AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2013 (with comparative totals for December 31, 2012)

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McKinley, Cooper & Co., LLC CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

To the Board of Directors Dining for Women Greenville, South Carolina

We have audited the accompanying financial statements of Dining for Women (a nonprofit organization), which comprise the statement of financial position as of December 31, 2013, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America. This includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dining for Women as of December 31, 2013, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

American Institute of Certified Public Accountants S.C. Association of Certified Public Accountants



To the Board of Directors Dining for Women April 21, 2014

Report on Summarized Comparative Information

We have previously audited the Dining for Women's 2012 financial statements, and our report dated April 22, 2013 expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

McKinley, Cooper & Co., UC

April 21, 2014

STATEMENT OF FINANCIAL POSITION DECEMBER 31, 2013

(with comparative totals for December 31, 2012)

ASSETS

| 1100010 | | | Temporarily | | Totals | | | |
|---------------------------------------|--------------|---------|-------------|-------|--------|---------|----|---------|
| | Unrestricted | | Restricted | | | 2013 | | 2012 |
| CURRENT ASSETS | | | | | | | | |
| Cash and cash equivalents | \$ | 600,574 | \$ | 1,778 | \$ | 602,352 | \$ | 390,041 |
| Investments | | - | | - | | - | | 5,010 |
| Pledges receivable | | _ | | - | | - | | 879 |
| Other receivable | | 29,910 | | | | 29,910 | | - |
| Total assets | \$ | 630,484 | \$ | 1,778 | \$ | 632,262 | \$ | 395,930 |
| LIABILITIES AND NET ASSETS | | | | | | | | |
| CURRENT LIABILITIES | | | | | | | | |
| Accounts payable and accrued expenses | \$ | 12,603 | \$ | - | \$ | 12,603 | \$ | 3,041 |
| Programs payable | | 358,344 | | - | | 358,344 | | 244,691 |
| Deferred revenue | | 12,500 | | - | | 12,500 | | 20,500 |
| Grant program reserve | | 41,156 | | | | 41,156 | | 13,661 |
| Total current liabilities | | 424,603 | | | | 424,603 | | 281,893 |
| NET ASSETS | | | | | | | | |
| Unrestricted | | 205,881 | | - | | 205,881 | | 112,259 |
| Temporarily restricted | | | | 1,778 | | 1,778 | | 1,778 |
| Total net assets | | 205,881 | | 1,778 | | 207,659 | | 114,037 |
| Total liabilities and net assets | \$ | 630,484 | \$ | 1,778 | \$ | 632,262 | \$ | 395,930 |

STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2013 (with comparative totals for 2012)

| | Unrestricted | | Ten | porarily | Totals | | | |
|---|--------------|-----------|------------|----------|--------|-----------|----|-----------------|
| | | | Restricted | | 2013 | | | 2012 |
| SUPPORT AND REVENUE | | | | | | | | |
| Contributions for programs | \$ | 867,564 | \$ | - | \$ | 867,564 | \$ | 790,896 |
| Contributions for operations | | 369,071 | | - | | 369,071 | | 276,617 |
| Interest | | 9 | | - | | 9 | | 6 |
| Chapter registration fees and conferences | | 42,070 | | - | | 42,070 | | 16,968 |
| Total support and revenue | | 1,278,714 | | - | | 1,278,714 | | 1,084,487 |
| EXPENSES | | | | | | | | |
| Program services | | 949,131 | | - | | 949,131 | | <i>7</i> 91,281 |
| Supporting services | | 176,904 | | - | | 176,904 | | 175,956 |
| Fundraising | | 59,057 | | - | _ | 59,057 | | 45,064 |
| Total expenses | | 1,185,092 | | | | 1,185,092 | | 1,012,301 |
| INCREASE IN NET ASSETS | | 93,622 | | - | | 93,622 | | 72,186 |
| NET ASSETS, beginning of year | | 112,259 | | 1,778 | | 114,037 | | 41,851 |
| NET ASSETS, end of year | \$ | 205,881 | \$ | 1,778 | \$ | 207,659 | \$ | 114,037 |

STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2013 (with comparative totals for 2012)

| | Program | | Supporting | | Totals | | | | | |
|---|---------|---------|------------|---------|--------|----------|----|-----------|----|-----------|
| | | ervices | s | ervices | Fur | draising | | 2013 | | 2012 |
| Wages | \$ | 106,839 | \$ | 52,643 | \$ | 16,645 | \$ | 176,127 | \$ | 158,458 |
| Benefits | | 6,893 | | 3,664 | | 859 | | 11,416 | | 7,475 |
| Taxes | | 8,496 | | 4,175 | | 1,334 | | 14,005 | | 8,521 |
| Total compensation and benefits | | 122,228 | | 60,482 | | 18,838 | | 201,548 | | 174,454 |
| Contributions to programs | | 697,848 | | - | | - | | 697,848 | | 698,653 |
| Grant reserves | | 27,495 | | - | | - | | 27,495 | | - |
| Contract labor | | 29,000 | | 3,869 | | - | | 32,869 | | -, |
| Program education | | 6,445 | | - | | - | | 6,445 | | 2,158 |
| Program selection | | 3,900 | | - | | - | | 3,900 | | - |
| Conferences | | 38,543 | | 2,257 | | - | | 40,800 | | - |
| Board retreat | | 3,399 | | 396 | | - | | 3,795 | | 506 |
| Annual appeal | | - | | - | | 3,659 | | 3,659 | | 3,505 |
| Advertising/promotion | | 7,175 | | - | | 6,975 | | 14,150 | | 2,595 |
| Printing | | 1,134 | | - | | 1,769 | | 2,903 | | 914 |
| Postage and delivery | | 660 | | 413 | | 162 | | 1,235 | | 2,145 |
| Training | | - | | - | | - | | - | | 1,250 |
| Taxes, licences, and permits | | 100 | | 4,008 | | - | | 4,108 | | - |
| Travel and meals | | 7,172 | | 1,168 | | 5,136 | | 13,476 | | 11,279 |
| Professional services | | - | | 22,475 | | 100 | | 22,575 | | 37,160 |
| Volunteer recognition | | 491 | | 101 | | 38 | | 630 | | 527 |
| Website | | - | | 3,649 | | - | | 3,649 | | 4,461 |
| Computer software, hardware, and supplies | | 646 | | 3,706 | | 80 | | 4,432 | | 5,784 |
| Office supplies and small equipment | | 185 | | 3,000 | | - | | 3,185 | | 2,512 |
| Rent | | - | | 17,700 | | - | | 17,700 | | 12,000 |
| Insurance | | - | | 2,705 | | - | | 2,705 | | 2,584 |
| Communications | | 965 | | 3,015 | | 842 | | 4,822 | | 3,018 |
| Professional development | | 1,165 | | 115 | | - | | 1,280 | | - |
| Membership fees | | - | | 485 | | 490 | | 975 | | - |
| Credit card, Paypal fees | | - | | 47,135 | | 100 | | 47,235 | | 44,040 |
| Cost of products sold | | - | | - | | 20,868 | | 20,868 | | 1,429 |
| Other | | 580 | | 225 | | | | 805 | | 1,327 |
| Total expenses | \$ | 949,131 | \$ | 176,904 | \$ | 59,057 | \$ | 1,185,092 | \$ | 1,012,301 |
| Percentage of total | | 80% | | 15% | | 5% | | 100% | | |

STATEMENT OF CASH FLOWS YEAR ENDED DECEMBER 31, 2013 (with comparative totals for 2012)

| | | 2013 | 2012 | | |
|--|----|----------|------|----------|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | | |
| Change in net assets | \$ | 93,622 | \$ | 72,186 | |
| Adjustments to reconcile changes in net assets | | | | | |
| to net cash provided by operating activities | | | | | |
| (Increase) decrease in receivables | | (29,031) | | (29) | |
| Increase (decrease) in accounts payable and accrued expenses | | 9,562 | | (14,476) | |
| Increase (decrease) in programs payable | | 113,653 | | 178,143 | |
| Increase (decrease) in deferred revenue | | (8,000) | | 20,500 | |
| Increase (decrease) in grant program reserve | | 27,495 | | 13,661 | |
| Net cash provided (used) by operating activities | | 207,301 | | 269,985 | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | | |
| (Increase) decrease in investments | | 5,010 | | (5,010) | |
| Net cash provided (used) by operating activities | | 5,010 | | (5,010) | |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | | 212,311 | | 264,975 | |
| CASH AND CASH EQUIVALENTS, beginning of year | | 390,041 | | 125,066 | |
| CASH AND CASH EQUIVALENTS, end of year | \$ | 602,352 | \$ | 390,041 | |

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2013

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Dining for Women is a South Carolina nonprofit corporation chartered in 2003. Its purpose is to empower women living in extreme poverty by funding worldwide programs fostering physical, emotional, and economic self-sufficiency through the power of collective giving.

Basis of Accounting

The financial statements of the Organization have been prepared on the accrual basis of accounting whereby revenues are recognized when earned and expenses are recorded when incurred.

Financial Statement Presentation

The Organization's financial statements are presented in accordance with FASB ASC 958-205 Not-for-Profit Presentation of Financial Statements. In accordance with FASB ASC 958-205, the Organization reports 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. In addition, the Organization is required to present a statement of cash flows.

Income Tax Status

The Organization has obtained exemption from federal income taxes under Section 501(c)(3) of the Internal Revenue Code as an organization which is not a private foundation as well as an eleemosynary corporation recognized in South Carolina. Therefore, no provision for income taxes has been included in the financial statements.

Financial Accounting Standards Board (FASB) ASC 740-10 prescribes a comprehensive model for how an organization should measure, recognize, present, and disclose in its financial statements uncertain tax positions that the Organization has taken or expects to be taken on a tax return. In accordance with FASB ASC 740-10, the Organization recognizes the tax benefits from uncertain tax positions only if it is more-likely-than-not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Organization's income tax filings are subject to audit by various taxing authorities. The Organization's open audit periods are 2010-2013. Management believes there was no significant impact on the Organization's financial statements as a result of the adoption of ASC 740-10.

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, pledges receivable, and current liabilities approximate fair value because of the terms and relative short maturity of these financial instruments.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Organization considers all unrestricted highly liquid investments with an original maturity of three months or less to be cash equivalents.

Restricted and Unrestricted Revenue and Support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. When a restriction expires (that is, when a stipulated time restriction ends or 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. Contributions received with donor-imposed restrictions that are met in the same year in which the contributions are received are classified as unrestricted contributions.

Donated Services

No amounts have been reflected in the financial statements for donated services. The Organization pays for most services requiring specific expertise. However, many individuals volunteer their time and perform a variety of tasks that assist the Organization with specific programs and various committee assignments.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect 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 expenses during the reporting period. Actual results could differ from those estimates.

Investments

Investments in equity securities with readily determinable fair values are measured at fair value in the statement of financial position. Donations and gifts made to the Organization in the form of stock or other securities are liquidated as soon as possible to avoid capital gains and/or losses.

Prior Year Information

The financial statements include certain prior year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2012, from which the summarized information was derived.

NOTE 2 – RECEIVABLES

Pledges receivable represents the amount of unconditional promises to give expected to be collected during the next fiscal year.

Other receivable represents the amount receivable from donations to Dining for Women through an internet charitable giving processing service. The donation amounts are remitted to Dining for Women on a monthly basis.

NOTE 3 – NET ASSET CLASSIFICATIONS

Temporarily restricted net assets at December 31, 2013 and 2012, consist of contributions collected, but not yet disbursed for intended purposes. Temporarily restricted net assets are comprised of the following amounts and purposes at December 31, 2013 and 2012:

 Scholarship program
 2013
 2012

 \$ 1,778
 \$ 1,778

NOTE 4 – LEASES

The Organization leases office space from a third party. Rent expense for the years ended December 31, 2013 and 2012 was \$17,700 and \$12,000, respectively. The original lease agreement ended on December 31, 2012 and was renewed through February 28, 2016. The lease agreement calls for monthly rent of \$1,600 through February 28, 2014, monthly rent of \$1,700 through February 28, 2015, and monthly rent of \$1,800 through February 28, 2016.

NOTE 5 - CONTRIBUTIONS TO PROGRAMS

Contributions by Dining for Women to programs for the years ended December 31, 2013 and 2012 are comprised of the following:

| 2013 | | | 2012 | |
|----------------------------------|--------|---------|-----------------------------|---------------|
| BOMA Fund | \$ | 15,000 | India Literacy Project | \$ 2,826 |
| Matrichaya | 15,000 | | Project Muso | 13,728 |
| Heshima Kenya | | 50,000 | Nepal Youth Foundation | 46,831 |
| Village Enterprise | | 15,000 | Starfish One by One | 47,315 |
| Lotus Outreach | | 15,000 | Women's Earth Alliance | 60,091 |
| Midwives for Haiti | | 50,000 | Afghan Friends Network | 72,616 |
| Friendship Bridge | | 15,000 | Children of Vietnam | 60,526 |
| Nepal Teacher Training Institute | | 48,369 | Maasai Girls Education Fund | 33,115 |
| PINCC | | 15,000 | Huru International | 33,138 |
| MayaWorks | | 50,000 | Transitions Global | 54,263 |
| Breaking Ground | | 45,848 | Global Grassroots | 50,628 |
| One Heart World-Wide | | 50,000 | Health in Harmony | 33,000 |
| Stove Team International | | 42,312 | Anchal | 63,110 |
| INMED | | 15,000 | INMED | 15,000 |
| Foundation Rwanda | | 49,898 | The Pachamama Alliance | 61,491 |
| The Unforgotten | | 41,100 | Girl Determined | 37,935 |
| Thirteen Threads | | 15,000 | Other | 13,040 |
| CREATE | | 50,431 | | \$ 698,653 |
| Rubia | | 15,000 | | |
| ASSET | | 45,000 | | |
| Smiles on Wings | | 36,867 | | |
| Other | Φ. | 3,023 | | |
| | \$ | 697,848 | | |

NOTE 6 – PROGRAM PAYABLE

The Organization receives funds designated for a different Charity each month. The payments are remitted approximately 75 days after the month-end. Payables at December 31, 2013 and 2012 are due to the following programs:

| 2013 | | 2012 |
|----------------------------------|---------------|------------------------------------|
| CREATE | \$ 25,215 | Afghan Friends Network \$ 34,819 |
| Foundation Rwanda | 49,898 | Anchal 49,337 |
| INMED Partnerships for Children | 15,000 | Oxlajuj B'atz 15,000 |
| Nepal Teacher Training Institute | 24,184 | The Pachamama Alliance 61,491 |
| The Unforgotten | 41,100 | Girl Determined 37,935 |
| Thirteen Threads | 15,000 | Massai Girls Education Fund 15,904 |
| Lotus Outreach | 31,922 | Children of Vietnam 30,099 |
| Girl Determined | 25,000 | Other Programs 106 |
| Heshima Kenya | 25,000 | \$ 244,691 |
| Breaking Ground | 22,924 | |
| Rubia | 15,000 | |
| ASSET | 45,000 | |
| Smiles on Wings | 15,000 | |
| Other | 8,101 | |
| | \$ 358,344 | |
| | | |

NOTE 7 – FAIR VALUE MEASUREMENTS

The FASB Fair Value Measurement standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosure about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable. The Organization has adopted this standard for its financial assets and liabilities measured on a recurring and nonrecurring basis (ASC 820-10).

Fair Value Measurement defines fair value as the amount that would be received from the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants, (i.e., an exit price). To estimate an exit price, a three-tier hierarchy is used to prioritize the inputs:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Organization has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or by other means.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Inputs refer broadly to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics and other factors.

The following tables summarize the valuation of the Organization's financial assets measured at fair value as of December 31, 2013, based on the level of input utilized to measure fair value:

| Assets measured at fair value | Level 1 | | 2012 |
|----------------------------------|---------|-------|-------------|
| Stocks and exchange traded funds | \$ | 5,010 | \$ 5,010 |
| Total assets at fair value | \$ | 5,010 | \$ 5,010 |

Prices for equity stocks and options are readily available in the active markets in which those securities are traded, and the resulting fair values are shown in the "Level 1" valuations.

While the Organization believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting rate.

NOTE 8 – DEFERRED REVENUE

Deferred revenue consists of grant proceeds received for which the Organization has not yet incurred the corresponding expenses. These amounts will be recorded in the statement of activities when the activities are completed.

NOTE 9 – CREDIT RISK

Financial instruments that potentially subject the Organization to credit risk consist principally of cash at financial institutions and investments. At times, the balances in cash accounts may be in excess of FDIC insurance limits. At December 31, 2013, the Organization's uninsured cash balances totaled \$363,036.

NOTE 10 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through April 21, 2014, which is the date the financial statements were available to be issued.