	25,921
Food and supplies	121,234	4,013	11,267	136,514	113,200	5,698	10,823	129,721
Communication	8,492	-	Ψ.	8,492	8,670	-	-	8,670
Postage	2,739	1,760	4,620	9,119	3,721	1,347	2,392	7,460
Occupancy	34,631	3,460	6,391	44,482	38,507	4,392	4,934	47,833
Transportation	43,258	990	-	44,248	42,777	-	970	43,747
Conferences, conventions and meetings	1,222	1,395	_	2,617	1,020	295	-	1,315
Dues and subscriptions	3,455	575	-	4,030	3,160	1,093	=	4,253
Printing	3,172	1,232	7,126	11,530	1,711	1,080	3,122	5,913
Individual assistance	4,017	-	-	4,017	6,660	-	-	6,660
Insurance	41,328	-	-	41,328	40,284	-	-	40,284
Repairs and maintenance	27,334	-	-	27,334	28,346	-	-	28,346
Miscellaneous	7,873	300	-	8,173	6,910	285	-	7,195
Depreciation	52,347	2,167	-	54,514	47,170	3,037	-	50,207
- F	,							
Total expenses	\$ 954,788	\$ 59,769	\$ 171,909	\$ 1,186,466	\$ 921,276	\$ 83,666	\$ 167,263	\$ 1,172,205

STATEMENTS OF CASH FLOWS

Year ended December 31,

		2012		2011
Increase (decrease) in cash and cash equivalents				
Cash flows from operating activities				
Increase in net assets	\$	553,325	\$	75,244
Adjustments to reconcile increase in net assets				
to net cash provided by operating activities				
Depreciation		54,514		50,207
Donation of property and equipment		(38,999)		(56,134)
Donation of investments		(6,076)		(9,000)
(Increase) decrease in assets				
Contributions receivable		(91,997)		(20,396)
Other receivable		(4,352)		-
Prepaid expenses		(2,370)		1,022
Inventories		2,591		(2,559)
Increase (decrease) in liabilities				
Accounts payable		(2,115)		3,587
Accrued expenses		3,820		(1,217)
Net cash provided by operating activities		468,341		40,754
Cash flows from investing activities				
Purchase of property and equipment		(97,169)		(17,209)
Purchase of investments		(450,000)		(450,000)
Sales of investments		400,000		550,000
Net cash provided by (used in) investing activities	-	(147,169)		82,791
NET INCREASE IN CASH				
AND CASH EQUIVALENTS		321,172		123,545
Cash and cash equivalents at beginning of year		319,523		195,978
Cash and cash equivalents at end of year	_\$	640,695	_\$	319,523
•				
Supplemental disclosures Noncash investing and financing activities: Donation of vehicle Donation of construction materials and services	<u>\$</u>	38,999	\$	28,696 27,438
Donation of investments	\$	6,076	\$	9,000
Donation of investments	_			

The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE A – NATURE OF ENTITY

Sherwood Forest Camp, Inc. (the "Camp") is a not-for-profit charitable organization whose principal activities are to provide residential summer camps in which outdoor education and weekend retreats are offered to financially disadvantaged children and certain qualified families in the St. Louis metropolitan area. The Camp's largest individual source of revenue is through contributions from the United Way and other public support. Fundraisers are also held to generate revenues.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the financial statements follows.

1. Cash and Cash Equivalents

The Camp considers all liquid investments with original maturities of 90 days or less to be cash equivalents.

2. Investments

Investments in equity securities with readily determinable fair values and all debt securities are recorded at fair value with gains and losses reported in the statements of activities. Other investments are reported at cost. Donated investments are recorded at market value at the date of donation and thereafter carried in conformity with the stated policy.

3. Contributions Receivable

The Camp considers contributions receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

4. Inventory

Inventories consist of non-perishable food, clothing, and supplies. Inventories are stated at the lower of cost or market. Costs are determined using the first-in, first-out (FIFO) method.

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE B - SUMMARY OF ACCOUNTING POLICIES - Continued

5. Property and Equipment

Property and equipment are recorded at cost if purchased. Contributed property and equipment is recorded at fair value at the date of donation. Expenditures which extend the useful lives of the assets are capitalized, while maintenance and repairs are expensed. Depreciation of buildings and equipment is provided on a straight-line basis over their estimated useful lives as follows:

Buildings and improvements	20 years
Land improvements	15 years
Equipment	3-15 years

6. Contributions

Unconditional promises to give cash and other assets are accrued at estimated fair value at the date each promise is received. 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 as an increase in unrestricted net assets. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions.

7. In-Kind Contributions

Contributed services are recognized at fair value if the services create or enhance long-lived assets or require specialized skills and would need to be purchased if not donated. For the year ended December 31, 2012 and 2011 donated construction services were \$38,999 and \$13,920, respectively, and were recognized in the financial statements as contribution revenue and property and equipment.

The Camp also receives contributed services from a variety of unpaid volunteers assisting the Camp in its charitable programs and fundraising activities. However, these contributed services are not reflected in the financial statements because they do not meet the criteria for recognition.

The Camp receives contributions of furniture, clothing, equipment, and construction materials and recognizes support and revenue based on the contributions estimated fair value. Absent any explicit restrictions by the donor, the Camp reports the contribution of property and equipment as unrestricted support and revenue.

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE B - SUMMARY OF ACCOUNTING POLICIES - Continued

8. Income Taxes

The Camp qualifies as a charitable organization as defined by Internal Revenue Code 501 (c)(3), and, accordingly, it is exempt from Federal income taxes under Internal Revenue Code Section 501 (a) and similar provisions of state law. The Camp files federal information returns. The statutes of limitations for information returns filed for the tax years ended December 31, 2009 through 2012 have not expired and therefore are subject to examination.

The FASB ASC Section 740-10 prescribes the minimum standard a tax position is required to meet before being recognized in the financial statements. The Camp has not taken any uncertain tax position that should be accounted for under ASC Section 740-10.

9. Functional Expenses

The costs of providing various programs and activities have been summarized on a functional basis in the statements of activities. Certain costs have been allocated among the program, management and general and fundraising categories based on the supporting services benefited.

10. 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 certain reported amounts and disclosures. Actual results could differ from those estimates.

11. Reclassifications

Certificates of deposit in the amount \$75,000 were reclassified from cash and cash equivalents to investments in the Statement of Financial Position at December 31, 2011 and in the Statement of Cash Flows for the year then ended.

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE C – INVESTMENTS

Investments consists of the following at December 31:,

	2012	2011
Certificates of deposit Mutual fund Oil and gas interest	\$ 125,000 6,076 9,000	\$ 75,000 - 9,000
	\$ 140,076	\$ 84,000

NOTE D - CONCENTRATION OF CREDIT RISK

The Camp maintains its cash balances in two financial institutions. The balances may at times exceed federally insured limits. The Camp has not experienced any losses in cash accounts and believes it is not exposed to any significant credit risk on cash.

The Camp received 23% and 31% of its support and revenue from United Way during 2012 and 2011, respectively. The Camp's United Way allocation for 2013 is \$395,099.

NOTE E - PENSION PLAN

The Camp has a defined contribution annuity plan that covers all eligible employees. The Camp contributes 8% of salaries for eligible employees and full vesting occurs after three years of service. Pension expense was \$39,830 and \$63,729 for the years ended December 31, 2012 and 2011, respectively.

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE F - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are those which are subject to donor-imposed stipulations that will be met, either by actions of the Camp and/or the passage of time. Temporarily restricted net assets consist of the following at December 31,:

	2012	2011
Restricted for purpose Neighborhood Assistance Program Lillywood cabin Other Restricted for time	\$ 445,032 - 11,994 495,160	\$ - 50,405 9,754 403,163
	\$ 952,186	\$ 463,322

NOTE G – COMMITMENTS

The Camp rents office space on a month-to-month basis. Rent expense for all operating leases was \$18,684 and \$17,152 for the years ended December 31, 2012 and 2011, respectively.

NOTE H – SUBSEQUENT EVENTS

In preparing these financial statements, the Camp has evaluated events and transactions for potential recognition or disclosure through April 11, 2013, the date the financial statements were available to be issued.