HIS BRANCHES, INC. FINANCIAL STATEMENTS FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

HIS BRANCHES, INC.

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Independent Auditors' Report

315-789-3310 Fax 315-789-5437

To: The Board of Directors
His Branches, Inc.
Rochester, New York

We have audited the accompanying statements of financial position of His Branches, Inc. (a non-profit organization) as of June 30, 2009 and 2008, and the related statement of activities, functional expenses, and cash flow for the years then ended. These financial statements are the responsibility of the Organization's management. 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principals used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of His Branches, Inc. as of June 30, 2009 and 2008 and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

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Fredericksen & Sirianni, LLP Certified Public Accountants

May 5, 2010

HIS BRANCHES, INC. STATEMENTS OF FINANCIAL POSITION AS OF JUNE 30, 2009 AND 2008

<u>ASSETS</u>	2009	<u>2008</u>
Current assets Cash and cash equivalents	\$ 27,516	\$ 16,573
Patient revenue receivable, net of allowance for doubtful accounts of \$96,530 for 2009 and \$58,000 for 2008	76,500	98,779 29,500
Grants and pledges receivable Accounts receivable - trade	- 10,186	2 9 ,300 148
Prepaid expenses	950	2,631
Total current assets	115,152	147,631
Property and equipment	404,110	404,110
Land, building and equipment Accumulated depreciation	(189,897)	(176,542)
Net property and equipment	214,213	227,568
Mortgage acquisition costs, net of accumulated amortization of \$3,703 for 2009 and \$3,075 for 2008	5,701	6,328
TOTAL ASSETS	\$ 335,066	\$ 381,527
LIABILITIES AND NET ASSE	ETS	
LIABILITIES		
Accounts payable	\$ 33,534	\$ 12,736
Credit card liabilities	2,106	12,615
Note payable to bank	80,878 12,451	66,722 2,511
Accrued salaries	12,451 675	890
Accrued interest	73,463	72,000
Notes payable to providers, including interest in arrears Mortgage payable - Bank	113,249	123,251
Total Liabilities	316,356	290,725
NET ASSETS		
Unrestricted	18,081	88,374
Temporarily restricted	629	2,428
Permanently restricted		
Total net assets	18,710	90,802
TOTAL LIABILITIES AND NET ASSETS	\$_335,066_	\$ 381,527

Exhibit B

HIS BRANCHES, INC. STATEMENT OF ACTIVITIES FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

	<u>Unrestricted</u>	Temporarily Restricted	Total <u>2009</u>
REVENUES, GAINS AND OTHER SUPPORT			
Donations and grants received Donated materials and services	\$ 54,049 25	\$ 7,611	\$ 61,660 25
Program fees - patient revenue and medical workshops	458,969	-	458,969
Rental income and space- sharing reimbursements	3,010	-	3,010
Net assets released from restrictions:			
Restrictions satisfied by payments	9,410	(9,410)	
Total Revenues, gains and other support	525,463	(1,799)	523,664
EXPENSES (Exhibit D) Program services	488,155	-	488,155
Supporting services	96,783	-	96,783
Fund raising expenses	10,818		10,818
Total Expenses	595,756		595,756
CHANGE IN NET ASSETS	(70,293)	(1,799)	(72,092)
Net Assets at Beginning of Year	88,374	2,428	90,802
NET ASSETS AT END OF YEAR	\$ 18,081	\$ 629	\$ 18,710

HIS BRANCHES, INC. STATEMENT OF ACTIVITIES FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

	Unrestricted	Temporarily Restricted	Total 2008
REVENUES, GAINS AND OTHER SUPPORT			
Donations and grants received Donated materials and services Program fees - patient revenue	\$ 97,756 45,000	\$ 7,115 -	\$ 104,871 45,000
and medical workshops Rental income and space-	538,323	-	538,323
sharing reimbursements	1,400	-	1,400
Net assets released from restrictions: Restrictions satisfied			
by payments	6,621	(6,621)	
Total Revenues, gains and other support	689,100	494	689,594
EXPENSES (Exhibit D) Program services	522,567	-	522,567
Supporting services	98,035	-	98,035
Fund raising expenses	11,140	<u> </u>	11,140
Total Expenses	631,742		631,742
CHANGE IN NET ASSETS	57,358	494	57,852
Net Assets at Beginning of Year	31,016	1,934	32,950
NET ASSETS AT END OF YEAR	\$ 88,374	\$ 2,428	\$ 90,802

HIS BRANCHES, INC. STATEMENT OF CASH FLOWS FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

		<u>2009</u>	<u>2008</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Change in net assets	\$	(72,092)	\$57,852
Adjustments to reconcile change in net assets	•	(,,	
to net cash provided by operating activities:			
Amortization		627	628
Depreciation		13,355	11,067
Non-cash donations		· O	(45,000)
Increase in allowance for doubtful accounts		38,530	49,000
Changes in operating assets and liabilities:			
Decrease (increase) in patient receivables		(16,251)	(84,238)
Decrease (increase) in grants and pledges receivable		29,500	(29,500)
Decrease (increase) in trade receivables		(10,038)	2,716
Decrease (increase) in prepaid expenses		1,681	(467)
Increase (decrease) in accounts payable		20,798	5,973
Increase (decrease) in credit card liabilities		(10,509)	(267)
Increase (decrease) in accrued salaries		9,940	(5,206)
Increase (decrease) in accrued interest		(215)	(2,292)
Net cash provided (used) by operating activities		5,326	(39,734)
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital acquisitions		0	(22,794)
Net cash used by investing activities		0	(22,794)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from Line of Credit		14,156	66,722
Mortgage principal payments		(10,002)	(9,174)
Principle payments to providers		(2,827)	0
Proceeds from providers		4,290	7,534
Net cash provided by financing activities		5,617	65,082
INCREASE IN CASH AND CASH EQUIVALENTS		10,943	2,554
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD		16,573	14,019
CASH AND CASH EQUIVALENTS - END OF PERIOD	,	\$ 27,516	\$ 16,573
Supplemental Disclosure of Cash Flow			
Non-cash donations expensed		\$ 25	\$0
Accrued interest expensed	-	\$ 4.445	\$ 2,469
Cash paid for interest expense	=	\$ 14,259	\$ 18,061
Cash paid for interest expense		ψ 17,200	Ψ 10,001

HIS BRANCHES, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

	Medical and Community Services	munity Services	General and	Fund	Total
	Local	Overseas	Administrative	Raising	2009
EXPENSES					
Grants and program expenses	\$ 30,399	\$ 7,250	€	€9	\$ 37.649
Salaries, provider fees and payroll taxes	301,754	3,468	34,684	6,937	6.7
General business insurance	13,917	174	2,957	348	17,396
Travel and meetings	3,260	37	375	75	3.747
Employee benefits	18,214	209	2,094	419	20,936
Uncollectibles and bad debts	38,530	•	•	•	38,530
Licenses and permits	522	ဖ	09	12	009
Postage	1,838	20	2,981	66	4,968
Printing and reproduction	163	4	264	O	440
Bank charges	212	છ	344		573
Office supplies and expense	14,011	379	22,721	757	37.868
Dues, fees and subscriptions	1,359	. 16	156	34	1,562
Telephone and communication	6,410	74	737	147	7.368
Website and publicity	1,707	39	1,358	776	3,880
Interest	10,647	187	7,496	374	18 704
Space and occupancy expense	21,716	271	4,615	543	27,145
Amortization	502	ဖ	107	13	628
Depreciation	10,684	134	2,270	267	13,355
Legal and accounting	•	•	13,489		13.489
Filing fees	1	•	75		75
				ua V	
<u>NET EXPENSES - EXHIBIT B</u>	\$ 475,845	\$ 12,310	\$ 96,783	\$ 10,818	\$ 595,756

The accompanying auditors' report and footnotes are an integral part of these financial statements.

Exhibit D (Continued)

HIS BRANCHES, INC.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEARS ENDED JUNE 30, 2009 AND 2008

	Medical and Community Services	munity Services	General and	Fund	Total
	Local	Overseas	Administrative	Raising	2008
XPENSES					
Grants and program expenses	\$ 36,182	\$ 6,621	,	' ↔	\$ 42,803
Salaries, provider fees and payroll taxes	326,324	3,751	37,509	7,502	375,086
Travel and meetings	5,069	4	413	83	5,606
Insurance and employee benefits	30,996	368	4,613	734	36,711
Uncollectibles and bad debts	40,000	•	000'6	1	49,000
Licenses and permits	1,485	17	171	8	1,707
Office supplies and expense	11,982	323	19,429	647	32,381
Dues, fees and subscriptions	1,549	18	178	36	1,781
Telephone and communication	7,454	88	857	171	8,568
Website and publicity	1,353	31	1,076	615	3,075
Interest	11,921	206	7,993	410	20,530
Space and occupancy expense	26,980	337	5,733	674	33,724
Amortization	205	ω	101	1 3	628
Depreciation	8,854	111	1,881	221	11,067
Legal and accounting	1	•	9,025	. •	9,025
Filing fees	'	•	20	4	20
NET EXPENSES - EXHIBIT B	\$ 510,651	\$ 11,916	\$ 98,035	\$ 11,140	\$ 631,742

Note A - Summary of Significant Accounting Policies

Method of Accounting and Change of Accounting Period

The Organization maintains its books and prepares its financial statements on the accrual basis of accounting with a fiscal year ending on June 30.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards FASB ASC 958 (SFAS Number 117, Financial Statements of Not-for-Profit Organizations). Under FASB ASC 958 (SFAS No. 117), 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. The Organization has only unrestricted and temporarily restricted net assets.

Restricted Revenue

Gifts of cash and other assets, which are received with donor stipulations that limit the use of these assets, are reported as increases in temporarily restricted net assets. When a donor restriction expires or a purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Cash and Cash Equivalents

Cash and cash equivalents include time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less. The Organization maintains cash and cash equivalents at financial institutions, which periodically could exceed federally insured amounts.

Property, Equipment and Depreciation

Property and equipment are carried at cost, or if donated, at the approximate fair value on the date of donation. The depreciation of building and equipment is computed using the straight-line method over the following useful lives:

Equipment 5 to 7 years Improvements 5 to 39 years Building 15 years

All acquisitions of property and equipment, and any expenditures for repairs and maintenance which materially prolong the useful lives of assets, are capitalized. The cost of equipment that is retired or otherwise disposed of, and the related accumulated depreciation, are removed from the accounts. Any gain or loss is reported as other income.

Note A - Summary of Significant Accounting Policies, Continued

Mortgage Acquisition Costs

Mortgage acquisition costs are amortized over the fifteen year term of the refinanced mortgage and the related line of credit.

Subsequent Events

Management has evaluated events and transactions for potential recognition or disclosure in the financial statements through May 5, 2010 (the date the financial statements were available to be issued).

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 financial statements and the reported amounts of revenues and expense during the reporting period. Actual results can differ from those estimates.

Income Taxes

The Organization is exempt from income taxes under Section 501(c) 3 of the Internal Revenue Code. The Organization is not classified as a private foundation for tax purposes.

Donated Services

Under generally accepted accounting practices, donated specialized services which would under other circumstances be purchased, and those services which increase the value of a non-financial asset, are to be recognized as non-cash donations on the Statement of Activities and charged as an expense or capitalized as appropriate. Unpaid volunteers and directors carry on a substantial part of the Organization's work. The value of these services is not reflected in the accompanying financial statements since they do not meet the criteria for quantified recognition under FASB ACS 958-605 (SFAS No. 116, Accounting for Contributions Received and Contributions Made).

Note B - Scope of Business

During the year 1999, the Organization filed a restated certificate of incorporation with the state of New York, containing a mission statement which is similar to its historical purpose statement, but more accurately reflects the Organization's direct involvement in its medical and counseling ministries. These ministries are carried out by employees as well as professionals and groups under contract with the Organization.

Note B - Scope of Business, Continued

Of these service providers, those with the ability to pay share in the cost of the space and administrative services provided by His Branches. See also Notes C and K.

The statement of purpose states that His Branches, Inc is formed and operated exclusively for religious and charitable purposes under Section 501(c)(3) of the Internal Revenue Code to foster intelligent intercessory prayer on behalf of the human community, both locally and beyond, to enable and assist Christian physicians and other individuals and groups who believe in the sanctity of all human life from conception to natural death, and who desire to develop and sponsor workshops, outreach programs, and family oriented ministries of guidance and inspiration, hope and encouragement, spiritual and religious instruction, and health and wellness care for persons who live in underserved neighborhoods in the Rochester, NY area and elsewhere.

Such services are made available to persons in need regardless of religious affiliation or denomination and without discrimination against any individual on the basis of age, gender, race, ethnicity, creed, lifestyle or socioeconomic status, ability to pay, or insurance coverage.

Note C - Local Activity

During the year ended June 30, 2009, the organization's facility was used primarily by the medical ministry described in Note B, and by Embracing Options, a pregnancy care center offering free informational and counseling services to women in crisis pregnancy situations, primarily in the Sector 4 area of Rochester. A second pregnancy care center has been opened on North Goodman Street in Rochester. The expenses for this activity are included with the other local ministries under Medical and Community Services on the Statement of Functional Expenses.

In addition, a youth program and several community outreach services use part of the facility on occasion, rent-free to conduct meetings and services that benefit the community.

See also Note K.

Note D - Receivables

Patient revenue receivable consist of amounts due by patients and third party carriers, less an allowance for the uncollectible portion based on past collection experience.

Accounts receivable consists of amounts due during the normal course of business. Outstanding receivable balance is expected to be collected in full and therefore no allowance for doubtful accounts was established.

Note E - Property and Equipment

Land, building and equipment consisted of the following at June 30:

	<u>2009</u>	<u>2008</u>
Building Improvements, Arnett Blvd location Improvements, North Goodman location Including \$45,000 donated services	\$ 40,000 248,885	\$ 40,000 248,885
and materials Equipment and long-term software	56,295 <u>37,294</u> 382,474	56,295 <u>37,294</u> 382,474
Less: accumulated depreciation and amortization	(<u>189,897)</u> 192,577	(<u>176,542</u>) 205,931
Add: Land	21,636	21,636
Net property and equipment	\$ <u>214,213</u>	\$ <u>227,568</u>

Depreciation expense for the years ended June 30, 2009 and 2008 amounted to \$13,355 and \$11,067, respectively.

Note F - Mortgage Acquisition Costs

Total costs incurred to acquire the mortgage in June 2002 were \$7,344. During June, 2007, a fee of \$2,059 was paid to secure a new line of credit with its bank, stipulating a maximum borrowing potential of \$100,000. Amortization expense for the years ended June 30, 2009 and 2008 amounted to \$627 and \$628, respectively.

Note G - Note Payable to bank

During the year ended June 30, 2008, the Organization drew down funds totaling \$66,722.

During the year ended June 30, 2009, the Organization drew down funds amounting to \$14,156.

As of June 30, 2009 the outstanding obligation was \$80,878. This obligation carries interest at the annual rate of 5.25% as of June 30, 2009. Total line of credit available to the Organization is \$100,000.

Note H - Accrued Salaries

Accrued salaries includes the current liability for employees' cumulative unused vacation time, according to the Organization's policy amounting to \$4,862 and \$2,511 at June 30, 2009 and 2008.

During the fiscal year ended June 30, 2009, the Organization changed its payroll policy from paying employees on a semi-monthly basis on the last day of pay period to paying employees on a bi-weekly basis, with payment the following week. As a result, the Organization now incurs accrued payroll.

Note I - Accrued Interest and Notes Payable to Providers

Prior to November 2006, the practitioners had agreed to carry out the Organization's stated purpose, collecting their own patient revenues and reimbursing the Organization for its overhead: the cost of the administrative services as well an additional amount for the space provided. Thereafter, the patient revenues are assigned to His Branches and the practitioners are paid an agreed amount as independent contractors. In November 2006, promissory notes were issued to the three current practitioners for their supplies and for the patient revenues receivable as of that date, less an allowance for the uncollectible portion.

Under the terms of the notes payable to providers, interest of 8.25% per annum began to accrue on these obligations on January 1, 2007, and the 48 monthly payments commenced after the balance sheet date. Therefore the interest in arrears has been added to the principal balances.

Accrued interest in arrears added to the principal balance totaled \$4,289 and \$1,060 for the years ended June 30, 2009 and 2008, respectively.

Cash paid for interest on the notes payable to providers totaled \$1,060 and \$0 for the years ended June 30, 2009 and 2008, respectively.

Notes payable consisted of the following at June 30, 2009: \$73,463

Less: amount due within one year 34,510

Amount due after one year \$ 38,953

Annual maturities of long-term debt at June 30, 2009 are as follows:

Year ended June 30	Amount
2010	\$ 34,510
2011	18,676
2012	20,277
Thereafter	0
Total	\$ 73,463

Note J - Mortgage Payable

The organization's mortgage on its building was refinanced and increased in June 2002. The additional proceeds of \$56,000 were used to purchase and improve an adjacent vacant lot for a parking lot and green space.

The new mortgage carries a fixed rate for a fifteen year term payable in monthly installments of \$1,541 including principal and interest. Interest is computed at the annual rate of 7.14%, with a penalty fee payable if the mortgage was prepaid within the first five years.

The bank has a collateral security interest in the mortgaged real property.

Mortgage payable consisted of the following at June 30, 2009 \$113,249

Less: amount due within one year 10,755

Amount due after one year \$102,494

Annual maturities of long-term debt at June 30, 2009 are as follows:

Year ended June 30	Amount
2010	\$ 10,755
2011	11,549
2012	12,384
2013	13,315
2014	14,297
Thereafter	50,949
Total	\$ <u>113,249</u>

At June 30, 2009, accrued interest consists of \$0 on the line of credit note payable and \$675 on the mortgage obligation.

At June 30, 2008, accrued interest consists of \$156 on the line of credit note payable and \$734 on the mortgage obligation.

Note K – Lease and Space-sharing Arrangements

In furtherance of the stated purpose of His Branches, Inc, the Organization provides space, administrative and synergistic services to the organizations described in Note C, which provide community services in accordance with the purpose stated in Note B.

Embracing Options, a ministry of His Branches, began during the year ended June 30, 2006. The activity uses less than one-fourth of the Arnett Boulevard facilities, but has opened a second center on North Goodman Street.

Note K - Lease and Space-sharing Arrangements, Continued

The medical ministry of His Branches is currently using the balance of the property. His Branches contracts directly with medical and counseling practitioners, providing them with administrative daily support.

Note L - Related Party

The medical and counseling services described in Note C are provided by practitioners who donate a significant portion of their time to the patients and to the Organization. The leading physician is also the founder of His Branches, Inc., and served as its president until June 30, 2006.

Note M - Affiliations and Memberships

The Organization is a member in good standing of the Evangelical Council for Financial Accountability, a voluntary national association of not-for-profit organizations which annually reviews the financial statements and provides accountability in fund raising methods and public disclosure issues. Membership requirements include adherence to a statement of faith, a code of ethics, organizational structure guidelines, and the engagement of an annual audit by a Certified Public Accountant.

Note N - Commitments and Contingencies

The organization has applied for, and expects to be granted, status as an Article 28 Diagnostic and Treatment Center by the State of New York. When the transition to clinic status is accomplished, the structure of the organization will change significantly: patient fees are now reported as revenue of His Branches, but when transition is complete, the providers will become employees of the organization, and the clinic will be eligible for increased insurance reimbursements. Management expects to convert to the new status in the coming year.

His Branches is committed to provide contact, support, oversight, and accountability for a missionary to Lebanese refugees in Israel. Restricted Net Assets on the Statement of Financial Condition represents \$629 and \$2,428 for the fiscal years ended June 30, 2009 and 2009, designated by donors for this ministry.