

CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

The Susan G. Komen Breast Cancer Foundation, Inc. dba Susan G. Komen for the Cure® and Affiliates Years Ended March 31, 2013 and 2012 With Report of Independent Auditors

Ernst & Young LLP



Consolidated Financial Statements and Supplementary Information

Years Ended March 31, 2013 and 2012

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Report of Independent Auditors

The Board of Directors
The Susan G. Komen Breast Cancer Foundation, Inc.

We have audited the accompanying consolidated financial statements of the Susan G. Komen Breast Cancer Foundation, Inc. dba Susan G. Komen for the Cure® and Affiliates (the Organization), which comprise the consolidated statements of financial position as of March 31, 2013 and 2012, and the related consolidated statements of activities, cash flows, and functional expenses, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 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.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating statement of financial position by affiliate, consolidating schedule of revenue by affiliate, and consolidating schedule of functional expenses by affiliate are presented for purposes of additional analysis and are not a required part of the 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. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Susan G. Komen Breast Cancer Foundation, Inc. dba Susan G. Komen for the Cure® and Affiliates at March 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

September 26, 2013

1309-1130337

Ernst & Young LLP

Consolidated Statements of Financial Position

	March 31						
		2013		2012			
Assets							
Cash and cash equivalents	\$	138,852,265	\$	190,698,908			
Investments (Note 2)		230,560,233		219,187,407			
Receivables, net (Note 3)		54,618,618		57,917,456			
Prepaid expenses and other assets		3,352,084		3,350,505			
Property and equipment, net (Note 1)		1,918,916		3,108,957			
Total assets	\$	429,302,116	\$	474,263,233			
	·						
Liabilities and net assets							
Accounts payable, accrued expenses, and other payables	\$	10,737,091	\$	20,156,121			
Deferred revenue and rent		3,819,982		4,093,822			
Grants payable, net (Note 4)		228,302,662		251,294,614			
Total liabilities		242,859,735		275,544,557			
Net assets (<i>Note 5</i>):							
Unrestricted – undesignated		118,585,487		124,980,040			
Unrestricted – board designated		1,000,000		1,000,000			
Total unrestricted	·	119,585,487		125,980,040			
Temporarily restricted		66,531,894		72,413,636			
Permanently restricted		325,000		325,000			
Total net assets		186,442,381		198,718,676			
Total liabilities and net assets	\$	429,302,116	\$	474,263,233			

See accompanying notes.

Consolidated Statements of Activities

	Year Ended March 31, 2013						Year 1						
			Temporarily	P	Permanently					Femporarily	Permanently		
	 Inrestricted		Restricted		Restricted	Total	1	Unrestricted		Restricted	Restricted		Total
Public support and revenue:													
Contributions, sponsorships, and race													
entry fees	\$ 226,640,112	\$	43,357,066	\$	- \$	269,997,178	\$	326,399,748	\$	21,464,497	\$ 100,000	\$	347,964,245
Contributed goods and services (Note 1)	66,951,841		729,496		_	67,681,337		75,740,465		_	-		75,740,465
Less direct benefits to donors and sponsors	(29,244,925)		_		_	(29,244,925)		(29,931,680)		_	-		(29,931,680)
	264,347,028		44,086,562		_	308,433,590		372,208,533		21,464,497	100,000)	393,773,030
Interest and dividends	4,689,242		· · · -		_	4,689,242		4,189,704		_	-		4,189,704
Net realized gains on investments	2,909,802		_		_	2,909,802		4,213,962		_	-		4,213,962
Net unrealized gains (losses) on													
investments	8,836,338		_		_	8,836,338		(3,598,781)		_	-		(3,598,781)
Other	333,271		_		_	333,271		124,886		261,767	-		386,653
Net assets released from restrictions	49,968,304		(49,968,304)		_	_		30,645,131		(30,645,131)	-		_
Total net public support and revenue	331,083,985		(5,881,742)		_	325,202,243		407,783,435		(8,918,867)	100,000)	398,964,568
Expenses:													
Program services:													
Research	49,526,380		_		_	49,526,380		69,145,875		_	=		69,145,875
Public health education	143,245,767		_		_	143,161,874		173,813,251		_	=		173,813,251
Health screening services	55,868,772		_		_	55,868,772		50,337,949		_	-		50,337,949
Treatment services	18,793,145		_		_	18,793,145		24,984,647		_	-		24,984,647
Total program services	267,434,064		_		_	267,350,171		318,281,722		_	-		318,281,722
Supporting services:													
Fund-raising costs	50,688,144		_		_	50,772,037		52,118,804		_	-		52,118,804
General and administrative	19,356,330		_		_	19,356,330		23,064,504		_	-		23,064,504
Total supporting services	70,044,474				-	70,128,367		75,183,308		-	-		75,183,308
Total expenses	 337,478,538					337,478,538		393,465,030				<u> </u>	393,465,030
Change in net assets	(6,394,553)		(5,881,742)		_	(12,276,295)		14,318,405		(8,918,867)	100,000)	5,499,538
Net assets at beginning of year	125,980,040		72,413,636		325,000	198,718,676		111,661,635		81,332,503	225,000		193,219,138
Net assets at end of year	\$ 119,585,487	\$		\$	325,000 \$	186,442,381	\$	125,980,040	\$		\$ 325,000		198,718,676

See accompanying notes.

Consolidated Statements of Cash Flows

	Year Ended March 31 2013 2012		
Operating activities			
Change in net assets	\$ (12,276,295)	\$ 5,499,538	
Adjustments to reconcile change in net assets to			
net cash (used in) provided by operating activities:			
Depreciation and amortization	1,567,787	1,837,168	
Net unrealized (gains) losses on investments	(8,836,338)	3,598,781	
Decrease in receivables, net	3,298,838	19,293,195	
(Increase) decrease in prepaid expenses and other assets	(1,579)	163,878	
Decrease in accounts payable, accrued expenses,	. , ,		
and other payables	(9,419,030)	(8,006,241)	
Decrease in deferred revenue and rent	(273,840)	(2,243,125)	
Decrease in grants payable, net	(22,991,952)	(13,543,861)	
Net cash (used in) provided by operating activities	(48,932,409)	6,599,333	
Investing activities			
Purchases of property and equipment	(377,746)	(554,185)	
Purchases of investments	(43,861,400)	(115,634,801)	
Sales and maturities of investments	41,324,912	109,279,214	
Net cash used in investing activities	(2,914,234)	(6,909,772)	
Net decrease in cash and cash equivalents	(51,846,643)	(310,439)	
Cash and cash equivalents at beginning of year	190,698,908	191,009,347	
Cash and cash equivalents at end of year	\$ 138,852,265	\$ 190,698,908	

See accompanying notes.

Consolidated Statement of Functional Expenses

Year Ended March 31, 2013

Supporting Services

								Supporting Services									
			Program	Se	rvices				Fund-Rai	sin	g Costs	G	eneral and A	\dn	ninistrative		
			•		Health			I	Race for the								
			Public Health	:	Screening	7	Treatment		Cure and	0	ther Fund-		Affiliate				
	Researc	h	Education		Services		Services		3-Day		Raising		Relations		Other		Total
Marketing and communications			•	-													
(primarily contributed goods																	
and services)	\$ 1,218,	345	\$ 49,485,434	\$	88,869	\$	30,588	\$	14,581,899	\$	7,880,052	\$	4,889	\$	848,523	\$	74,138,599
Salaries and benefits	6,150,	762	26,153,179		4,707,866		1,785,973		1,277,556		4,845,142		2,953,147		7,831,239		55,704,864
Supplies	17,	218	740,586		35,980		15,143		128,163		143,293		11,707		242,926		1,335,016
Postage and shipping	26,	374	3,027,179		38,493		17,170		29,043		1,439,657		10,741		109,614		4,698,271
Occupancy	519,	915	3,222,054		353,486		161,629		391,511		310,493		257,952		1,520,004		6,737,044
Equipment rental	651,	541	3,313,674		296,485		148,038		1,007,521		460,182		331,143		539,114		6,747,698
Conferences, conventions,																	
and meetings	247,	731	1,798,941		157,647		71,026		51,753		626,476		56,664		173,562		3,183,800
Printing and publications	20,	215	5,401,295		65,208		24,167		48,434		2,763,697		11,470		114,334		8,448,820
Awards and grants	37,786,	227	16,619,240		48,695,409		15,933,425		_		_		_		_]	119,034,301
Professional fees	1,742,	128	18,884,866		906,390		368,332		3,825,884		2,332,386		403,927		1,680,476		30,144,389
Travel	361,	533	2,363,720		232,968		86,661		199,208		232,120		215,761		318,435		4,010,406
Taxes	3,	973	119,551		1,366		679		10,119		14,595		1,974		22,691		174,948
Race series production	43,	685	8,827,219		36,338		18,973		2,324,851		744,327		177		53,937		12,049,507
Bank fees	115,	690	700,232		44,135		22,070		4,146,550		229,276		52,866		546,221		5,857,040
Telephone	71,	894	483,400		59,563		27,980		45,101		52,411		34,474		216,820		991,643
Depreciation and amortization	283,	324	651,710		85,660		49,286		58,107		96,240		140,775		202,685		1,567,787
Miscellaneous	265,	825	1,369,594		62,909		32,005		53,551		422,439		34,190		413,892		2,654,405
Total expenses before direct benefits to																	
donors and sponsors	49,526,	380	143,161,874		55,868,772		18,793,145		28,179,251		22,592,786		4,521,857		14,834,473	3	337,478,538
Direct benefits to donors and sponsors		_	_		_		_		27,452,147		1,792,018		_		760		29,244,925
Total expenses	\$ 49,526,	380	\$ 143,161,874	\$	55,868,772	\$	18,793,145	\$	55,631,398	\$	24,384,804	\$	4,521,857	\$	14,835,233	\$3	366,723,463

Consolidated Statement of Functional Expenses

Year Ended March 31, 2012

Supporting Services

							Supporting Services											
				Program	Se	rvices				Fund-Rai	sing	g Costs	Ge	eneral and A	dn	ninistrative		
						Health			I	Race for the				•				
			P	ublic Health		Screening	7	Freatment		Cure and	0	ther Fund-		Affiliate				
		Research		Education		Services		Services		3-Day		Raising]	Relations		Other		Total
Marketing and communications																		
(primarily contributed goods																		
and services)	\$	16,936	\$	59,556,592	\$	542,682	\$	10,553	\$	15,157,793	\$	1,413,321	\$	4,574	\$	472,804	\$	77,175,255
Salaries and benefits		5,353,681		27,442,185		2,586,427		2,031,364		1,418,922		4,872,351		2,248,412		9,219,187		55,172,529
Supplies		18,892		966,909		36,385		18,961		164,097		157,538		8,288		308,141		1,679,211
Postage and shipping		31,417		3,794,428		18,011		13,129		57,810		2,205,556		12,504		146,476		6,279,331
Occupancy		345,499		3,077,391		178,185		172,115		445,462		245,691		142,121		1,745,438		6,351,902
Equipment rental		471,078		3,273,681		119,971		145,279		940,341		451,532		207,035		737,820		6,346,737
Conferences, conventions,																		
and meetings		281,647		2,722,915		104,559		70,028		107,878		613,452		119,371		391,495		4,411,345
Printing and publications		31,669		6,210,592		59,401		27,929		52,125		4,026,419		11,127		200,809		10,620,071
Awards and grants		59,243,583		26,559,435		45,823,721		21,565,802		_		_		_		_	1	153,192,541
Professional fees		1,746,448		22,887,732		573,719		568,870		4,193,309		1,811,691		899,460		2,324,545		35,005,774
Travel		491,905		3,417,814		127,196		174,077		187,276		345,068		328,771		812,791		5,884,898
Taxes		28,752		117,068		4,145		7,221		17,491		17,861		11,826		42,045		246,409
Race series production		32,585		9,311,030		8,358		5,827		2,405,895		972,644		224		378,396		13,114,959
Bank fees		92,595		664,362		19,909		21,197		5,703,898		234,786		31,526		841,957		7,610,230
Telephone		66,071		565,886		38,416		30,099		67,302		50,812		26,424		259,119		1,104,129
Depreciation and amortization		264,983		831,916		43,813		73,809		76,915		84,664		108,997		352,071		1,837,168
Miscellaneous		628,134		2,413,315		53,051		48,387		2,018,593		1,600,311		34,336		636,414		7,432,541
Total expenses before direct benefits to																		
donors and sponsors		69,145,875		173,813,251		50,337,949		24,984,647		33,015,107		19,103,697		4,194,996		18,869,508	3	393,465,030
Direct benefits to donors and sponsors		_		_		_		_		27,748,654		2,183,026		_		_		29,931,680
Total expenses	\$	69,145,875	\$	173,813,251	\$	50,337,949	\$	24,984,647	\$	60,763,761	\$	21,286,723	\$	4,194,996	\$	18,869,508	\$4	123,396,710

See accompanying notes.

Notes to Consolidated Financial Statements

March 31, 2013

1. General Information and Summary of Significant Accounting Policies

General Information

The Susan G. Komen Breast Cancer Foundation, Inc. doing business as Susan G. Komen for the Cure® and Affiliates (the Organization), a Texas not-for-profit corporation, was incorporated in July 1982. The primary mission of the Organization is to eradicate breast cancer as a life-threatening disease by advancing research, education, screening, and treatment. Research advancement is achieved through relationships with medical and cancer centers throughout the United States, as well as internationally. Treatment and screening programs, primarily funded through the Organization's Affiliates, produce affordable treatment and screening for the medically underserved and other target populations. The Organization's reach has expanded tremendously since its inception, due in large part to the Komen Race for the Cure® Series (the RFTC Series) and other fund-raising programs and events, as well as the Organization's many donors, corporate partners, and educational initiatives and materials. As a result of this heightened awareness of breast cancer, millions have received the life-saving message of early detection.

The consolidated financial statements of the Organization include the activity of the Organization's International Headquarters, the Susan G. Komen for the Cure® Advocacy Alliance (the Alliance), and 119 and 120 Affiliates in 2013 and 2012, respectively. All significant intercompany accounts have been eliminated in the accompanying consolidated financial statements.

The RFTC Series, a series of 5K and one-mile walk/runs, was held in 136 and 133 cities across the United States during 2013 and 2012, respectively, and is the Organization's primary source of revenues. The Breast Cancer 3-Day Series (The 3-Day Series), a series of 60-mile walks over a three-day period, was held in 14 cities across the United States in both 2013 and 2012.

Up to 75% of the net proceeds generated by the Affiliates are used to fund breast cancer education, treatment, and screening projects within local communities. The remaining 25% is used to fund breast cancer research and project grants on a national level.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

The following Affiliates are included in the accompanying consolidated financial statements.

Greater Amarillo NC Foothills Shreveport-Bossier City Acadiana Arkansas NC Triad Siouxland Greater Atlanta Greater Cincinnati NC Triangle South Dakota Aspen Austin Greater Evansville Nebraska South Florida **Baton Rouge** Greater Kansas City New Orleans Southeast Iowa Bayou Region Greater Lansing North Central Alabama Southern Arizona Boise Greater Nashville North Dakota Southwest Florida Central & South Jersey Greater New York City North Florida Southwest Michigan Central Florida Greater Richmond North Jersey St. Louis Central Georgia Greater Roanoke North Mississippi Tarrant County Central MS Steel Magnolias North Texas Hawaii Texarkana Central New Mexico Northeast Louisiana Tidewater Houston Central New York Northeast Ohio Tri Cities Indianapolis Central Oklahoma Inland Empire Northeast Pennsylvania Tulsa Central Texas Northeastern New York Knoxville Tyler Central Valley Las Vegas Northern Indiana Upper Cumberland Central Wisconsin Lexington Northern Nevada Upstate South Carolina Vermont-New Hampshire Charlotte Los Angeles County Northwest Ohio Chattanooga Louisville **Orange County** Wabash Valley Chicagoland Area Lowcountry (Charleston) Oregon & SW Washington West Virginia Coastal Georgia Lubbock Area Ozark Western New York Colorado Springs Madison Peoria Memorial Wichita Falls Columbus Maine Philadelphia Wyoming Connecticut Maryland Phoenix Pittsburgh **Dallas County** Massachusetts Denver Metropolitan Memphis Mid-South Puget Sound Des Moines Miami-Ft. Lauderdale Quad Cities Eastern Washington Mid-Kansas Sacramento Valley El Paso Mid-Missouri Salt Lake City Elmira Milwaukee San Antonio Florida Suncoast Minnesota San Diego **Grand Rapids** Montana San Francisco Bay Area

During fiscal year 2008, the Organization formed the Alliance under Section 501(c)(4) of the Internal Revenue Code (the Code). The Alliance was established to enhance the Organization's public policy efforts.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

International Affiliates of the Organization operate in Italy, Germany, and Puerto Rico under three separate International Affiliate Agreements. The financial statements of the three international Affiliates are not included in the accompanying consolidated financial statements since the Organization does not currently exercise economic or board-controlling interests over any of these Affiliates.

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 for not-for-profit organizations. Under these provisions, net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Expenses are classified as unrestricted. Accordingly, net assets of the Organization and changes therein are classified and reported as follows:

- Unrestricted net assets Net assets that are not subject to donor-imposed stipulations.
 Unrestricted net assets may be designated for specific purposes by action of the Board of Directors.
- *Unrestricted net assets, board-designated* Unrestricted net assets designated by the Board of Directors as restricted for mission expenditures.
- Temporarily restricted net assets Net assets subject to donor-imposed stipulations that will be met either by actions of the Organization and/or the passage of time. When a restriction is satisfied or 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. Contributions received with donor-imposed restrictions that are met in the same year as contributions are received, are reported as revenues of the unrestricted net asset class.
- *Permanently restricted net assets* Net assets subject to donor-imposed stipulations that may be maintained permanently by the Organization. Generally, the donors of these assets permit the Organization to use all or part of the income earned on related investments for general or specific purposes.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

The Organization prepares a consolidated statement of financial position, consolidated statement of activities, and consolidated statement of cash flows as the required financial statements for not-for-profit organizations. The consolidated statements of functional expenses for 2013 and 2012 are also included as a supplement to the required financial statements.

The Organization reports gifts of property 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 temporarily restricted revenue. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Contributed Goods and Services

Total contributed goods and services for the years ended March 31, 2013 and 2012, were approximately \$67,681,000 and \$75,740,000, respectively, and primarily relate to local television, radio, and newspaper advertising for the RFTC Series events. Contributed materials and equipment are reported as contributions in the accompanying consolidated financial statements at their estimated fair values at date of receipt. Contributed services are reported in the accompanying consolidated financial statements at the fair value of the services received. The contribution of services is recognized if the services received (a) create or enhance nonfinancial assets or (b) require specialized skills that are provided by individuals possessing those skills that would typically need to be purchased if not provided by donation.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

In addition, the Organization receives services from a large number of volunteers who give significant amounts of their time to the Organization's programs, fund-raising campaigns, and management. No amounts have been reflected for these types of donated services, as they do not meet the criteria outlined above.

	_	Amounts Per Consolidated Financial Statements		Value of In-Kind Contributed Goods and Services]	Net Without In-Kind
Year Ended March 31, 2013	ф	254 445 470	ф	CE CO1 22E	ф	207 F 7 024
Public support and revenue	\$	354,447,168	\$	67,681,337	\$	286,765,831
Less: RFTC Series direct costs		(29,244,925)		(10,117,445)		(19,127,480)
Net public support and revenue		325,202,243		57,563,892		267,638,351
Their public support and revenue		323,202,243		31,303,072		207,030,331
Expenses:						
Program services		267,350,171		37,035,567		230,314,604
Supporting services		70,128,367		22,043,227		48,085,140
Total expenses		337,478,538		59,078,794		278,399,744
Change in net assets	\$	(12,276,295)	\$	(1,514,902)	\$	(10,761,393)
Program services as a % of total expense	_	79%		63%		83%
Year Ended March 31, 2012						
Public support and revenue	\$	428,896,248	\$	75,740,465	\$	353,155,783
Less:						
RFTC Series direct costs		(29,931,680)		(8,371,526)		(21,560,154)
Net public support and revenue		398,964,568		67,368,939		331,595,629
Expenses:						
Program services		318,281,722		52,288,065		265,993,657
Supporting services		75,183,308		18,912,271		56,271,037
Total expenses		393,465,030		71,200,336	•	322,264,694
Change in net assets	\$		\$	(3,831,397)	\$	9,330,935
	_			•		
Program services as a % of total expense		81%		73%		83%

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

Contributions

Contributions, including unconditional promises to give, are recorded when received or pledged. All contributions are available for unrestricted use unless specifically restricted by the donor. Conditional promises to give are recognized when the conditions on which they depend are substantially met.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and all highly liquid investments with a remaining maturity of three months or less when purchased.

Investments and Investment Revenue Recognition

Investments in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value.

Investment income includes dividends and interest and is recognized as revenue in the period in which it is earned. The amounts are reported as an increase in unrestricted net assets unless otherwise restricted by the donor. Realized and unrealized gains and losses on investments are classified and recorded as increases or decreases in unrestricted net assets, unless otherwise restricted by the donor.

Property, Equipment, and Identifiable Intangible Assets

Purchased property, equipment, and identifiable intangible assets are carried at cost. Donated property, equipment, and intangible assets are recorded at market value at date of donation. The Organization capitalizes all expenditures for property, equipment, and intangible assets in excess of \$10,000, which includes computers, software, office equipment, furniture, fixtures, leasehold improvements, and identifiable intangible assets.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

Property, equipment, and intangible assets are depreciated on a straight-line basis over the following periods:

Furniture and fixtures 5-7 years
Equipment 3-5 years
Software 3-5 years

Leasehold improvements Estimated life of the asset or the lease term

(whichever is shorter)

Identifiable intangible assets 3-5 years

Property, equipment, and intangible assets related accumulated depreciation and amortization are as follows:

	2013	2012
Equipment	\$ 4,814,046	\$ 4,925,530
Equipment Furniture and fixtures	2,648,804	2,664,391
Leasehold improvements	1,255,792	1,283,259
Software	3,211,720	2,980,354
Identifiable intangible assets	2,544,911	2,544,911
Total property, equipment, and intangible assets	14,475,273	14,398,445
Accumulated depreciation and amortization	(12,556,357)	(11,289,488)
Net property, equipment, and intangible assets	\$ 1,918,916	\$ 3,108,957

As of March 31, 2013, accumulated amortization of intangible assets totaled approximately \$2,200,000

As of March 31, 2013 and 2012, the estimated aggregate amortization expense for the next five fiscal years is \$278,000 and \$579,000, respectively.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

Inventories

Inventories are stated at the lower of cost or market determined by the first-in, first-out method. Inventories consist of educational materials and branded merchandise held for use in program services and sales to unrelated parties. Inventories are included in prepaid expenses and other assets in the accompanying consolidated statements of financial position and totaled approximately \$555,000 and \$649,000 in 2013 and 2012, respectively.

Market and Credit Risk Concentrations

The Organization's investments do not have a significant concentration of credit or market risk within any industry, specific institution, or group of investments. The Organization splits funds between multiple accounts to manage risk.

Deferred Revenue

Resources received in exchange transactions are recognized as deferred revenue to the extent that the earnings process has not been completed. During the fiscal year, these amounts were made up of entry fees for the 3-Day Series and the RFTC Series events. These resources are recorded as unrestricted revenues when the related obligations have been satisfied.

Functional Allocation of Expenses

The costs of providing the Organization's various programs and other activities have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Notes to Consolidated Financial Statements (continued)

1. General Information and Summary of Significant Accounting Policies (continued)

Advertising Expenses

The Organization recorded advertising expense of approximately \$74,100,000 and \$77,200,000 for the years ended March 31, 2013 and 2012, respectively. The majority of advertising was contributed and is included in marketing and communications in the accompanying consolidated statements of functional expenses. Other advertising costs are incurred as they relate to the 3-Day Series and the RFTC Series events and are included with all advertising costs in the accompanying consolidated statements of functional expense.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Subsequent Events

The Organization defines subsequent events as events or transactions that occur after the consolidated statement of financial position date, but before the consolidated financial statements are issued or available to be issued. Subsequent events are recognized in two categories: recognized subsequent events, which provide additional evidence about conditions that existed at the consolidated statement of financial position date, and nonrecognized subsequent events, which provide evidence about conditions that did not exist as of the consolidated statement of financial position date but arose after that date. Recognized subsequent events are required to be disclosed. Management has evaluated subsequent events through September 26, 2013, which is the date the accompanying consolidated financial statements were available to be issued, and no events have occurred from the consolidated statement of financial position date that would affect the consolidated financial statements.

Notes to Consolidated Financial Statements (continued)

2. Fair Value Measurements

At March 31, 2013 and 2012, the Organization's financial instruments included cash and cash equivalents, receivables, accounts payable, accrued expenses, and grants payable. The carrying amounts reported in the accompanying consolidated statements of financial position for these financial instruments approximate their fair values.

Investments are recorded on a three-level hierarchy for disclosure of fair value measurements. The valuation hierarchy is based on the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1 Inputs to the valuation methodology are quoted prices for identical assets and liabilities in active markets.
- Level 2 Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement. Late in the 2012 fiscal year, the Organization sought to diversify its investments by adding an alternative investment vehicle. This investment consists of a diversified fund of managers who run long/short equity strategies. This change in investment strategy was made in an effort to deliver long-term returns that are competitive with equity investments, but with less volatility. It represents a modest allocation in a diversified portfolio that consists primarily of equity and bond investments, with reduced liquidity.

Notes to Consolidated Financial Statements (continued)

2. Fair Value Measurements (continued)

The Organization uses a practical expedient for the estimation of the value of investments that do not have a readily determinable fair value. The practical expedient used by the Organization for its alternative investment is the net asset value (NAV) per share, or its equivalent. Valuations provided by the fund management consider variables such as the financial performance of underlying equity positions, recent sales prices of underlying investments, and other pertinent information. In addition, actual market exchanges at period-end provided additional observable market inputs of the exit price. As such, this investment fund has been classified as a Level 3 investment and as of March 31, 2013, was valued at \$10,539,546.

The Organization incurred investment expenses of approximately \$283,000 and \$284,000 in fiscal years 2013 and 2012, respectively, which are included in professional fees in the accompanying consolidated statements of functional expenses. Investments at March 31, 2013 and 2012, were comprised of the following:

	20)13	2012							
	Cost	Fair Value	Cost	Fair Value						
Domestic equities	\$ 49,407,254	\$ 59,958,429	\$ 51,986,039	\$ 58,169,002						
International equities	24,778,298	27,352,017	20,445,823	20,791,965						
Fixed-income funds	114,129,108	119,774,878	108,119,909	111,777,289						
Corporate bonds	2,437,791	2,451,246	3,448,619	3,452,852						
Government bonds	90,000	90,000	320,148	309,894						
Certificates of										
deposit	10,378,321	10,394,117	14,367,844	14,408,375						
Long/short equity										
fund	10,000,000	10,539,546	10,000,000	10,278,030						
Total	\$ 211,220,772	\$ 230,560,233	\$ 208,688,382	\$ 219,187,407						

Notes to Consolidated Financial Statements (continued)

2. Fair Value Measurements (continued)

	Fair Value Measurements at Reporting Date Using							
	Balance March 31 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)				
	2013	(Level 1)	(Level 2)	(Level 3)				
Domestic equities	\$ 59,958,429	\$ 59,958,429	\$ -	\$ -				
International equities	27,352,017	27,352,017	_	_				
Fixed-income funds	119,774,878	119,774,878	_	_				
Corporate bonds	2,451,246	2,451,246	_	_				
Government bonds	90,000	90,000	_	_				
Certificates of deposit	10,394,117	10,394,117	_	_				
Long/short equity fund ^(a)	10,539,546	_	_	10,539,546				
	\$230,560,233	\$220,020,687	\$ -	\$ 10,539,546				

⁽a) The Organization may request to redeem shares as of the last day of any calendar quarter upon at least 65 days' prior written notice after February 1, 2013.

The change in the fair value of the Organization's assets valued using significant unobservable inputs (Level 3) is shown below:

	<u>Investments</u>
Balance March 31, 2012 Total net gains	\$ 10,278,030 261,516
Balance March 31, 2013	\$ 10,539,546

Notes to Consolidated Financial Statements (continued)

3. Receivables

Net receivables were approximately \$54,619,000 and \$57,917,000 at March 31, 2013 and 2012, respectively. Receivables that are expected to be collected within one year are recorded at net realizable value. Receivables that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-free interest rates applicable to the years in which the receivables are expected to be satisfied (0.14% to 4.58% at March 31, 2013). The discount as of March 31, 2013 and 2012, was approximately \$184,000 and \$392,000, respectively. The allowance for doubtful accounts was approximately \$3,522,000 and \$4,984,000 as of March 31, 2013 and 2012, respectively.

The organization maintains an allowance for doubtful accounts for estimated credit losses resulting from collection risks, including the inability of donors to make required payments under contractual agreements. The allowance for doubtful accounts is reported as a reduction of accounts receivable in the consolidated statements of financial position. The adequacy of this allowance is determined by evaluating historical delinquency and write-off trends, specific known collection risks, historical payment trends, and current economic conditions and the impact of such conditions on the donors' liquidity and overall financial condition.

Future annual receivables, net, as of March 31, 2013, are as follows:

2014	\$ 48,321,113
2015	6,454,475
2016	27,500
Total accounts receivable, net of allowances	54,803,088
Less unamortized discount	(184,470)
Accounts receivable, net	\$ 54,618,618

The RFTC Series receivables were approximately \$31,956,000 and \$32,638,000 at March 31, 2013 and 2012, respectively. These receivables primarily represent promises to give from national and local race sponsors who committed support prior to March 31 each year.

Unconditional promises to give by donors of approximately \$22,663,000 and \$25,279,000 at March 31, 2013 and 2012, respectively, are expected to be received by the Organization over periods ranging from one to three years, with the majority of the balances due within one year.

Notes to Consolidated Financial Statements (continued)

4. Grants Payable

As of March 31, 2013 and 2012, the Organization made grants to various medical and cancer centers for research, education, screening, and treatment. These agreements are subject to periodic reporting and compliance requirements and can be rescinded by the Organization for breach. Grants payable in more than one year are discounted to their present values as of March 31, 2013, at rates ranging from 0.14% to 4.58%. The grants payable at March 31, 2013, are scheduled for payment in the following fiscal years:

Year ending March 31:	
2014	\$ 158,650,631
2015	41,532,799
2016	20,395,802
2017	7,982,239
2018	1,196,180
Total grants payable	229,757,651
Less unamortized discount	(1,454,989)
Grants payable, net	\$ 228,302,662

The Organization generally funds its obligations under these arrangements from cash flows from operations and available cash and cash equivalent and investment balances.

5. Net Assets

Temporarily restricted net assets as of March 31, 2013 and 2012, are categorized as follows:

	2013	2012
Educational programs	\$ 1,552,092	\$ 3,930,525
Research grants	75,000	505,000
Screening programs	5,636,418	8,796,676
Time restrictions	59,268,384	59,181,435
	\$ 66,531,894	\$ 72,413,636

Permanently restricted net assets represent endowed gifts to be held in perpetuity, with the investment income to be used for breast cancer research fellowships, breast cancer educational programs, and research awards.

Notes to Consolidated Financial Statements (continued)

6. Joint Costs

The accompanying consolidated statements of activities include joint activities (activities benefiting multiple programs and/or supporting services) that include fund-raising. The joint costs were primarily for the RFTC Series and the 3-Day Series, informational materials, a website that includes fund-raising, and direct mail campaigns. The cost of conducting those joint activities was allocated as follows in fiscal years 2013 and 2012.

	2013	2012
Research	\$ 1,136,5	02 \$ 1,262,953
Public health education	78,224,6	36 87,911,178
General and administrative	1,619,9	64 6,131,268
Fund-raising	36,475,4	73 41,488,553
	\$ 117,456,5	75 \$ 136,793,952

7. Leases

The Organization has operating lease agreements for office space and electrical costs. Total rent expense was approximately \$6,370,000 and \$6,170,000 for fiscal years 2013 and 2012, respectively.

Future annual minimum lease payments due under noncancelable operating leases as of March 31, 2013, are as follows:

2014	\$ 3,922,523
2015	2,948,010
2016	1,721,900
2017	1,404,219
2018	1,203,672
Thereafter	508,252
Total future annual minimum lease payments	\$ 11,708,576
	·

Future annual minimum lease payments have not been reduced by minimum sublease rentals of \$1,350,000 due in the future under noncancelable subleases.

Notes to Consolidated Financial Statements (continued)

8. Federal Income Taxes

The Organization is a tax-exempt entity under Section 501(a) of the Code as an organization described in Section 501(c)(3) under a determination letter issued by the Internal Revenue Service (IRS). The Affiliates of the Organization have a separate group determination letter, under the umbrella of the Organization's exemption, recognizing their exempt status under Section 501(a) of the Code.

Further, the Organization has been classified as an organization that is not a private organization under Section 509(a) of the Code, and as such, contributions to the Organization qualify for deduction as charitable contributions. However, income generated from activities unrelated to the Organization's exempt purpose is subject to tax under Section 511 of the Code. The Organization did not have any unrelated business income for the years ended March 31, 2013 and 2012. Therefore, no tax liability has been provided in the accompanying consolidated financial statements.

On October 16, 2007, the Organization formed the Alliance, a social welfare organization, under Section 501(a) of the Code. Under Section 501(a), a social welfare organization is not subject to monetary limitations on lobbying expenditures that further its exempt purpose. The Alliance is a tax-exempt entity described in Section 501(c)(4) of the Code under a determination letter issued by the IRS.

The Organization is subject to a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. There were no uncertain tax positions recorded in the consolidated financial statements at March 31, 2013 or 2012.

Notes to Consolidated Financial Statements (continued)

9. Retirement Plan

The Organization has a defined contribution retirement plan under the provisions of Section 403(b) of the Code (the 403(b) Plan). The Organization can match employee contributions up to 6% of employees' annual salary. All employees are eligible to make deferrals immediately. However, participants are not eligible to receive the employer matching contribution until after one year of continuous employment. The 403(b) Plan expense was approximately \$1,084,000 and \$1,050,000 for the years ended March 31, 2013 and 2012, respectively.

The Organization has a nonqualified deferred compensation plan subject to the provisions of Section 457 of the Code (the 457 Plan). The 457 Plan is maintained primarily for certain members of management. Funding is at the discretion of the Board of Directors. In fiscal year 2013, \$29,265 was forfeited and no amounts were funded.

Supplementary Information

Consolidating Statement of Financial Position by Affiliate

March 31, 2013

	Cash and Cash		Receivables,	Prepaid Expenses and	Property and Equipment,	Total
	Equivalents	Investments	Net	Other Assets	Net	Assets
Affiliates:						
Acadiana	\$ 341,696	\$ -	\$ 288,167	\$ -	\$ -	\$ 629,863
Arkansas	491,857	584,366	130,473	1,217	10,885	1,218,798
Aspen	392,538	_	49,346	_	_	441,884
Austin	1,697,925	_	101,174	51,500	_	1,850,599
Baton Rouge	676,394	_	68,684	_	_	745,078
Bayou Region	176,331	_	30,581	_	_	206,912
Boise	434,139	253,277	297,753	_	_	985,169
Central & South Jersey	1,621,192	_	206,520	1,689	_	1,829,401
Central Florida	573,959	_	97,645	_	5,750	677,354
Central Georgia	230,353	_	50,320	1,492	_	282,165
Central MS Steel Magnolias	241,824	_	218,115	_	_	459,939
Central New Mexico	391,614	_	43,306	25,000	_	459,920
Central New York	710,364	_	122,880	_	_	833,244
Central Oklahoma	832,718	_	134,928	2,386	8,234	978,266
Central Texas	210,106	_	117,262	650	_	328,018
Central Valley	357,890	_	15,198	2,190	_	375,278
Central Wisconsin	376,020	_	3,941	648	_	380,609
Charlotte	389,780	1,164,133	348,949	13,102	_	1,915,964
Chattanooga	319,230	_	170,701	2,598	_	492,529

Consolidating Statement of Financial Position by Affiliate (continued)

	Cash and Cash Equivalents Investments		Receivables, Expenses a Net Other Ass		Property and Equipment, Net	Total Assets
Affiliates (continued):			1100	O CHICA TABBOOK	1100	1155005
Chicagoland Area	\$ 1,747,505	\$ 1,260,800	\$ 665,756	\$ 32,615	\$ -	\$ 3,706,676
Coastal Georgia	548,317	_	227,187	2,346	_	777,850
Colorado Springs	531,599	_	87,625	945	_	620,169
Columbus	2,276,373	_	868,262	11,918	70,893	3,227,446
Connecticut	1,184,800	_	1,439,325	14,889	_	2,639,014
Dallas County	2,123,181	749,610	239,754	1,000	5,721	3,119,266
Denver Metropolitan	2,898,760	899,575	1,516,406	32,772	1,040	5,348,553
Des Moines	982,239	_	42,265	_	_	1,024,504
Eastern Washington	404,369	250,612	172,353	1,460	_	828,794
El Paso	442,982	_	196,578	_	_	639,560
Elmira	235,016	_	86,441	308	_	321,765
Florida Suncoast	757,536	519,211	87,999	_	_	1,364,746
Grand Rapids	333,182	_	129,745	2,990	_	465,917
Greater Amarillo	366,439	_	668	_	_	367,107
Greater Atlanta	2,488,932	_	1,204,440	_	_	3,693,372
Greater Cincinnati	1,451,652	_	88,293	_	_	1,539,945
Greater Evansville	705,422	_	107,152	_	_	812,574
Greater Kansas City	928,738	400,512	226,948	_	_	1,556,198
Greater Lansing	816,488	_	124,481	_	_	940,969

Consolidating Statement of Financial Position by Affiliate (continued)

	Cash and Cash		Receivables,	Receivables, Expenses and Other Assets			Total Assets
Affiliates (continued):	Equivalents	Investments	Net	Other Assets	Net		Assets
Greater Nashville	\$ 1,102,022	\$ -	\$ 157,842	\$ 1,695	\$ 8,497	\$	1,270,056
		\$ -		*	. ,	Ф	
Greater New York City	5,142,525	_	236,567	464,727	111,465		5,955,284
Greater Richmond	574,909	_	397,047	_	_		971,956
Greater Roanoke	657,562	_	181,239	52,033	_		890,834
Hawaii	587,842	_	12,225	900	_		600,967
Houston	2,839,266	1,227,671	90,005	7,968	27,277		4,192,187
Indianapolis	1,998,334	2,291	472,270	_	_		2,472,895
Inland Empire	826,702	_	74,061	5,602	_		906,365
Knoxville	408,626	424,984	126,577	_	_		960,187
Las Vegas	1,050,736	_	523,066	_	_		1,573,802
Lexington	252,176	249,938	122,031	4,239	_		628,384
Los Angeles County	940,009	15,403	204,186	_	_		1,159,598
Louisville	827,711	_	78,478	4,182	_		910,371
Lowcountry (Charleston)	823,560	_	252,424	4,224	_		1,080,208
Lubbock Area	385,681	_	64,666	4,218	11,116		465,681
Madison	620,332	254,766	389,673	_	_		1,264,771
Maine	427,749	_	155,566	1,755	_		585,070
Maryland	1,938,329	_	463,952	_	_		2,402,281
Massachusetts	915,607	_	122,273	26,389	446		1,064,715

Consolidating Statement of Financial Position by Affiliate (continued)

	Cash and Cash		Receivables,	Prepaid Property and eceivables, Expenses and Equipment,			
	Equivalents	Investments	Net	Other Assets	Net	Total Assets	
Affiliates (continued):							
Memphis Mid-South	\$ 948,550	\$ -	\$ 71,051	\$ -	\$ 11,121	\$ 1,030,722	
Miami-Ft. Lauderdale	1,920,011	_	93,459	4,425	_	2,017,895	
Mid-Kansas	802,856	_	278,838	719	_	1,082,413	
Mid-Missouri	54,504	104,636	53,888	4,914	_	217,942	
Milwaukee	1,942,404	_	114,068	12,972	10,065	2,079,509	
Minnesota	2,013,908	_	893,153	_	_	2,907,061	
Montana	207,411	_	147,068	1,772	_	356,251	
NC Foothills	181,667	_	49,644	_	_	231,311	
NC Triad	1,037,574	240,460	471,635	385	14,225	1,764,279	
NC Triangle	680,767	704,077	800,383	15,087	1,868	2,202,182	
Nebraska	1,098,922	_	128,948	_	_	1,227,870	
New Orleans	645,267	_	69,320	4,321	_	718,908	
North Central Alabama	880,012	_	100,785	_	_	980,797	
North Dakota	_	_	_	_	_	_	
North Florida	352,010	_	68,159	5,997	_	426,166	
North Jersey	1,420,791	_	577,934	33,435	39,836	2,071,996	
North Mississippi	255,625	_	18,322	_	_	273,947	
North Texas	1,078,161	97,827	507,475	3,927	_	1,687,390	
Northeast Louisiana	274,308	_	38,622	4,755	_	317,685	

Consolidating Statement of Financial Position by Affiliate (continued)

			Receivables, Expenses and		Property and Equipment,	Total
	Equivalents	Investments	Net	Other Assets	Net	Assets
Affiliates (continued):						
Northeast Ohio	\$ 1,704,513	\$ -	\$ 77,183	\$ -	\$ -	\$ 1,781,696
Northeast Pennsylvania	212,585	_	46,005	950	_	259,540
Northeastern New York	287,952	_	54,068	482	_	342,502
Northern Indiana	69,490	_	133,420	607	_	203,517
Northern Nevada	376,067	_	52,574	4,827	_	433,468
Northwest Ohio	538,538	513,337	111,926	9,500	_	1,173,301
Orange County	2,714,513	252,730	515,713	56,210	_	3,539,166
Oregon & SW Washington	2,678,236	_	905,103	23,938	_	3,607,277
Ozark	444,780	843,919	397,616	_	_	1,686,315
Peoria Memorial	738,519	528,097	392,814	12,852	28,457	1,700,739
Philadelphia	4,656,444	_	2,580,439	34,018	7,000	7,277,901
Phoenix	1,652,744	700,780	264,901	2,800	_	2,621,225
Pittsburgh	828,768	1,227,931	542,294	45,866	_	2,644,859
Puget Sound	3,049,384	_	1,162,926	9,000	12,000	4,233,310
Quad Cities	406,863	_	375,859	400	_	783,122
Sacramento Valley	1,423,768	_	638,124	_	10,000	2,071,892
Salt Lake City	704,830	_	248,265	8,351	_	961,446
San Antonio	1,531,782	_	417,529	_	_	1,949,311
San Diego	1,840,805	_	70,799	8,083	_	1,919,687

Consolidating Statement of Financial Position by Affiliate (continued)

	Cash and Cash		Receivables	· •	• • ′	Total
A CC11	Equivalents	Investments	Net	Other Assets	Net	Assets
Affiliates (continued):		_				
San Francisco Bay Area	\$ 981,516	\$ -	\$ 335,11	,	\$ - 3	1,320,269
Shreveport-Bossier City	363,833	_	64,92	4 1,350	_	430,107
Siouxland	235,080	_	87,56	3 1,840	_	324,483
South Dakota	298,475	_	152,96	8 –	_	451,443
South Florida	1,383,192	_	400,64	0 4,578	_	1,788,410
Southeast Iowa	156,647	53,645	84,78	4 –	_	295,076
Southern Arizona	686,526	_	64,35	3 6,465	_	757,344
Southwest Florida	1,097,347	_	122,62	5 7,025	_	1,226,997
Southwest Michigan	267,097	_	139,39	6 600	_	407,093
St. Louis	2,803,552	_	395,48	9 700	_	3,199,741
Tarrant County	1,380,370	_	377,23	-	_	1,757,603
Texarkana	219,551	185,739	58,11	8 –	_	463,408
Tidewater	564,497	271,641	85,13	8 4,398	_	925,674
Tri Cities	437,251	_	63,05		_	503,131
Tulsa	710,337	_	77,67	,	_	789,642
Tyler	349,545	_	72,25		_	421,802
Upper Cumberland	132,423	_	62,57		_	196,001
Upstate South Carolina	400,927	105,342	79,62	,	_	585,893
Vermont-New Hampshire	503,933	-	219,53		_	723,466

Consolidating Statement of Financial Position by Affiliate (continued)

	(Cash and						Prepaid	Pı	roperty and		
		Cash]	Receivables,	Expenses and			Equipment,		Total
	_ E	quivalents	In	vestments		Net	(Other Assets		Net		Assets
Affiliates (continued):												
Wabash Valley	\$	135,917	\$	_	\$	39,495	\$	1,146	\$	7,000	\$	183,558
West Virginia		483,865		_		139,126		4,080		_		627,071
Western New York		505,042		_		368,906		4,513		_		878,461
Wichita Falls		153,882		_		17,973		_		_		171,855
Wyoming		415,741		_		175,761		1,667		_		593,169
Total Affiliates	11	10,331,013	1	4,087,310		31,286,402		1,139,701		402,896	1	157,247,322
Headquarters total	2	28,521,252	21	6,472,923		45,966,211		2,212,383		1,516,020	2	294,688,789
Eliminations		_		_		22,633,995		_		_		22,633,995
Consolidated total	\$13	38,852,265	\$23	30,560,233	\$	54,618,618	\$	3,352,084	\$	1,918,916	\$4	129,302,116
						<u> </u>						

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Consolidating Statement of Financial Position by Affiliate (continued)

	Accounts Payable and Accrued	Deferred Revenue and	Grants	Intoncompone	Total	Total Net	Total Liabilities and	
	Expenses	Rent	Payable	Intercompany Payables	Liabilities	Assets	Net Assets	
Affiliates:				<u> </u>		110000	11001255005	
Acadiana	\$ 8,654	\$ -	\$ 394,921	\$ 76,887	\$ 480,462	\$ 149,401	\$ 629,863	
Arkansas	2,553	2,080	560,070	55,580	620,283	598,515	1,218,798	
Aspen	2,256	716	255,199	444	258,615	183,269	441,884	
Austin	33,227	5,750	713,408	347,717	1,100,102	750,497	1,850,599	
Baton Rouge	9,963	_	329,675	138,694	478,332	266,746	745,078	
Bayou Region	_	_	180,798	11,008	191,806	15,106	206,912	
Boise	25,075	93,135	286,386	28,468	433,064	552,105	985,169	
Central & South Jersey	19,520	_	1,106,424	142,598	1,268,542	560,859	1,829,401	
Central Florida	4,711	_	344,000	39,172	387,883	289,471	677,354	
Central Georgia	2,991	_	151,750	10,516	165,257	116,908	282,165	
Central MS Steel Magnolias	4,423	11,284	170,122	42,787	228,616	231,323	459,939	
Central New Mexico	4,025	_	169,410	101,127	274,562	185,358	459,920	
Central New York	7,928	21,507	351,779	89,059	470,273	362,971	833,244	
Central Oklahoma	16,650	10,695	305,906	195,718	528,969	449,297	978,266	
Central Texas	1,341	_	118,340	44,625	164,306	163,712	328,018	
Central Valley	4,268	125	174,994	21,186	200,573	174,705	375,278	
Central Wisconsin	_	_	291,325	15,608	306,933	73,676	380,609	
Charlotte	37,139	_	1,189,044	120,661	1,346,844	569,120	1,915,964	
Chattanooga	5,210	_	259,267	49,444	313,921	178,608	492,529	
Chicagoland Area	63,727	41,915	1,475,000	154,899	1,735,541	1,971,135	3,706,676	
Coastal Georgia	779	79,630	344,942	76,043	501,394	276,456	777,850	

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Consolidating Statement of Financial Position by Affiliate (continued)

		ccounts		D 6 1									TD 4.1	
	Payable and Accrued		Deferred Revenue and		Grants		Intercompany		Total		Total Net	Li	Total abilities and	
	Expenses		Rent		Payable		Payables Payables		Liabilities		Assets		Net Assets	
Affiliates (continued):		1			· · · · · · · · · · · · · · · · · · ·		<u> </u>							
Colorado Springs	\$	2,411	\$	_	\$ 317,476	\$	25,760	\$	345,647	\$	274,522	\$	620,169	
Columbus		24,166		89,274	1,466,773		122,317		1,702,530		1,524,916		3,227,446	
Connecticut		13,863		28,768	759,999		109,300		911,930		1,727,084		2,639,014	
Dallas County		24,162		4,870	1,879,950		121,810		2,030,792		1,088,474		3,119,266	
Denver Metropolitan		70,884		_	2,166,731		187,523		2,425,138		2,923,415		5,348,553	
Des Moines		4,763		_	613,203		31,018		648,984		375,520		1,024,504	
Eastern Washington		4,019		62,115	423,886		50,278		540,298		288,496		828,794	
El Paso		6,897		_	259,937		92,844		359,678		279,882		639,560	
Elmira		6,204		10,078	151,500		12,615		180,397		141,368		321,765	
Florida Suncoast		2,315		_	937,310		40,260		979,885		384,861		1,364,746	
Grand Rapids		15,166		_	236,608		8,333		260,107		205,810		465,917	
Greater Amarillo		5,644		_	223,567		13,616		242,827		124,280		367,107	
Greater Atlanta		14,742		52,365	1,920,940		458,683		2,446,730		1,246,642		3,693,372	
Greater Cincinnati		31,300		_	809,053		343,097		1,183,450		356,495		1,539,945	
Greater Evansville		8,415		_	522,611		35,328		566,354		246,220		812,574	
Greater Kansas City		12,259		3,570	959,901		85,320		1,061,050		495,148		1,556,198	
Greater Lansing		29,703		27,591	290,425		36,893		384,612		556,357		940,969	
Greater Nashville		5,823		4,808	436,983		235,884		683,498		586,558		1,270,056	
Greater New York City		123,210		14,800	2,171,060		78,699		2,387,769		3,567,515		5,955,284	
Greater Richmond		8,326		37,020	267,751		73,203		386,300		585,656		971,956	
Greater Roanoke		6,910		40,193	361,000		64,344		472,447		418,387		890,834	

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Consolidating Statement of Financial Position by Affiliate (continued)

	Accounts Payable and	Deferred					Total
	Accrued	Revenue and	Grants	Intercompany		Total Net	Liabilities and
	Expenses	Rent	Payable	Payables	Liabilities	Assets	Net Assets
Affiliates (continued):							
Hawaii	\$ 1,393	\$ -	\$ 391,474	\$ 28,398	\$ 421,265	\$ 179,702	\$ 600,967
Houston	14,001	_	2,956,750	2,169	2,972,920	1,219,267	4,192,187
Indianapolis	81,656	218,715	1,324,801	158,784	1,783,956	688,939	2,472,895
Inland Empire	12,060	_	561,490	21,213	594,763	311,602	906,365
Knoxville	5,991	_	476,744	37,655	520,390	439,797	960,187
Las Vegas	12,539	39,695	663,919	53,830	769,983	803,819	1,573,802
Lexington	2,775	152	354,223	23,147	380,297	248,087	628,384
Los Angeles County	74,681	_	295,203	181,006	550,890	608,708	1,159,598
Louisville	7,423	_	565,000	28,078	600,501	309,870	910,371
Lowcountry (Charleston)	5,441	1,249	524,614	26,394	557,698	522,510	1,080,208
Lubbock Area	5,350	300	190,782	25,577	222,009	243,672	465,681
Madison	6,777	10,982	553,350	43,759	614,868	649,903	1,264,771
Maine	2,442	_	264,885	37,787	305,114	279,956	585,070
Maryland	16,858	58,540	864,692	88,750	1,028,840	1,373,441	2,402,281
Massachusetts	21,459	10,925	471,969	157,906	662,259	402,456	1,064,715
Memphis Mid-South	8,877	_	680,000	25,438	714,315	316,407	1,030,722
Miami-Ft. Lauderdale	12,725	_	1,144,607	350,508	1,507,840	510,055	2,017,895
Mid-Kansas	9,962	13,480	486,855	95,803	606,100	476,313	1,082,413
Mid-Missouri	3,329	1,445	72,287	6,806	83,867	134,075	217,942
Milwaukee	5,239	29	930,546	22,256	958,070	1,121,439	2,079,509
Minnesota	68,607	21,341	1,429,264	113,984	1,633,196	1,273,865	2,907,061

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Consolidating Statement of Financial Position by Affiliate (continued)

	Accounts	Doformad					Total
	Payable and Accrued	Deferred Revenue and	Grants	Intercompany	Total	Total Net	Total Liabilities and
	Expenses	Rent	Payable	Payables	Liabilities	Assets	Net Assets
Affiliates (continued):							_
Montana	\$ 8,890	\$ 17,211	\$ 81,280	\$ 13,764	\$ 121,145	\$ 235,106	\$ 356,251
NC Foothills	2,149	_	200,000	6,867	209,016	22,295	231,311
NC Triad	7,271	47,525	587,500	193,945	836,241	928,038	1,764,279
NC Triangle	67,646	13,740	891,289	112,289	1,084,964	1,117,218	2,202,182
Nebraska	12,269	_	638,969	54,619	705,857	522,013	1,227,870
New Orleans	12,515	1,200	482,500	10,355	506,570	212,338	718,908
North Central Alabama	10,093	_	542,515	16,470	569,078	411,719	980,797
North Dakota	_	_	_	_	_	_	_
North Florida	8,192	203	174,558	26,433	209,386	216,780	426,166
North Jersey	66,227	48,895	765,957	197,773	1,078,852	993,144	2,071,996
North Mississippi	1,587	_	187,009	8,692	197,288	76,659	273,947
North Texas	16,248	18,790	700,000	119,448	854,486	832,904	1,687,390
Northeast Louisiana	758	_	204,224	7,491	212,473	105,212	317,685
Northeast Ohio	28,768	_	916,959	33,505	979,232	802,464	1,781,696
Northeast Pennsylvania	6,780	_	145,763	42,615	195,158	64,382	259,540
Northeastern New York	2,738	950	223,385	9,651	236,724	105,778	342,502
Northern Indiana	6,588	1,255	7,500	34,042	49,385	154,132	203,517
Northern Nevada	6,407	_	315,195	9,888	331,490	101,978	433,468
Northwest Ohio	5,313	4,635	642,843	68,802	721,593	451,708	1,173,301
Orange County	44,311	34,300	1,022,969	158,111	1,259,691	2,279,475	3,539,166
Oregon & SW Washington	79,620	20,485	890,000	386,196	1,376,301	2,230,976	3,607,277

Consolidating Statement of Financial Position by Affiliate (continued)

		ccounts	_											
	-	yable and		Deferred		C4	T	.4		TV - 4 - 1		T-4-1 N-4	т.	Total
		Accrued	Ke	venue and		Grants	II	ntercompany		Total		Total Net		abilities and
A 60'1' () () 1	<u>_</u>	xpenses		Rent		Payable		Payables		Liabilities		Assets	1	Net Assets
Affiliates (continued):	Φ.	4 4 50	Φ.	~ 0.000	Φ.	- 1 - 100	Φ.	40.0	Φ.	0.40.505	Φ.	0.40 700	Φ.	1 -0 - 01 -
Ozark	\$	4,463	\$	50,888	\$	747,499	\$	·	\$	843,725	\$	842,590	\$	1,686,315
Peoria Memorial		25,952		33,130		654,341		52,950		766,373		934,366		1,700,739
Philadelphia		114,865		193,587		1,831,395		82,552		2,222,399		5,055,502		7,277,901
Phoenix		32,015		_		1,269,627		62,997		1,364,639		1,256,586		2,621,225
Pittsburgh		37,900		83,775		727,688		196,637		1,046,000		1,598,859		2,644,859
Puget Sound		35,179		55,710		1,668,550		357,434		2,116,873		2,116,437		4,233,310
Quad Cities		2,430		4,337		320,491		41,061		368,319		414,803		783,122
Sacramento Valley		31,108		55,735		769,743		45,824		902,410		1,169,482		2,071,892
Salt Lake City		21,286		30,006		481,516		25,752		558,560		402,886		961,446
San Antonio		19,522		307,955		750,000		97,184		1,174,661		774,650		1,949,311
San Diego		10,448		_		1,017,834		41,254		1,069,536		850,151		1,919,687
San Francisco Bay Area		9,227		_		598,871		70,606		678,704		641,565		1,320,269
Shreveport-Bossier City		2,649		_		277,403		11,192		291,244		138,863		430,107
Siouxland		4,018		5,090		143,000		16,975		169,083		155,400		324,483
South Dakota		3,681		_		232,339		13,608		249,628		201,815		451,443
South Florida		43,584		_		1,136,823		17,583		1,197,990		590,420		1,788,410
Southeast Iowa		5,447		1,643		161,418		10,911		179,419		115,657		295,076
Southern Arizona		62,227		_		219,004		121,557		402,788		354,556		757,344
Southwest Florida		45,051		_		678,534		209,061		932,646		294,351		1,226,997
Southwest Michigan		7,677		12,095		238,221		27,252		285,245		121,848		407,093
St. Louis		9,388		53,535		2,279,496		126,967		2,469,386		730,355		3,199,741

Consolidating Statement of Financial Position by Affiliate (continued)

	Pa	Accounts ayable and Accrued Expenses	Deferred evenue and Rent	Gr	ants Payable	ntercompany Payables	To	tal Liabilities	Total Net Assets		Total abilities and Net Assets
Affiliates (continued):					-	-					
Tarrant County	\$	45,623	\$ 165,111	\$	477,737	\$ 212,976	\$	901,447	\$ 856,156	\$	1,757,603
Texarkana		1,829	1,050		314,683	5,246		322,808	140,600		463,408
Tidewater		33,315	665		633,994	12,070		680,044	245,630		925,674
Tri Cities		1,037	630		268,655	19,878		290,200	212,931		503,131
Tulsa		4,410	5,270		446,624	5,370		461,674	327,968		789,642
Tyler		5,022	4,975		260,498	30,761		301,256	120,546		421,802
Upper Cumberland		4,300	_		112,724	10,125		127,149	68,852		196,001
Upstate South Carolina		3,887	58		348,162	39,939		392,046	193,847		585,893
Vermont-New Hampshire		3,114	5,114		515,376	40,139		563,743	159,723		723,466
Wabash Valley		4,132	_		80,200	1,698		86,030	97,528		183,558
West Virginia		11,540	20,891		287,433	45,605		365,469	261,602		627,071
Western New York		9,038	17,289		269,499	41,039		336,865	541,596		878,461
Wichita Falls		_	_		155,500	1,716		157,216	14,639		171,855
Wyoming		3,280	1,560		196,525	14,590		215,955	377,214		593,169
Total affiliates		2,108,221	2,338,430		71,744,697	9,180,954		85,372,302	71,875,020	1	57,247,322
Headquarters total		8,628,870	1,481,552		156,557,965	13,453,041		180,121,428	114,567,361	2	294,688,789
Eliminations		_	_		_	(22,633,995)		(22,633,995)	_	((22,633,995)
Consolidated total	\$	10,737,091	\$ 3,819,982	\$	228,302,662	\$ _	\$	242,859,735	\$ 186,442,381	\$ 4	29,302,116

Consolidating Schedule of Revenue by Affiliate

Year Ended March 31, 2013

										Interest,		
			R	ace for the				Other	Di	vidends, and		Total Net
Affiliate Name	Co	ntributions		Cure	Dir	ect Benefits	F	undraising		Gains	Other	Revenue
						/= = = ==\						
Acadiana	\$	30,010	\$	561,229	\$	(35,963)	\$	8,716	\$	327	\$ 278,992	\$ 843,311
Arkansas		422,778		2,662,057		(286,070)		72,525		2,835	47,500	2,921,625
Aspen		264,846		190,319		(17,036)		3,483		493	47,500	489,605
Austin		750,623		1,945,013		(207,460)		_		2,290	47,500	2,537,966
Baton Rouge		230,880		786,908		(80,412)		3,247		377	49,000	990,000
Bayou Region		69,640		149,521		(21,268)		3,887		_	19,500	221,280
Boise		140,748		1,089,891		(119,285)		10,083		7,275	70,468	1,199,180
Central & South Jersey		1,084,988		2,088,416		(127,148)		7,794		2,034	47,500	3,103,584
Central Florida		323,880		1,310,986		(76,735)		(825)		358	20,500	1,578,164
Central Georgia		95,514		286,633		(23,354)		6,460		617	35,481	401,351
Central MS Steel												
Magnolias		155,383		360,289		(24,684)		1,743		102	47,500	540,333
Central New Mexico		231,703		536,603		(29,218)		2,594		633	48,500	790,815
Central New York		336,333		670,532		(30,102)		11,098		1,159	23,107	1,012,127
Central Oklahoma		256,413		1,187,122		(197,874)		2,932		2,254	2,500	1,253,347
Central Texas		80,779		351,039		(48,468)		3,929		110	19,394	406,783
Central Valley		174,961		385,996		(35,226)		6,930		511	3,475	536,647
Central Wisconsin		78,564		346,846		(38,706)		3,713		2,263	2,500	395,180
Charlotte		763,896		1,800,011		(172,973)		11,148		1,353	83,516	2,486,951
Chattanooga		193,965		678,754		(66,814)		5,914		25	47,500	859,344
Chicagoland Area		1,586,508		2,922,262		(159,091)		, <u> </u>		5,736	47,500	4,402,915
Coastal Georgia		150,851		613,088		(41,871)		9,641		1,545	46,204	779,458

Consolidating Schedule of Revenue by Affiliate (continued)

										Interest,			
			R	ace for the				Other	Div	vidends, and	l		Total Net
Affiliate Name	Co	ontributions		Cure	Dir	ect Benefits	F	undraising		Gains		Other	Revenue
Colorado Springs	\$	263,724	\$	622,186	\$	(105,862)	\$	13,481	\$	904	\$	49,000	\$ 843,433
Columbus		569,998		3,174,700		(265,849)		_		3,403		47,500	3,529,752
Connecticut		863,897		3,217,828		(74,789)		17,329		96		47,500	4,071,861
Dallas County		697,339		3,271,212		(203,569)		_		5,420		46,000	3,816,402
Denver Metropolitan		2,079,728		5,404,957		(601,070)		_		55,469		82,397	7,021,481
Des Moines		196,855		1,203,368		(98,053)		_		2,554		2,500	1,307,224
Eastern Washington		147,420		583,984		(85,595)		12,607		2,403		48,500	709,319
El Paso		277,762		812,650		(90,415)		2,200		11		74,073	1,076,281
Elmira		72,463		209,689		(24,235)		8,270		201		47,500	313,888
Florida Suncoast		489,156		726,446		(83,041)		8,239		13,028		47,500	1,201,328
Grand Rapids		180,813		413,420		(45,338)		4,821		1,246		49,000	603,962
Greater Amarillo		78,903		440,096		(28,186)		8,232		798		3,500	503,343
Greater Atlanta		1,949,814		1,448,397		(64,353)		1,443		_		47,500	3,382,801
Greater Cincinnati		726,730		1,248,898		(183,825)		_		5,186		47,500	1,844,489
Greater Evansville		329,621		1,092,281		(106,990)		37,220		1,312		31,068	1,384,512
Greater Kansas City		751,315		1,565,225		(113,580)		_		1,757		47,939	2,252,656
Greater Lansing		516,268		416,598		(89,823)		_		342		32,922	876,307
Greater Nashville		302,576		1,293,928		(84,380)		1,765		1,373		34,448	1,549,710
Greater New York City		1,355,546		6,830,322		(367,455)		_		4,382		26,595	7,849,390
Greater Richmond		432,459		812,523		(48,112)		8,646		2,087		45,749	1,253,352
Greater Roanoke		311,922		367,802		(32,795)		7,580		267		47,500	702,276
Hawaii		273,127		709,398		(93,841)		17,256		372		2,500	908,812
Houston		1,307,577		4,545,550		(444,216)		_		7,265		2,500	5,418,676

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Consolidating Schedule of Revenue by Affiliate (continued)

										Interest,		
			R	lace for the				Other	Div	idends, and		Total Net
Affiliate Name	Cor	ntributions		Cure	Dir	ect Benefits	Fu	ndraising		Gains	Other	Revenue
Indianapolis	\$	687,216	\$	2,367,572	\$	(202,392)	\$	_	\$	3,654 \$	40,120	2,896,170
Inland Empire		276,405		1,788,272		(258,506)		13,038		6,463	47,500	1,873,172
Knoxville		288,428		978,546		(68,830)		427		1,459	49,000	1,249,030
Las Vegas		457,578		1,317,230		(92,853)		16,000		1,852	9,000	1,708,807
Lexington		445,272		643,612		(122,804)		12,287		1,088	60,126	1,039,581
Los Angeles County		667,865		1,165,526		(269,419)		9,818		144	47,652	1,621,586
Louisville		421,458		779,474		(146,509)		37,366		2,175	47,500	1,141,464
Lowcountry (Charleston)		281,634		1,301,992		(138, 186)		14,714		1,130	47,500	1,508,784
Lubbock Area		200,729		570,884		(81,411)		15,135		794	25,342	731,473
Madison		300,024		888,915		(81,607)		17,403		2,433	39,500	1,166,668
Maine		186,978		531,518		(70,432)		17,082		373	49,000	714,519
Maryland		706,853		4,003,005		(304,862)		_		2,718	47,500	4,455,214
Massachusetts		762,129		886,429		(44,608)		3,153		3,015	31,000	1,641,118
Memphis Mid-South		237,383		1,323,409		(124,359)		_		_	47,500	1,483,933
Miami-Ft. Lauderdale		424,877		1,769,465		(67,909)		_		1,190	47,500	2,175,123
Mid-Kansas		207,524		1,070,232		(76,490)		18,807		2,354	49,000	1,271,427
Mid-Missouri		65,830		532,525		(23,394)		3,616		68	4,990	583,635
Milwaukee		326,055		1,615,988		(152,160)		10,671		_	47,500	1,848,054
Minnesota		872,295		2,892,653		(315,953)		31,690		863	47,500	3,529,048
Montana		68,757		286,896		(27,836)		12,165		378	68,111	408,471
NC Foothills		60,328		200,473		(7,992)		4,289		92	34,070	291,260
NC Triad		743,615		1,157,807		(105,487)		4,604		20,572	33,741	1,854,852

Consolidating Schedule of Revenue by Affiliate (continued)

								Interest,			
]	Race for the			Other	Di	vidends, and	l		Total Net
Affiliate Name	Contribution	ns	Cure	Direct Bene	fits	Fundraising		Gains		Other	Revenue
.va = 1	4077	o o o	100:5	4.50 • • • • • • • • • • • • • • • • • • •	0.	.	4	00=	4	4= -00	
NC Triangle	\$ 495,7		1,926,747	\$ (173,68)		\$ 6,435	\$	897	\$	47,500	\$ 2,303,682
Nebraska	359,5		1,514,395	(101,19)		2,705		1,622		49,000	1,826,071
New Orleans	279,7		735,723	(98,13		10,207		208		47,500	975,243
North Central Alabama	194,6	91	1,434,225	(59,57)	5)	_		1,635		79,231	1,650,207
North Dakota	5,2	69	_	-	_	_		282		2,500	8,051
North Florida	180,5	46	489,643	(50,00)	7)	2,919		172		47,500	670,773
North Jersey	748,5	35	1,537,204	(77,78	1)	9,741		2,024		47,500	2,267,223
North Mississippi	86,8	16	269,045	(19,99)	4)	2,197		329		4,195	342,588
North Texas	585,4	91	1,506,652	(147,99	0)	12,729		481		46,000	2,003,363
Northeast Louisiana	82,9	28	381,950	(45,93	8)	8,110		_		20,529	447,579
Northeast Ohio	981,5	05	1,590,474	(146,06	0)	_		941		49,500	2,476,360
Northeast Pennsylvania	260,0	98	432,854	(71,33	5)	1,025		162		32,594	655,398
Northeastern New York	133,4	84	359,387	(35,14)	2)	8,523		1,539		33,303	501,094
Northern Indiana	129,1	54	174,182	(18,74	1)	10,615		26		49,000	344,236
Northern Nevada	137,2	25	432,589	(77,20	9)	20,633		409		48,015	561,662
Northwest Ohio	460,9	47	1,157,635	(134,08	6)	7,012		2,516		49,500	1,543,524
Orange County	1,330,5		3,104,494	(249,42	*	11,802		30,782		47,500	4,275,668
Oregon & SW	,		, ,	,	,	•		,		ŕ	, ,
Washington	876,3	94	3,107,576	(300,94	9)	34,493		3,232		47,500	3,768,246
Ozark	558,3	38	1,144,023	(130,10)	8)	_		1,685		32,000	1,605,938
Peoria Memorial	509,6	99	1,349,332	(83,38)	7)	24,458		1,809		47,500	1,849,411
Philadelphia	1,888,9		5,113,777	(832,90	1	34,371		1,462		46,477	6,252,094

Consolidating Schedule of Revenue by Affiliate (continued)

										Interest,		
			R	ace for the				Other	Di	vidends, and		Total Net
Affiliate Name	Co	ntributions		Cure	Dir	rect Benefits	Fı	ındraising		Gains	Other	Revenue
Phoenix	\$	1,231,511	\$	2,320,691	\$	(111,193)	\$	_	\$	610	\$ 47,500 \$	3,489,119
Pittsburgh		935,846		2,268,713		(341,866)		_		15,994	47,500	2,926,187
Puget Sound		2,352,111		1,622,533		(203,484)		12,672		6,534	47,500	3,837,866
Quad Cities		132,068		644,464		(34,526)		12,229		159	40,343	794,737
Sacramento Valley		381,020		1,970,075		(183,733)		9,862		54	47,500	2,224,778
Salt Lake City		197,166		951,862		(177,654)		20,587		1,493	47,500	1,040,954
San Antonio		306,724		1,837,506		(126,849)		_		2,134	49,500	2,069,015
San Diego		818,408		2,318,473		(156,307)		_		3,967	47,500	3,032,041
San Francisco Bay Area		749,372		414,011		(46,953)		2,709		995	6,372	1,126,506
Shreveport-Bossier City		166,744		407,992		(32,941)		5,168		34	47,500	594,497
Siouxland		65,996		271,264		(34,906)		7,709		104	4,500	314,667
South Dakota		69,618		528,430		(36,516)		3,435		949	48,000	613,916
South Florida		741,078		2,069,271		(304,614)		2,693		701	49,520	2,558,649
Southeast Iowa		7,515		200,844		(20,569)		1,664		7,211	2,500	199,165
Southern Arizona		301,198		898,178		(60,127)		9,598		725	47,500	1,197,072
Southwest Florida		506,162		1,021,272		(57,502)		11,586		1,815	19,500	1,502,833
Southwest Michigan		118,351		279,310		(27,344)		8,072		276	49,500	428,165
St. Louis		854,103		2,729,453		(141,226)		9,395		3,525	47,500	3,502,750
Tarrant County		570,195		1,545,746		(102,247)		660		2,096	60,489	2,076,939
Texarkana		72,205		665,179		(70,488)		130		2,428	47,500	716,954
Tidewater		284,750		1,154,045		(69,013)		26,554		618	47,500	1,444,454

Consolidating Schedule of Revenue by Affiliate (continued)

					Interest,		
		Race for the		Other	Dividends, and		Total Net
Affiliate Name	Contributions	Cure	Direct Benefits	Fundraising	Gains	Other	Revenue
Tri Cities	\$ 193,926	\$ 542,955	\$ (59,703)	\$ 4,906	\$ 1,534 \$	22,821 \$	706,439
Tulsa	122,976	1,133,388	(73,945)	12,870	817	47,500	1,243,606
Tyler	100,712	351,549	(11,915)	2,656	468	21,000	464,470
Upper Cumberland	148,534	163,723	(38,708)	4,411	202	47,500	325,662
Upstate South Carolina	238,641	959,426	(300,744)	3,701	939	42,123	944,086
Vermont-New							
Hampshire	284,255	544,218	(37,637)	3,584	305	44,000	838,725
Wabash Valley	74,536	163,017	(26,835)	7,480	178	20,000	238,376
West Virginia	198,951	423,554	(25,480)	4,823	105	49,000	650,953
Western New York	214,701	824,335	(45,299)	16,850	1,108	32,116	1,043,811
Wichita Falls	2,303	222,835	(13,286)	5,812	145	19,500	237,309
Wyoming	145,392	441,838	(21,692)	2,173	343	250,000	818,054
Total Affiliates	53,160,200	149,059,453	(13,808,082)	988,330	305,767	5,190,108	194,895,776
Headquarters total	100,922,098	58,954,860	(15,436,843)	557,685	16,171,338	2,254,417	163,423,555
Eliminations	(25,964,111)	_	_	_	(41,723)	(7,111,254)	(33,117,088)
Consolidated total	\$ 128,118,187	\$ 208,014,313	\$ (29,244,925)	\$ 1,546,015	\$ 16,435,382 \$	333,271 \$	325,202,243

Consolidating Statement of Functional Expense by Affiliate

Year Ended March 31, 2013

		Progran	Services			Supporting Services								
		Public	Health		_							_		
		Health	Screening	Treatment	Fundraising	Employee		Postage and	Printing and	Professional		Total		
Affiliate Name	Research	Education	Services	Services	Costs	Cost	Occupancy	Shipping	Publications	Fees	Other	Expenses		
Acadiana	\$ 74,07	,	\$ 524,792		\$ 61,519			\$ 145	\$ 213		\$ 5,558	\$ 1,058,012		
Arkansas	422,07	, ,	895,993	177,656	362,791	19,606	6,381	1,481	_	250	4,869	2,912,042		
Aspen	48,86	,	181,317	14,424	130,425	23,123	2,825	518	583	942	4,257	574,833		
Austin	347,44	1,106,407	295,159	463,484	336,296	43,647	28,512	107	2,708	41,489	11,981	2,677,230		
Baton Rouge	132,12	,	241,450	35,414	158,344	25,203	7,332	180	170	5,568	4,235	983,792		
Bayou Region	39,48	5 44,582	105,775	50,544	8,729	1,091	_	_	1,731	860	871	253,668		
Boise	124,64	2 447,197	293,704	39,471	140,215	43,504	12,387	488	485	2,380	125,285	1,229,758		
Central & South														
Jersey	443,92	1,516,950	725,041	7,856	283,225	180,439	25,978	3,562	7,461	380	37,799	3,232,615		
Central Florida	136,46	812,796	316,221	25,360	268,483	15,058	23,049	142	687	5,785	8,976	1,613,017		
Central Georgia	60,34	7 184,462	125,557	_	32,779	11,286	2,073	39	1,421	124	698	418,786		
Central MS Steel														
Magnolias	72,82	7 233,696	126,566	13,696	38,105	15,362	719	13	_	_	1,119	502,103		
Central New Mexico	91,66	368,518	93,955	61,850	101,762	29,874	7,226	128	214	1,810	5,206	762,208		
Central New York	171,48	506,970	166,132	52,521	59,092	28,946	19,380	1,649	49	_	3,966	1,010,193		
Central Oklahoma	201,37	590,928	205,705	2,673	115,713	46,432	13,664	813	414	_	7,230	1,184,950		
Central Texas	41,50	3 152,368	125,326	1,834	52,002	11,328	48,106	388	_	_	3,417	436,277		
Central Valley	87,20	2 202,788	27,444	74,765	37,315	29,115	3,714	104	573	50	4,659	467,729		
Central Wisconsin	53,71	189,531	85,765	14,724	43,422	1,019	8,116	_	367	_	2,144	398,798		
Charlotte	417,74	773,644	2,015,475	265,008	139,243	194,642	37,350	1,558	1,392	20,520	28,056	3,894,637		
Chattanooga	100,98	2 358,280	199,581	6,569	108,231	8,547	6,857	_	1,214	368	1,469	792,098		
Chicagoland Area	384,37	1 2,216,226	685,767	241,588	463,505	359,978	65,361	1,874	11,480	24,604	26,475	4,481,229		
Coastal Georgia	117,41	7 213,396	273,175	10,570	50,760	28,389	10,171	327	1,150	167	4,374	709,896		
Colorado Springs	101,64	321,871	248,884	67,606	174,258	34,561	7,051	914	8	2,310	4,764	963,873		
Columbus	572,35	952,189	1,174,633	94,569	382,697	72,177	44,233	1,154	299	4,506	2,678	3,301,493		
Connecticut	320,47	1,944,023	908,690	22,937	351,213	133,440	51,735	583	1,282	505	8,156	3,743,038		
Dallas County	589,70	5 1,078,450	1,236,172	569,993	384,890	52,591	29,427	450	9,426	2,778	33,687	3,987,569		
Denver Metropolitan	875,57	5 2,277,061	1,515,541	706,375	1,038,508	76,630	7,619	108	227	11,955	4,162	6,513,761		
Des Moines	194,13	4 426,402	475,273	43,987	116,499	50,091	5,062	175	_	1,298	10,055	1,322,976		

Consolidating Statement of Functional Expense by Affiliate (continued)

		Program	Services		_	Supporting Services								_		
			Health													
		Public Health	Screening	Treatment			mployee					Printing and				Total
Affiliate Name	Research	Education	Services	Services	Costs		Cost	O	ccupancy	Shippin	g	Publications	Fees	- 1	Other	Expenses
T . W 1.	ф. 112.0c0	ф. 175 c14	ф. 2 45 502	Ф 02.002	ф. 51 412	ф	12.050	ф	5.045	ф 20		ф 22 5	Ф. 257	ф	622	Ф. 710.010
Eastern Washington	\$ 113,868			\$ 82,992	\$ 51,413	\$	43,050	\$	- ,	\$ 33		\$ 225	\$ 257	\$	622	\$ 719,018
El Paso	92,844	457,124	105,284	125,721	149,583		31,762		11,963	38		203	_		2,544	977,409
Elmira	47,157	72,936	78,644	69,100	17,874		7,098		4,259	45		409	-		1,718	299,650
Florida Suncoast	113,594	356,991	858,549		118,342		46,519		8,757	75		562	1,816		6,616	1,512,497
Grand Rapids	80,416	298,762	195,427	3,861	75,391		38,453		40,919	52		194	1,346		7,560	742,857
Greater Amarillo	88,915	166,748	204,010	2,743	48,618		2,356		10,506	13		187	85		4,089	528,393
Greater Atlanta	596,953	495,023	1,774,073	118,215	166,890		136,831		18,014	3,49		6,308	14,033		12,359	3,342,198
Greater Cincinnati	316,017	545,133	546,006	227,155	171,568		30,687		9,974	69		772	17,009		16,915	1,881,931
Greater Evansville	167,849	600,317	362,955	120,017	207,213		52,613		6,559	1,00	13	1,619	_		11,091	1,531,236
Greater Kansas City	368,277	900,372	502,586	161,843	271,144		52,314		9,850	82	25	1,184	7,398		16,085	2,291,878
Greater Lansing	125,994	314,805	110,163	53,470	58,705		99,771		66,288	25	4	316	2,295		5,607	837,668
Greater Nashville	224,702	609,514	307,919	53,607	187,421		46,253		34,028		_	1,277	_		3,521	1,468,242
Greater New York																
City	699,408	3,855,616	961,710	1,132,599	1,163,791		165,646		45,925	3,02	23	1,948	172,579		24,792	8,227,037
Greater Richmond	152,215	560,787	387,550	22,602	201,356		46,356		3,261	1,08	34	2,117	2,009		4,819	1,384,156
Greater Roanoke	89,432	196,936	326,545	3,188	50,816		18,677		67,834	28	9	872	1,333		61,431	817,353
Hawaii	118,501	453,516	131,432	68,857	102,543		3,511		22,839	32	26	273	14,270		3,883	919,951
Houston	950,730	1,441,702	2,167,365	441,856	623,252		154,054		26,025	53	4	1,019	, _		14,474	5,821,011
Indianapolis	459,074	1,024,779	943,365	206,846	395,667		156,352		34,091	1,87	8	2,724	10,216		11,297	3,246,289
Inland Empire	196,638	979,957	309,820	117,511	278,245		32,172		7,573	36		340	6,407		3,171	1,932,201
Knoxville	200,651	447,765	208,945	136,123	90,608		49,173		6,335	27		(166)	500		1,550	1,141,758
Las Vegas	212,147	761.120	278,215	343,581	209,690		68,990		32,360	1,94		4,691	8,135		14,807	1,935,681
Lexington	134,214	268.055	249,889	32,548	225,467		33,003		18,457	35		2,222	2,854		6,140	973,202
Los Angeles County	167,114	930,731	224,826	47,376	230,052		76,843		26,880	48		15,182	39,870		8,744	1,768,098
Louisville	182,937	386.646	229,187	151,587	131,278		67,197		7,649	45		1,370	6,595		12,276	1,177,180
Lowcountry	102,737	300,040	227,107	151,507	131,270		07,177		7,047	7.	.0	1,570	0,373		12,270	1,177,100
(Charleston)	169,891	730.312	488,758	44,005	195,504		38,469		5,327	1.07	0	6,903	2,490		5,766	1,688,495
Lubbock Area	109,891	286,137	161,590	37,146	43,884		67,600		29,838	61		2,919	4,477		7,009	751,166
Madison	161,414	466,680	129,409	192,596	155,891		11,718		23,928	94		332	*		4,403	1,147,312
													- 502			
Maine	89,818	231,836	86,263	155,180	61,210		81,612		10,218	49	U	224	503		6,367	723,721

Consolidating Statement of Functional Expense by Affiliate (continued)

		Program	Services		_	Supporting Services						_
			Health									
Affiliate Name	Research	Public Health Education	Screening Services	Treatment Services	Fundraising Costs	Employee Cost	Occupancy	Postage and Shipping	Printing and Publications	Professional Fees	Other	Total Expenses
Annau Name	Research	Education	Bervices	Bervices	Costs	Cost	Occupancy	Sinpping	1 ublications	rcs	Other	Expenses
Maryland	\$ 613,842	\$ 1,736,256	\$ 534,326	\$ 333,784	\$ 451,286	\$ 137,993	\$ 23,079	\$ 931	\$ 2,809	\$ 13,108	\$ 41,374	\$ 3,888,788
Massachusetts	129,499	1,146,081	92,195	69,340	231,910	52,631	12,322	370	700	15,284	14,537	1,764,869
Memphis Mid-South	244,975	384,956	627,665	18,035	131,776	55,859	11,077	62	329	23	3,143	1,477,900
Miami-Ft. Lauderdale	344,915	808,417	653,521	229,499	187,815	35,728	7,824	89	3,039	7,672	8,157	2,286,676
Mid-Kansas	153,454	522,582	173,548	50,521	120,666	29,432	52,193	872	388	_	4,181	1,107,837
Mid-Missouri	53,574	307,188	55,395	11,556	80,167	1,841	2,358	5	38	8,339	3,967	524,428
Milwaukee	247,075	1,518,889	631,121	120,206	221,627	4,482	37,190	831	6,306	48,935	4,594	2,841,256
Minnesota	489,188	1,330,499	619,544	607,798	331,001	84,081	3,011	670	43	_	6,232	3,472,067
Montana	34,782	168,882	68,886	6,000	36,007	9,799	1,494	168	3,115	_	1,577	330,710
NC Foothills	49,230	57,698	174,426	720	10,654	696	19,792	289	625	1,270	4,107	319,507
NC Triad	274,729	499,720	493,143	51,475	123,581	82,153	41,476	1,053	21,654	140	11,268	1,600,392
NC Triangle	315,072	1,205,623	599,042	245,205	355,220	64,627	50,299	2,226	1,034	10,744	27,799	2,876,891
Nebraska	256,128	761,262	223,684	250,812	218,499	82,434	20,078	368	216	378	6,028	1,819,887
New Orleans	186,100	251,507	439,353	71,523	63,007	22,157	12,335	74	199	2,855	7,031	1,056,141
North Central												
Alabama	216,555	718,607	476,583	44,681	213,769	10,136	5,609	120	249	47	1,622	1,687,978
North Dakota	166,752	(19,521)	_	_	1,320	_	_	_	25	_	861	149,437
North Florida	74,084	323,786	145,610	55,206	88,798	21,100	7,956	27	_	25,768	9,356	751,691
North Jersey	309,701	968,869	293,462	187,563	173,851	219,391	46,850	6,289	5,628	16,335	40,466	2,268,405
North Mississippi	62,572	89,026	149,848	_	24,360	12,698	3,421	86	_	_	1,448	343,459
North Texas	246,110	908,376	367,440	312,859	338,595	30,530	3,963	83	397	_	12,993	2,221,346
Northeast Louisiana	50,165	170,272	103,515	49,678	57,862	26,413	12,546	179	1,861	_	1,667	474,158
Northeast Ohio	298,595	1,157,444	624,829	59,584	182,380	237,623	30,199	5,811	11,023	18,176	39,145	2,664,809
Northeast												
Pennsylvania	103,980	238,066	129,088	132,377	52,025	19,269	4,177	164	855	(240)	9,579	689,340
Northeastern												
New York	71,600	273,678	39,781	62,392	57,420	17,347	4,311	718	318	120	441	528,126
Northern Indiana	43,938	163,797	49,361	96,780	23,775	20,052	20,483	972	126	_	6,641	425,925
Northern Nevada	71,444	153,463	106,812	163,572	67,462	27,095	7,934	714	208	3,810	6,009	608,523

Consolidating Statement of Functional Expense by Affiliate (continued)

		Program	_	Supporting Services						_		
			Health									
		Public Health	Screening	Treatment		Employee			Printing and			Total
Affiliate Name	Research	Education	Services	Services	Costs	Cost	Occupancy	Shipping	Publications	Fees	Other	Expenses
Northwest Ohio	\$ 255,165	\$ 618,018	\$ 516,878	\$ 51,838	\$ 185,294	\$ 28,717	\$ 10,593	\$ 1,931	\$ 2,076	\$ 9,338	\$ 7,421	\$ 1,687,269
Orange County	648,011	1,295,523	1,485,090	125,158	487,588	78,300	29,283	2,533	12,579	3 9,338 1,980	16,513	4,182,558
Oregon & SW	046,011	1,293,323	1,465,090	123,136	407,300	78,300	29,203	2,333	12,379	1,960	10,513	4,102,330
Washington	379,882	2,995,502	603,386	196,308	1,197,582	43,890	6,219	622	808	25,989	4,679	5,454,867
Ozark	210,901	582,503	465,955	131,877	347,006	41,462	32,362	2,900	427	363	6,460	1,822,216
Peoria Memorial	251,349	869,793	525,347	44,301	194,305	24,256	22,871	2,700	380	796	4,813	1,938,488
Philadelphia	618,242	3,724,983	1,084,936	163,586	1,053,457	135,157	32,498	3,995	13,350	13,520	25,307	6,869,031
Phoenix	452,963	1,376,523	469,936	772,024	433,920	23,235	7,045	438	50,165	795	3,314	3,590,358
Pittsburgh	431,098	1,064,201	804,874	75,022	329,435	133,800	13,300	1,258	3,669	1,124	28,357	2,886,138
Puget Sound	548,210	1,861,572	938,015	490,873	743,884	96,968	1,631	661	30,371	345	2,281	4,714,811
Quad Cities	96,022	306,228	295,499	22,334	93,529	10,767	1,528	61	_	2,867	1,650	830,485
Sacramento Valley	238,748	1,091,014	384,077	70,700	320,779	49,772	38,252	1,878	840	48,390	25,383	2,269,833
Salt Lake City	150,871	533,951	313,749	64,061	169,992	52,282	7,343	431	310	65	8,135	1,301,190
San Antonio	263,525	1,236,260	365,627	305,645	340,006	57,034	2,033	845	4,463	122	9,146	2,584,706
San Diego	352,910	1,321,283	587,447	378,208	331,234	67,761	7,699	1,669	1,384	16,063	21,910	3,087,568
San Francisco Bay												
Area	115,742	376,396	83,093	166,542	71,511	40,790	16,243	833	432	106,013	11,536	989,131
Shreveport-Bossier												
City	70,717	247,108	142,849	2,399	105,989	15,524	4,377	121	(325)	3,125	9,749	601,633
Siouxland	42,765	129,496	101,364	14,413	26,674	11,512	12,605	430	149	_	3,847	343,255
South Dakota	87,132	205,050	141,134	45,587	38,841	27,787	6,798	132	196	112	3,197	555,966
South Florida	251,092	986,048	552,055	288,654	290,886	265,534	11,107	1,971	49,620	13,566	12,444	2,722,977
Southeast Iowa	26,609	81,349	142,962	5,900	22,597	1,256	161	6	_	_	1,863	282,703
Southern Arizona	115,892	806,685	17,000	168,012	196,066	20,992	12,841	1,480	1,141	2,907	13,637	1,356,653
Southwest Florida	206,754	488,063	397,112	202,813	133,495	72,683	87,976	1,876	873	3,976	13,196	1,608,817
Southwest Michigan	60,850	152,536	204,740	_	28,221	30,318	6,578	728	6,007	_	3,536	493,514
St. Louis	701,616	982,593	1,548,052	301,343	341,239	92,814	21,770	1,622	624	_	8,307	3,999,980
Tarrant County	334,853	723,619	571,752	378,515	148,574	54,930	2,193	286	30	12,466	5,885	2,233,103
Texarkana	103,019	234,104	236,754	5,812	53,791	14,941	2,832	60	355	_	6,310	657,978
Tidewater	191,175	658,235	477,751	19,077	158,986	58,469	19,727	1,080	2,161	3,355	20,622	1,610,638

Consolidating Statement of Functional Expense by Affiliate (continued)

		Program	Supporting Services							_		
Affiliate Name	Research	Public Health Education	Health Screening Services	Treatment Services	Fundraising Costs	Employee Cost	Occupancy	Postage and Shipping	Printing and Publications	Professional Fees	Other	Total Expenses
Tri Cities	\$ 120,955	\$ 201,965	\$ 279,130	\$ 1,083	\$ 60,732		\$ 4,483		\$ 1,449		\$ 3,766	\$ 695,594
Tulsa	162,372	564,041	382,929	_	155,576	41,225	6,837	343	_	1,000	10,870	1,325,193
Tyler	63,045	165,637	235,103	15,627	86,480	11,264	19,174	696	1,652	_	8,060	606,738
Upper Cumberland	39,693	130,873	95,475	5,183	40,060	4,934	4,711	106	1,467	853	2,003	325,358
Upstate South												
Carolina	115,659	366,093	226,489	110,980	105,124	51,329	14,680	895	1,695	1,600	8,607	1,003,151
Vermont-New												
Hampshire	118,129	386,380	128,784	108,958	80,703	24,513	5,654	812	957	8,417	2,717	866,024
Wabash Valley	37,056	112,919	88,120	21,856	18,232	1,295	4,753	566	294	1,229	5,515	291,835
West Virginia	91,713	212,586	145,478	25,525	46,617	10,257	6,219	1,088	2,303	16,020	17,674	575,480
Western New York	141,742	427,268	147,570	33,650	81,307	83,852	17,376	1,587	_	235	5,162	939,749
Wichita Falls	42,417	49,893	93,300	46,650	11,677	_	_	54	_	_	1,808	245,799
Wyoming	62,815	172,774	322,515	45,972	68,277	63,000	8,510	199	5,141	6,844	3,963	760,010
Total Affiliates	25,964,111	80,388,827	49,319,676	15,420,178	23,567,936	6,378,186	2,026,637	100,920	358,008	921,365	1,259,668	205,705,512
Headquarters total	49,526,380	65,362,962	9,085,780	4,777,192	27,464,204	5,073,423	625,371	19,435	621,138	1,238,038	1,096,191	164,890,114
Eliminations	(25,964,111)	(2,589,915)	(2,536,684)	(1,404,225)	(260,103)				_	(75,000)	(287,050)	(33,117,088)
Consolidated total	\$ 49,526,380	\$ 143,161,874	\$55,868,772	\$18,793,145	\$50,772,037	\$ 11,451,609	\$ 2,652,008	\$ 120,355	\$ 979,146	\$ 2,084,403	\$ 2,068,809	\$ 337,478,538

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