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THE AKSHAYA PATRA FOUNDATION (USA)

Financial Statements

Year Ended December 31, 2014

Financial Statements

December 31, 2014

Table of Contents

Independent Auditors' Report	1-2
Financial Statements:	1-2
Statement of Financial Position	3
Statement of Activities	4
Statement of Cash Flows	5
Statement of Functional Expenses	6
Notes to Financial Statements	7-14

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Independent Auditors' Report

To the Board of Directors of The Akshaya Patra Foundation (USA) Stoneham, Massachusetts

We have audited the accompanying financial statements of The Akshaya Patra Foundation (USA) (a nonprofit organization), which comprise the statement of financial position as of December 31, 2014, and the related statements of activities, functional expenses, 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 Akshaya Patra Foundation (USA) as of December 31, 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.

Summarized Comparative Information

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The prior year summarized comparative information has been derived from The Akshaya Patra Foundation (USA)'s December 31, 2013 financial statements, which were audited by another auditor whose report dated June 13, 2014, expressed an unqualified opinion on those statements.

NE Kelly & Associates, LLC Boston, Massachusetts

April 24, 2015

Statement of Financial Position

As of December 31, 2014

(with comparative totals as of December 31, 2013)

	_	2014	_	2013
Assets		_		
Current assets:				
Cash and cash equivalents	\$	809,227	\$	721,041
Restricted cash		59,605		1,227,167
Certificate of deposit		-		255,532
Accounts and pledges receivable		209,442		100
Investments		11,183		4,033
Prepaid expenses	_	9,091	_	11,223
Total current assets		1,098,548		2,219,096
Equipment, net		1,446		2,391
Other assets:				
Pledges receivable- non-current, net	_	683,249	_	
Total assets	\$_	1,783,243	\$ _	2,221,487
Liabilities and Net Assets				
Current liabilities:				
Accounts payable	\$	13,293	\$	3,346
Accrued expenses		11,249		6,433
Deferred revenue	_		_	2,500
Total current liabilities	_	24,542	_	12,279
Total liabilities	_	24,542	_	12,279
Net assets:				
Unrestricted		1,711,410		982,041
Temporarily restricted		47,291		1,227,167
	_			
Total net assets	_	1,758,701	_	2,209,208
Total liabilities and net assets	\$_	1,783,243	\$ _	2,221,487

Statement of Activities

For the Year Ended December 31, 2014

(with summarized comparative totals for the year ended December 31, 2013)

		Unrestricted		Temporarily Restricted	2014 Total	2013 Total
Revenue and support:			•			
Contributions and other support:						
Contributions	\$	2,273,696	\$	159,378	\$ 2,433,074 \$	1,651,574
Investment income, net		3,227		-	3,227	7,321
Contributed goods and services		9,168		-	9,168	28,800
Net assets released from restrictions	-	1,339,254		(1,339,254)	 	
Total contributions and other support	_	3,625,345	-	(1,179,876)	 2,445,469	1,687,695
Special event revenue						
Special event revenue		1,444,642		-	1,444,642	1,381,200
Less: direct special event expenses	-	(233,728)		-	 (233,728)	(234,755)
Special event revenue, net	_	1,210,914		-	 1,210,914	1,146,445
Total revenue and support:	=	4,836,259	(-	(1,179,876)	 3,656,383	2,834,140
Expenses:						
Program services		3,700,315		-	3,700,315	3,022,082
Fundraising		299,315		-	299,315	276,729
General and administration	-	107,260		-	 107,260	121,783
Total expenses	_	4,106,890		-	 4,106,890	3,420,594
Changes in net assets		729,369		(1,179,876)	(450,507)	(586,454)
Net assets, beginning of the year	-	982,041		1,227,167	 2,209,208	2,795,662
Net assets, ending of the year	\$_	1,711,410	\$	47,291	\$ 1,758,701 \$	2,209,208

Statement of Cash Flows

For the Year Ended December 31, 2014

(with comparative totals for the year ended December 31, 2013)

		2014		2013
Cash flows from operating activities:	_			
Changes in net assets	\$	(450,507)	\$	(586,454)
Adjustments to reconcile changes in net assets to net cash used in operating activities:				
Depreciation		945		443
Realized and unrealized loss on investments		74		-
Uncollectible contributions receivable		-		46,613
Change in:				
Accounts and pledges receivable		(209,342)		(40,713)
Prepaid expenses		2,132		(3,271)
Pledges receivable- non-current		(683,249)		-
Accounts payable		9,947		(7,634)
Accrued expenses		4,816		5,335
Deferred revenue	_	(2,500)	_	2,500
Net cash used in operating activities	_	(1,327,684)	_	(583,181)
Cash flows from investing activities:				
Release of restricted cash		1,167,562		893,875
Proceeds from certificate of deposit		255,532		(2,861)
Purchase of equipment		· -		(2,834)
Donated investments		(31,182)		-
Proceeds from sales of invesments	_	23,958		
Net cash provided by investing activities	_	1,415,870	_	888,180
Net change in cash and cash equivalents		88,186		304,999
Cash and cash equivalents, beginning	_	721,041	_	416,042
Cash and cash equivalents, ending	\$_	809,227	\$_	721,041

Statement of Functional Expenses

For the Year Ended December 31, 2014

(with comparative totals for the year ended December 31, 2013)

				General			
		Program		and	2014	201	3
	_	Services	Fundraising	Administration	Total	Tota	al
Grants to India	\$	3,599,966	\$ -	\$ -	\$ 3,599,966	\$ 2,97	74,664
Salaries		86,048	198,573	46,334	330,955	22	24,484
Health insurance		5,882	21,893	4,901	32,676	1	15,813
Payroll taxes		4,826	17,965	4,022	26,813	2	21,075
Transaction fees		-	21,425	744	22,169	2	29,958
Professional fees		-	8,700	11,893	20,593	1	19,940
Fringe benefits		1,882	7,004	1,568	10,454		4,633
Occupancy		-	4,339	4,339	8,678	2	28,800
Information technology		-	2,145	6,009	8,154	1	18,754
Telecommunications		-	2,873	3,832	6,705		5,027
Pension costs		1,058	3,938	882	5,878		2,650
Insurance		-	-	5,218	5,218		4,140
Filing fees		-	-	4,903	4,903		8,272
Website		-	-	4,350	4,350		5,439
Postage		-	-	3,777	3,777		1,208
Printing and copying		-	3,446	221	3,667		1,902
Office expenses		653	2,432	544	3,629		2,514
Travel		-	3,432	-	3,432		4,043
Other costs		-	-	2,728	2,728		-
Advertising		-	1,150	50	1,200		222
Depreciation		-	-	945	945		443
Uncollectible contributions receivable	_				-	4	16,613
Total expenses	\$_	3,700,315	\$ 299,315	\$ 107,260	\$ 4,106,890	\$ 3,42	20,594

Notes to Financial Statements

December 31, 2014

Note 1 - Organization

The Akshaya Patra Foundation (USA) ("Organization") was founded in New York in 2001 as a not-for-profit corporation established to raise and distribute funds to The Akshaya Patra Foundation. In 2014, the Organization raised funds in the US for The Akshaya Patra Foundation which fed over 1.4 million children in over 10,700 government schools in 10 states from 23 centralized and 2 de-centralized kitchen locations in India. The Organization is related to The Akshaya Patra Foundation in Bangalore, India (TAPF). During the year ended December 31, 2014, the Organization contributed \$3,599,966 to TAPF in the form of grants. Pursuant to a Board Resolution, which can be amended from time to time, a certain percentage of all funds raised by The Akshaya Patra Foundation (USA) are retained to defray the operating expenses. Additionally, the Organization may receive other funds which it can be used exclusively for its operations.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles.

Basis of Presentation

Financial statement presentation follows the requirements of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards, *Financial Statements of Not- for-Profit Organizations*. Under *Financial Statements of Not-for-Profit Organizations*, the Organization 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.

Unrestricted Net Assets - consist of assets, public support and program revenues, which are available and used for operations and programs. Contributions are considered available for unrestricted use unless specifically restricted by the donor.

Temporarily Restricted Net Assets - include funds with donor-imposed restrictions, which stipulate that the organization expend the assets as specified and are satisfied either by the passage of time or by actions of the organization. Resources of this nature originate from gifts, grants, bequests, contracts and investment income earned on restricted funds.

Permanently Restricted Net Assets - include resources, which have a permanent donor-imposed restriction, which stipulates that the assets are to be maintained permanently, but permit the organization to expend part or all of the income derived from the donated assets. The Organization did not have any permanently restricted net assets at December 31, 2014 and 2013.

Cash and Cash Equivalents

The Organization considers as cash equivalents all highly liquid investments, which can be converted into known amounts of cash and have a maturity period of ninety days or less at the time of purchase. Excluded from this definition of cash equivalents are such amounts that represent funds that have been restricted by donors and designated by the Board.

Notes to Financial Statements

December 31, 2014

Note 2 - Summary of Significant Accounting Policies (Continued)

Investments

Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position. Unrealized gains and losses are included in the change in net assets. Investment income and gains restricted by a donor are reported as increases in unrestricted net assets if the restrictions are met (either by passage of time or by use) in the reporting period in which the income and gains are recognized.

Revenue Recognition

The Organization reports gifts of land, building, and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support.

Contributed Goods and Services

The Organization records various types of in kind support including contributed professional services, advertising and materials. Contributed professional services are recognized if the services received (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donations. Contributions of tangible assets are recognized at fair market value when received. Additionally, the Organization receives a significant amount of skilled, contributed time, which does not meet the two recognition criteria as described above. Accordingly, the value of this contributed time has not been determined and is not reflected in the accompanying financial statements.

Functional Allocation of Expenses

The Organization allocates its expenses on a functional basis among its various programs and support services. Expenses that can be identified with a specific program and/ or support service are allocated directly according to its natural expenditure classification.

Equipment

Equipment is recorded at cost, if purchased, or if donated, at their estimated fair market value at the date of receipt. All acquisitions of equipment in excess of \$1,500 and all expenditures for repairs, maintenance, and betterments that materially prolong the useful lives of assets are capitalized. The cost of maintenance, repairs, and minor renewals are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, 3-5 years.

Notes to Financial Statements

December 31, 2014

Note 2 - Summary of Significant Accounting Policies (Continued)

Income Tax Status

The Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code except on net income derived from unrelated business activities. In addition, the Organization qualifies for the charitable contribution deduction under Section 170(b)(1) (a) and has been classified as an organization that is not a private foundation under Section 509(a)(1). The Organization is also exempt from Massachusetts state taxes.

Uncertain Tax Positions

The Organization adopted ASC Topic 740, *Income Taxes*, that prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and provides guidance on derecognition, classification, interest and penalties, disclosure, and transition. The Organization believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements.

Use of Estimates and Assumptions

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Organization's management to make estimates and assumptions. These affect the reported amounts of assets and liabilities, and disclosures 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 and assumptions.

Contributions

Contributions are recognized as revenue when they are received or unconditionally pledged. The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, temporarily restricted assets are reclassified to unrestricted net assets.

Restricted and Unrestricted Revenue and Support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is satisfied), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions. However, if a restriction is fulfilled in the same time period in which the contribution is received, the Organization reports that support as unrestricted.

Notes to Financial Statements

December 31, 2014

Note 2 - Summary of Significant Accounting Policies (Continued)

Pledges Receivable

Pledges receivable represent amounts which are due from donors which are classified as current if they are scheduled for payment within one year, and non-current when the expected payment date exceeds one year. Promises to give with expected payment dates that extend beyond one year are discounted to their present value as summarized on the Note 15. Management believes that all pledges receivable are collectible, and therefore, no allowance for doubtful pledges has been established. If pledges are determined to be uncollectible in subsequent periods, they will be charged to activities at that time. During the years 2014 and 2013, bad debts from uncollected pledges were \$-0- and \$46,613, respectively.

Restricted cash

Restricted cash consists of donor-restricted contributions to be used on a specific project and is required by the donor to be maintained in a separate bank account. As of December 31, 2014 and 2013, restricted cash amounted to \$59,605 and \$1,227,167, respectively.

Note 3- Equipment

At December 31, 2014 and 2013 equipment consisted of the following:

	 2014	2013
Computers	\$ 2,834 \$	2,834
Less accumulated depreciation	 1,388	443
Equipment, net	\$ 1,446_\$	2,391

Depreciation expense for the years ended December 31, 2014 and 2013 was \$945 and \$443, respectively.

Note 4 - Significant Concentrations of Risk

Financial instruments that potentially subject the Organization to concentration of credit risk consist primarily of cash, cash equivalents, investments, and contributions receivable. The Organization maintains its cash, cash equivalents, and investments with high-credit quality financial institutions.

Note 5 – Contributed Goods and Services

The Organization receives donated rent with an estimated fair value of \$8,678 and \$28,800 for the years 2014 and 2013, respectively. Also, the Organization received donated supplies valued at \$490 and \$-0-for a special event for the years 2014 and 2013, respectively. Contributed goods and services totaled \$9,168 and \$28,800 for the years 2014 and 2013, respectively.

Notes to Financial Statements

December 31, 2014

Note 6 - Special Events

The Organization had special events in the years 2014 and 2013. For the years ended December 31, 2014 and 2013, the special event revenue and expenses are as follows:

	_	2014	2013
Special event revenue	\$	1,444,642 \$	1,381,200
Less: direct special event expenses		(233,728)	(234,755)
Special events, net	\$_	1,210,914 \$	1,146,445

Note 7 – Retirement Plan

The Organization sponsors a Simple IRA defined contribution retirement plan (the "Plan") covering substantially all of its employees who meet certain eligibility requirements. The Organization will match employee contributions up to 3% of their gross salary. During the years ended December 31, 2014 and 2013, the Organization made contributions to the plan in the amount of \$5,878 and \$2,650, respectively.

Note 8 - Temporarily Restricted Net Assets

At December 31, 2014 and 2013, the Organization had temporarily restricted net assets of \$47,291 and \$1,227,167, respectively which are restricted for specific programs.

Note 9 – Net Assets Released From Restriction

Net assets were released from donor restrictions of \$1,339,254 and \$1,362,236 for the years 2014 and 2013, respectively by incurring expenses satisfying the purpose restriction.

Note 10 – Indemnifications

In the ordinary course of business, the Organization enters into various agreements containing standard indemnification provisions. The Organization's indemnification obligations under such provisions are typically in effect from the date of execution of the applicable statute of limitations. The aggregate maximum potential future liability of the Organization under such indemnification provisions is uncertain. As of December 31, 2014 and 2013, no amounts have been accrued related to such indemnification provisions.

Notes to Financial Statements

December 31, 2014

Note 11- Fair Value Measurements

Financial Accounting Standards Board Statement ASC 820, *Fair Value Measurements*, 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). The three levels of the fair value hierarchy under FASB Statement ASC 820 are described below:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization 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 asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the assets or liability has a specified (contractual) term, the 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.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any 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.

The fair value of investments appearing on the statement of financial position has the following valuation approaches as defined by FASB ASC 820 hierarchy:

- Assets utilizing Level 1 inputs include money market and stocks which amounted to \$11,183 and \$4,033 as of December 31, 2014 and 2013, respectively. There are no liabilities utilizing Level 1 inputs.
- There are no assets and liabilities utilizing Level 2 inputs.
- There are no assets and liabilities utilizing Level 3 inputs.

Notes to Financial Statements

December 31, 2014

Note 12 – Pledges Receivable

Pledges receivable as of December 31, 2014 and 2013 in the amount of \$209,442 and \$100, respectively consist of unconditional promises to give payable within less than one year from the date of the statement of financial position.

Note 13- Pledges- Non- Current

Pledges receivable are recorded after being discounted to the anticipated net present value of the future cash flows. The pledges have been discounted using a risk- free interest rate of 0.7%. Pledges are expected to be realized in the following periods:

		As of December 31, 2014					
		Pledge Balances		Discount	Present Value of Pledge Balances		
2016		\$ 230,750	\$	(1,603) \$	229,147		
2017		221,000		(3,062)	217,938		
2018		121,000		(2,506)	118,494		
2019		121,000	_	(3,330)	117,670		
	Total	\$ 693,750	\$_	(10,501) \$	683,249		

Note 14 - Investments

Investments consist of money market funds and corporate stocks, are stated at fair value based on quoted prices in active markets, and are summarized as follows, at December 31, 2014 and 2013:

			2014	
	_	Fair Value	 Cost	Unrealized Gain/(Loss)
Money market	\$	4,716	\$ 4,716 \$	_
Common stocks		6,467	 6,605	(138)
Total	\$	11,183	\$ 11,321 \$	(138)

Notes to Financial Statements

December 31, 2014

Note 14 – Investments (Continued)

	2013					
		Fair Value		Cost	-	Unrealized Gain/(Loss)
Money market Common stocks	\$	4,033	\$	4,033	\$	
Total	\$	4,033	\$	4,033	\$	

Investment income for the years ended December 31, 2014 and 2013 is as follows:

	 2014	
Dividends and interest	\$ 3,301 \$	7,321
Realized gain on investments	64	-
Unrealized loss on investments	 (138)	
Investment income, net	\$ 3,227 \$	7,321

Note 15 – Advertising

The Organization uses advertising for public relations and to promote its programs. Advertising costs are expensed as incurred. Total advertising costs for the years ended December 31, 2014 and 2013 were \$1,200 and \$222, respectively.

Note 16 – Summarized Comparative Financial Information

The financial statements include certain prior-year summarized comparative financial information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2013, from which the summarized information was derived.

Note 17- Subsequent Event

The Organization evaluated its December 31, 2014 financial statements for subsequent events through April 24, 2015, the date the financial statements were available to be issued. The Organization is not aware of any subsequent events that would require recognition or disclosure in the accompanying financial statements.