KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES

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DEMBO JONES

CERTIFIED PUBLIC ACCOUNTANTS & ADVISORS

Independent Auditors' Report

Board of Directors Kids Enjoy Exercise Now Foundation, Inc. and Affiliates Bethesda, Maryland

We have audited the accompanying consolidated financial statements of Kids Enjoy Exercise Now Foundation, Inc. (a nonprofit organization) and Affiliates, which comprise the consolidated statement of financial position as of December 31, 2014, and the related consolidated statements of activities and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Kids Enjoy Exercise Now Foundation, Inc. and Affiliates as of December 31, 2014, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Dambo, Joses, Hely, Bennington & Marshall, P.C.

Rockville, Maryland April 27, 2015

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KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF FINANCIAL POSITION December 31, 2014

Assets

Current Assets	
Cash and cash equivalents	\$ 969,271
Pledges receivable	18,910
Prepaid expenses	37,841
Total current assets	1,026,022
Fixed Assets	
Computer equipment (net of \$26,672 in	
accumulated depreciation)	19,099
	\$ 1,045,121
Liabilities and Net Assets	
Current Liabilities	
Accounts payable	\$ 9,923
Accrued expenses	44,370
Total current liabilities	54,293
Net Assets	990,828
	\$ 1,045,121

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

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF ACTIVITIES For The Year Ended December 31, 2014

	Unrestricted	Temporarily Restricted	<u>Total</u>
Support			
Special events			
Golf tournament	\$ 183,216	\$ -	\$ 183,216
Silent auction and dinner events	522,376	-	522,376
In-kind donations	20,140		20,140
Total special events	725,732	-	725,732
Contributions	583,827	86,463	670,290
Donated services, facilities & materials	97,377	-	97,377
Interest income	991		991
Total support	1,407,927	86,463	1,494,390
Net assets released from restrictions	86,213 (86,213)		-
Expenses			
Program services			
Sports programs - general	613,722	-	613,722
Bowling programs	14,466	-	14,466
Swim programs	123,252	-	123,252
Art & music programs	101,189	-	101,189
Special events	350,135		350,135
Total program services	1,202,764	-	1,202,764
Supporting services			
Management and general	166,994	-	166,994
Fundraising	128,036		128,036
Total supporting services	295,030		295,030
Total expenses	1,497,794		1,497,794
Increase (decrease) in net assets	(3,654)	250	(3,404)
Net assets, beginning of year	977,739	16,493	994,232
Net assets, end of year	\$ 974,085	\$ 16,743	\$ 990,828

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

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF CASH FLOWS December 31, 2014

Cash flows from operating activities:		
Decrease in net assets	\$	(3,404)
Adjustments to reconcile change in net assets to		
net cash provided by operating activities:		
Depreciation		7,074
(Increase) decrease in assets:		
Pledges receivable		7,070
Prepaid expenses		1,557
Increase (decrease) in liabilities:		
Accounts payable		(10,225)
Accrued expenses	_	7,623
Net cash provided by operating activities		9,695
Cash flows from investing activities:		
Purchase of equipment		(4,533)
Net increase in cash		5,162
Cash and cash equivalents, beginning of year	_	964,109
Cash and cash equivalents, end of year	\$	969,271

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

Note 1. Nature of Activities and Significant Accounting Policies

Nature of Activities

Kids Enjoy Exercise Now Foundation, Inc. (KEEN) was introduced to the United States in February 1992. Its purpose is to provide one-to-one recreation activities to children and young adults with developmental and physical disabilities. KEEN's activities are provided in a non-competitive environment, which encourages the fulfillment of individual goals.

KEEN operates several separate programs to serve young people with disabilities:

- KEEN Kids: Program providing one-to-one sports and recreation coaching for children with disabilities.
- KEEN Teens: Program that pairs teenagers with disabilities with high schoolage peer companions for recreation activities and outings.
- KEEN Young Adults: Recreation and sports program for young adults with disabilities.
- KEEN Swim: Swimming program for children, teenagers, and young adults with disabilities.
- KEEN Bowling: Bowling program for children, teenagers, and young adults with disabilities.
- KEEN Tennis: Tennis program for young adults with disabilities.
- KEEN Art and Music: Art, music, and dance programs for children with disabilities.
- Sport Festivals and Family Fun Days: Events that invite all participants from all the programs to share activities with parents and volunteers.

KEEN's programs are mostly volunteer-operated and offered at no cost to the athletes or their families. KEEN is supported primarily by donor and foundation contributions, and the net proceeds of funds raised through annual golf tournaments, silent auction galas, and dinner events such as KEENFest.

Principles of Consolidation

The consolidated financial statements include the accounts of KEEN and its affiliates, of which KEEN is the sole member (owner) in each affiliated Limited Liability Company (LLC), as follows:

Note 1. Nature of Activities and Significant Accounting Policies (continued)

Principles of Consolidation (continued)

- KEEN Greater DC: Organized in 2004 to assume program activities formerly provided by KEEN in the Washington, DC metropolitan area starting in 1992.
- **KEEN Chicago:** Organized in 2004 to provide program activities in the Chicago, Illinois area.
- KEEN St. Louis: Organized in 2005 to provide program activities in the St. Louis, Missouri area.
- Kids Enjoy Exercise Now (KEEN) Los Angeles: Organized in 2005 to provide program activities in the Los Angeles, California area.
- Kids Enjoy Exercise Now (KEEN) San Francisco: Organized in 2006 to provide program activities in the San Francisco, California area.
- KEEN New York: Organized in 2007 to provide program activities in the New York City area.
- KEEN Phoenix: Organized in 2008 to provide program activities in the Phoenix, Arizona area.

Contributed Services and Materials

KEEN received \$ 97,377 worth of donated services, facility usage, and materials related to programs and special events. These are reflected in the consolidated financial statements. KEEN's other contributed services received do not meet the requirements for financial statement recognition; however, the majority of KEEN's program activities are performed solely by volunteers. It is estimated that there was a total of 34,100 volunteer hours in 2014, with a total value of approximately \$ 770,000, when using the Independent Sector's most recent hourly rate.

Basis of Accounting

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

Fixed Assets

Management capitalizes computer equipment with values in excess of \$ 300 at cost. Computer equipment is depreciated using the straight-line method over useful lives of five years.

Note 1. Nature of Activities and Significant Accounting Policies (continued)

Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Net assets and revenues, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, KEEN's net assets and changes therein are classified and reported as follows:

<u>Unrestricted net assets</u> - Net assets that are not subject to donor-imposed stipulations.

<u>Temporarily restricted net assets</u> – Net assets subject to donor-imposed stipulations that may or will be met, either by actions of KEEN and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statement of activities as net assets released from restrictions. See Note 3 for a description of temporarily restricted net assets.

<u>Permanently restricted net assets</u> – Net assets subject to donor-imposed stipulations that they be maintained permanently by KEEN. Generally, the donors of these assets permit KEEN to use all or part of the income earned on any related investments for general or specific purposes. KEEN had no permanently restricted net assets at December 31, 2014.

Use of Estimates

The preparation of consolidated 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 and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Contributions

Contributions received with donor stipulations limiting the use of the donated assets are recorded as temporarily restricted net assets. These assets are then reclassified to unrestricted net assets whenever the restrictions are satisfied.

Promises to Give

Unconditional promises to give are recognized as revenue in the period received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Promises to give are recorded at net realizable value if they are expected to be collected in one year and at fair value if they are expected to be collected in more than one year. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Note 1. Nature of Activities and Significant Accounting Policies (continued)

Cash and Cash Equivalents

For purposes of the consolidated statement of cash flows, KEEN considers all checking accounts and money market accounts to be cash and cash equivalents.

Subsequent Events

In preparing its consolidated financial statements, management has evaluated subsequent events through April 27, 2015, which is the date the consolidated financial statements were available to be issued.

Note 2. Concentration of Credit Risk

KEEN occasionally maintains its cash in accounts at institutions with balances that may exceed the current \$ 250,000 amount insured by the Federal Deposit Insurance Corporation. KEEN has not experienced any losses in such accounts and monitors the creditworthiness of the financial institutions with which it conducts business. Management believes that KEEN is not exposed to any significant credit risk with respect to its cash balances.

Note 3. Temporarily Restricted Net Assets

Temporarily restricted net assets as of December 31, 2014 totaled \$ 16,743 and are restricted for 2015 operations and programs.

During 2014, \$ 86,213 was released from temporarily restricted assets as donor stipulations were met for purpose and time restrictions. Contributions that were received and had restrictions that were satisfied during the year are shown as restricted contributions in the accompanying consolidated statement of activities.

Note 4. Related Party Transactions

KEEN assesses affiliates an annual affiliate fee of \$ 5,000 after the first two full years of an affiliate's operations. All of the affiliates paid this fee in 2014.

Expenses incurred by KEEN that benefit the affiliates' programs are billed to the affiliate based on their program activities. This includes expenses such as insurance. KEEN pays most other expenses for each affiliate and allocates the expenses to each affiliate accordingly. Affiliate net expenses over revenue are temporarily absorbed by KEEN. Affiliates must now pay back any shortages in years three and beyond, once they are established. The payback period to KEEN is over an agreed upon period.

Note 5. Income Taxes

KEEN is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Income taxes are payable only on business activity income unrelated to KEEN's tax-exempt purpose. There was no unrelated business income tax expense for the year ended December 31, 2014.

Accounting principles generally accepted in the United States of America require the Foundation to evaluate tax positions taken and recognize a tax liability if it is more likely than not that uncertain tax positions taken would not be sustained upon examination by taxing authorities. The Foundation has analyzed tax positions taken and has concluded that, as of December 31, 2014, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the consolidated financial statements. The Foundation had no interest and penalties related to income taxes for the year and as of December 31, 2014. The Foundation is subject to routine audits by taxing jurisdictions: however, there are currently no audits for any tax periods in progress.



Independent Auditors' Report on Supplementary Information

Board of Directors Kids Enjoy Exercise Now Foundation, Inc. and Affiliates Bethesda, Maryland

We have audited the consolidated financial statements of the Kids Enjoy Exercise Now Foundation, Inc. and Affiliates as of and for the year ended December 31, 2014, and our report thereon dated April 27, 2015, which contained an unmodified opinion on those consolidated financial statements, appears on page 1. Our audit was performed for the purpose of forming an opinion on the consolidated financial statements as a whole.

The supplementary information on pages 11-13 is presented for purposes of additional analysis and is not a required part of the basic consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated 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 consolidated financial statements as a whole.

Damle, Jones, Hely, Bennington & Marshall, P.C.

Rockville, Maryland April 27, 2015

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KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES For The Year Ended December 31, 2014

	Consolidated		KEEN	KEEN	KEEN	KEEN	San	KEEN	KEEN
	Totals	KEEN USA	Greater DC	Chicago	St. Louis Los Angeles		Francisco	New York	Phoenix
									_
Accounting	\$ 21,552	\$ 11,732	\$ 9,775	\$ -	\$ -	\$ -	\$ 45	\$ -	\$ -
Advertising	14,877	3,663	10,879	-	-	-	255	80	-
Bad debt	1,740	-	1,740	-		-	-	-	-
Bank charges	2,784	4	1,154	754	744	22	42	40	24
Computer expenses	20,189	9,349	6,695	1,005	1,148	223	40	1,700	29
Contract labor	36,951	10,099	22,328	-	1,725	-	1,699	900	200
Credit card processing fees	16,000	318	7,802	1,018	2,299	552	2,096	1,887	28
Depreciation	7,074	3,151	2,609	367	69	-	87	711	80
Donated goods and services	60,817	-	54,094	6,723	-	-	-	-	-
Equipment and activities	17,815	150	13,803	416	26	231	35	3,154	-
Facility rental, incl. donated	237,501	500	173,750	8,980	8,126	24,724	5,671	15,750	-
Gifts and prizes	1,896	50	884	-	775	-	147	40	-
Grant pass-thru	24,500	24,500	-	-	-	-	-	-	-
Insurance	45,762	2,230	11,221	5,743	4,448	4,873	6,595	5,191	5,461
Membership dues	1,516	226	900	-	190	20	20	160	-
Miscellaneous	6,000	-	6,000	-	-	-	-	-	-
Payroll and benefits	725,495	167,041	295,505	15,352	95,745	27,286	47,269	56,804	20,493
Payroll taxes	70,725	14,578	31,213	1,375	7,027	2,805	4,315	7,120	2,292
Postage	4,609	606	3,028	68	238	40	219	376	34
Printing and publications	13,719	647	11,028	240	1,442	8	112	-	242
Promotion supplies	18,970	525	16,975	27	-	446	472	525	-
Refreshments and food	64,178	1,702	2,325	7,797	14,417	3,984	19,864	14,011	78
State registration fees and taxes	9,033	1,880	4,339	465	665	125	490	669	400
Supplies	34,032	856	15,150	2,801	5,622	429	6,681	2,384	109
Telephone	9,175	2,030	4,771	-	250	640	461	300	723
Training	2,302	1,022	1,180	30	70	-	-	-	-
Travel and meetings	25,113	12,368	10,136	622	47	170	25	1,740	5
Website	3,469	3,180	289						
	\$ 1,497,794	\$ 272,407	\$ 719,573	\$ 53,783	\$ 145,073	\$ 66,578	\$ 96,640	\$ 113,542	\$ 30,198

See independent auditors' report on supplementary information.

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATING STATEMENT OF FINANCIAL POSITION December 31, 2014

		Parent	Affiliate 42-1657976 KEEN Greater	
	EIN:	52-1767631 KEEN		
	Consolidated	Foundation		
	Totals	Inc.	DC LLC	
Assets				
Current Assets				
Cash and cash equivalents	\$ 969,271	\$ 415,907	\$ 553,364	
Pledges receivable	18,910	15,060	3,850	
Prepaid expenses	37,841	12,653	25,188	
Total current assets	1,026,022	443,620	582,402	
Fixed Assets				
Computer equipment (net of \$26,672 in			0.000	
accumulated depreciation)	19,099	10,010	9,089	
	\$ 1,045,121	\$ 453,630	\$ 591,491	
Liabilities and Net Assets				
Current Liabilities				
Accounts payable	\$ 9,923	\$ 5,659	\$ 4,264	
Accrued expenses	44,370	21,316	23,054	
Total current liabilities	54,293	26,975	27,318	
Net Assets	990,828	426,655	564,173	
	\$ 1,045,121	\$ 453,630	\$ 591,491	

See independent auditors' report on supplementary information.

KIDS ENJOY EXERCISE NOW FOUNDATION, INC. AND AFFILIATES CONSOLIDATING STATEMENT OF ACTIVITIES For The Year Ended December 31, 2014

		Parent				Affiliates			
	Consolidated Totals	KEEN USA	KEEN Greater DC	KEEN Chicago	KEEN St. Louis	KEEN Los Angeles	KEEN San Francisco	KEEN New York	KEEN Phoenix
Support Special events									
Golf tournament	\$ 183,216	s -	\$ 183,216	s -	s -	s -	s -	\$ -	s -
Silent auction and dinner events	522,376		193,235	38,489	125,077	13,826	60,614	90,035	1,100
In-kind donations	20,140	-	13,417	6,723	-	-	-	-	-
Total special events	725,732		389,868	45,212	125,077	13,826	60,614	90,035	1,100
Contributions	670,290	210,275	263,601	24,523	12,258	37,470	43,385	31,974	46,804
Donated services, facilities & material:	97,377		78,177	- 1,0-2	-	19,200			-
Interest income	991	319	672	-		-	-		-
Total support	1,494,390	210,594	732,318	69,735	137,335	70,496	103,999	122,009	47,904
Expenses									
Program services									
Sports programs - general	613,722	74,079	293,709	24,057	75,117	37,266	39,516	53,878	16,100
Bowling programs	14,466	-	14,466	-	-	-	-	-	-
Swim programs	123,252	-	45,562	5,444	20,170	13,209	9,220	21,016	8,631
Art & music programs	101,189	-	99,817	509	517	-	-	346	-
Special events	350,135		231,283	19,581	26,721	6,351	35,669	29,973	557
Total program services	1,202,764	74,079	684,837	49,591	122,525	56,826	84,405	105,213	25,288
Supporting services									
Management and general	166,994	98,160	28,051	3,625	12,613	5,993	9,716	5,773	3,063
Fund-raising	128,036	100,168	6,685	567	9,935	3,759	2,519	2,556	1,847
Total supporting services	295,030	198,328	34,736	4,192	22,548	9,752	12,235	8,329	4,910
Total expenses	1,497,794	272,407	719,573	53,783	145,073	66,578	96,640	113,542	30,198
Transfers eliminated in consolidation		45,664		(15,952)	7,738	(3,918)	(7,359)	(8,467)	(17,706)
Increase (decrease) in net assets	(3,404)	(16,149)	12,745	-	-	-	-	-	-
Net assets, beginning of year	994,232	431,810	551,429	10,340	290	363			
Net assets, end of year	\$ 990,828	\$ 415,661	\$ 564,174	\$ 10,340	\$ 290	\$ 363	<u>s</u>	\$	<u> </u>

 $See\ independent\ auditors'\ report\ on\ supplementary\ information.$