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INDEPENDENT AUDITOR'S REPORT

The Board of Directors Institute of Noetic Sciences Petaluma, California

We have audited the accompanying statements of financial position of the Institute of Noetic Sciences (a nonprofit corporation) as of June 30, 2012 and 2011 and the related statements of activities, functional expenses and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Institute of Noetic Sciences as of June 30, 2012 and 2011 and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

HOLDEN & COMPANY LLP

Thomás J. Holden Certified Public Accountant

San Rafael, California February 22, 2013

INSTITUTE OF NOETIC SCIENCES STATEMENT OF FINANCIAL POSITION JUNE 30, 2012 and 2011

	2012					2011		
		SSETS Tempora	•	Permanently				
CURRENT ASSETS	Unrestricted	Restrict	ed	Restricted		Total		
Cash	\$ 41,917	\$ 284	,141	\$ 606	5 \$	326,664	\$	1,163,403
Accounts Receivable	77,093	φ 20-1	,1-11	Ψ	, ψ	77,093	Ψ	84,376
Interfund Receivable (Payable)	(605,460)	398	,292	207,168	}	0		0
Inventory	36,544					36,544		30,992
Prepaid Expenses and Deposits	9,869					9,869		26,489
Total Current Assets	(440,037)	682	,433	207,774	L .	450,170		1,305,260
FIXED ASSETS								
Fixed Assets	10,533,653					10,533,653		10,245,748
Less: Accumulated Depreciation	(2,888,696)	_				(2,888,696)		(2,606,680)
Net Fixed Assets	7,644,957					7,644,957		7,639,068
OTHER ASSETS Intangibles, Net of								
Accumulated Amortization of \$201,827	128,434					128,434		238,522
TOTAL ASSETS	\$ 7,333,354	\$ 682	,433	\$ 207,774	\$	8,223,561	\$	9,182,850
	LIABILITIES	& NET AS	SSETS					
CURRENT LIABILITIES								
Accounts Payable	\$ 235,082				\$	235,082	\$	165,314
Accrued Interest on Notes	96					96		35,414
Accrued Vacation Payable	123,230					123,230		144,043
Deferred Revenue	170,237	_				170,237		390,895
Total Current Liabilities	528,645					528,645		735,666
LONG-TERM LIABILITIES:								
Note Payable, Long Term	1,000,000	_				1,000,000		875,000
Total Long-Term Liabilities	1,000,000	-				1,000,000		875,000
TOTAL LIABILITIES	\$ 1,528,645	=			\$	1,528,645	\$	1,610,666
	<u>NET</u>	<u>ASSETS</u>						
Unrestricted Net Assets	\$ 5,804,709				\$	5,804,709	\$	6,605,765
Temporarily Restricted	· · · · · · · · · · · · · · · · · · ·	682	,433			682,433		762,624
Permanently Restricted				207,774		207,774		203,795
TOTAL NET ASSETS	5,804,709	682	,433	207,774	\$	6,694,916	\$	7,572,184
TOTAL LIABILITIES AND NET ASSETS	\$ 7,333,354	\$ 682	,433	\$ 207,774	\$	8,223,561	\$	9,182,850

INSTITUTE OF NOETIC SCIENCES STATEMENT OF ACTIVITIES YEARS ENDED JUNE 30, 2012 and 2011

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2012	Total 2011
REVENUES, GAINS, AND OTHER SUPPORT					
SUPPORT					
Contributions	\$ 581,721	\$ 693,518		\$ 1,275,239	\$ 1,575,201
Memberships	659,140			659,140	693,860
Total Support	1,240,861	693,518		1,934,379	2,269,061
REVENUES					
Mailing List Rentals, Net	1,639			1,639	1,701
Facility Rentals	1,726,121			1,726,121	1,688,289
Conferences and Events	78,367			78,367	0
Interest and Dividends	1,381	320		1,701	3,869
Interfund Interest	(3,979)		\$ 3,979		
Sales of Books, CDs and DVDs, Net	120,763			120,763	29,805
Royalties, Fees, & Other	118,263			118,263	60,571
Total Revenues	2,042,555	320	3,979	2,046,854	1,784,235
TOTAL SUPPORT AND REVENUES	3,283,416	693,838	3,979	3,981,233	4,053,296
EXPENSES					
PROGRAM SERVICES					
Research	754,053			754,053	551,117
Education	3,047,233			3,047,233	2,998,791
Eco Design	44,869			44,869	44,191
Total Program Services	3,846,155			3,846,155	3,594,099
SUPPORTING SERVICES					
Management and General	582,526			582,526	460,138
Fundraising	429,820			429,820	470,114
Total Supporting Services	1,012,346			1,012,346	930,252
TOTAL EXPENSES	4,858,501			4,858,501	4,524,351
Contributions Released from Restrictions	774,029	(774,029)		0	0
CHANGE IN NET ASSETS	(801,056)	(80,191)	3,979	(877,268)	(471,055)
NET ASSETS AT BEGINNING OF YEAR	6,605,765	762,624	203,795	7,572,184	8,043,239
NET ASSETS AT END OF YEAR	\$ 5,804,709	\$ 682,433	\$ 207,774	\$ 6,694,916	\$ 7,572,184

INSTITUTE OF NOETIC SCIENCES STATEMENT OF FUNCTIONAL EXPENSES YEAR ENDED JUNE 30, 2012

PROGRAM SERVICES

SUPPORTING SERVICES

	Re	esearch	Ec	ducation	Eco	Design	Total Program Services	8	Mgmt & General	Fu	ndraising	Total apporting Services	E	Total xpenditures
Salaries	\$	285,203	\$	1,306,965	\$	35,543	\$ 1,627,711	\$	256,939	\$	256,511	\$ 513,450	\$	2,141,161
Occupancy		77,400		326,923		1,633	405,956		29,970		12,762	42,732		448,688
Retreats and Events		8,510		375,177		0	383,687		21,784		37,192	58,976		442,663
Employee Benefits		41,115		188,412		5,124	234,651		37,040		36,979	74,019		308,670
Grants and Honoraria		274,096		15,000		0	289,096		9,996		0	9,996		299,092
Data and Telecomm		8,331		209,651		0	217,982		22,385		50,333	72,718		290,700
Depreciation		9,170		258,422		0	267,592		12,924		1,500	14,424		282,016
Payroll Taxes		20,615		94,472		2,569	117,656		18,572		18,541	37,113		154,769
Outreach		798		94,852		0	95,650		175		6,120	6,295		101,945
Professional Fees		75		10,000		0	10,075		80,772		0	80,772		90,847
Office		5,244		38,143		0	43,387		21,702		3,703	25,405		68,792
Printing and Publications		9,986		52,522		0	62,508		2,378		3,144	5,522		68,030
Interest		0		0		0	0		59,511		0	59,511		59,511
Merchant Service Fees		0		48,781		0	48,781		0		0	0		48,781
Postage and Mailing		1,002		22,275		0	23,277		2,320		1,811	4,131		27,408
Travel		12,508		5,638	-	0	 18,146		6,058		1,224	 7,282	-	25,428
Total Functional Expenses	\$	754,053	\$	3,047,233	\$	44,869	\$ 3,846,155	\$	582,526	\$	429,820	\$ 1,012,346	\$	4,858,501

INSTITUTE OF NOETIC SCIENCES STATEMENT OF CASH FLOWS YEAR ENDED JUNE 30, 2012 and 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ (877,268)	\$ (471,055)
Adjustments to Reconcile Change in Net Assets to Net Cash Used by		
Operating Activities:		
Depreciation	282,016	266,390
Amortization	110,088	91,739
Changes In Assets & Liabilities		
(Increase) Decrease In Accounts Receivable	7,282	(8,860)
(Increase) Decrease In Inventory	(5,552)	(3,055)
(Increase) Decrease In Prepaid Expense and Deposits	16,620	(2,824)
Increase (Decrease) In Accounts Payable	69,769	9,193
Increase (Decrease) In Accrued Interest on Notes	(35,318)	22,092
Increase (Decrease) In Accrued Vacation Payable	(20,813)	17,413
Increase (Decrease) In Deferred Revenue	(220,658)	309,545
Net Cash Provided (Used) in Operating Activities	(673,834)	230,578
CASH FLOWS USED IN FINANCING ACTIVITIES		
Principal Draws on Lines of Credit	125,000	575,000
Principal Payments on Lines of Credit	0	0
Net Cash Provided (Used) in Financing Activities	125,000	575,000
CASH FLOWS PROVIDED (USED) IN INVESTING ACTIVITIES		
Development of Website	0	(46,590)
Purchase of Fixed Assets	(287,905)	(359,985)
Net Cash Provided (Used) in Investing Activities	(287,905)	(406,575)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(836,739)	399,003
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,163,403	764,400
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 326,664	\$ 1,163,403
Supplemental Disclosures of Cash Flow Information:		
Interest Expense	\$ 53,644	\$ 13,400

INSTITUTE OF NOETIC SCIENCES STATEMENT OF CASH FLOWS YEAR ENDED JUNE 30, 2011 and 2010

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in Net Assets	\$ (471,055)	\$ (333,370)
Adjustments to Reconcile Change in Net Assets to Net Cash Used by		
Operating Activities:		
Depreciation	266,390	257,478
Amortization	91,739	0
Changes In Assets & Liabilities		
(Increase) Decrease In Accounts Receivable	(8,860)	(5,854)
(Increase) Decrease In Inventory	(3,055)	(6,604)
(Increase) Decrease In Prepaid Expense and Deposits	(2,824)	3,532
Increase (Decrease) In Accounts Payable	9,193	(59,833)
Increase (Decrease) In Accrued Interest on Notes	22,092	13,322
Increase (Decrease) In Accrued Vacation Payable	17,413	20,788
Increase (Decrease) In Deferred Revenue	309,545	32,780
Net Cash Provided (Used) in Operating Activities	230,578	(77,761)
CASH FLOWS USED IN FINANCING ACTIVITIES		
Principal Draws on Lines of Credit	575,000	550,000
Principal Payments on Lines of Credit	0	(250,000)
Net Cash Provided (Used) in Financing Activities	575,000	300,000
CASH FLOWS PROVIDED (USED) IN INVESTING ACTIVITIES		
Liquidation of Investments	0	186,788
Development of Website	(46,590)	(283,671)
Purchase of Fixed Assets	(359,985)	(60,698)
Net Cash Provided (Used) in Investing Activities	(406,575)	(157,581)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	399,003	64,658
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	764,400	699,742
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 1,163,403	\$ 764,400
Supplemental Disclosures of Cash Flow Information:		
Interest Expense	\$ 13,400	\$ 0

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

The Institute of Noetic Sciences (the Organization), founded in 1973, is a non-profit corporation whose mission is to broaden the knowledge of the nature and potentials of the mind and consciousness and to apply that knowledge to enhancing human well-being and the quality of life on the planet. The Organization's activities include operating a transformative learning center and research laboratory, catalyzing learning communities, developing essential curriculum, creating integrated multimedia communications, demonstrating sustainable ecology, expanding its global membership and inspiring public dialog. The public is educated about the latest findings in these areas through publications, conferences, and the Organization's website. The Organization receives the majority of its funding through private contributions, membership dues and a transformative learning center.

Programs and activities include:

Research – Providing small grants for leading-edge scientific and scholarly research.

Education – Includes lectures, conferences, books, research reports and monographs by leading scientists, philosophers and scholars.

Membership Activities – Offering opportunities for individuals to blend available knowledge with their own experiences. Members are invited to participate in local groups, lectures and field research.

Eco-Design – Includes the design of a demonstration center of regenerative design and sustainable practices.

Method of Accounting

The accrual method of accounting is used for financial statement purposes.

Depreciation and Capitalization

Fixed assets are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the respective assets, ranging from three to thirty years. Donated artwork is held on the books at its estimated fair market value at the date of donation, and, in accordance with Generally Accepted Accounting Principles (GAAP) is not depreciated. Depreciation expense for the years ended June 30, 2012 and 2011, was \$282,016 and \$266,390, respectively.

Maintenance and repairs are charged to operations when incurred. When property or equipment is sold or otherwise disposed of, the asset account and related accumulated depreciation account are reduced, and any gain or loss is included in operations.

Whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, management reviews the carrying amount of the asset to determine if there has been impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the undiscounted future net cash flows expected to be generated by that asset. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Management of the Organization believes that its long-lived assets are recoverable over the remaining useful lives.

Recognition of Revenue and Expenses

Revenue is recorded when earned and expenditures when incurred.

Accounts Receivable

Receivables are considered past due after 30 days.

Functional Expenditures

The organization reports its expenditures on a functional basis. Expenditures that are common to several functions are allocated among the pertinent functions.

Contributed Services

No amounts have been reflected in the financial statement for donated services. The Organization generally pays for services requiring specific expertise. However, many individuals volunteer their time and perform a variety of tasks that assist the Organization, but these services do not meet the criteria for recognition as contributed services.

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures.

Contributions

Contributions received are considered available and unrestricted for the general program unless temporarily or permanently restricted by the donor and are reflected in net assets as such. Funds are considered temporarily restricted if the donor imposes a restriction, which will either expire by the passage of time or will be fulfilled and removed, by actions of the Organization pursuant to those stipulations. At the time of fulfillment, those contributions are removed from the temporarily restricted category and are then considered unrestricted. As to permanently restricted assets, the donor-imposed restriction stipulates that such contributions be maintained permanently, but the Organization is allowed to use the income derived from such assets or fixed percentage of the fund. Donated property is recorded in the financial statements at the estimated fair market value at the date of receipt.

Inventories

Inventories are stated at the lower of cost or market with the average cost method for promotional merchandise and perpetual method for the retreat center bookstore. Inventories consist of promotional merchandise and the retreat center bookstore.

Intangible Assets

Intangible assets consist of development expenses for the website for the Organization. Amortization is computed using the straight-line method over the estimated useful life of three years with no residual value. Amortization expense for the year ended June 30, 2012 and 2011 was \$110,088 and \$91,739, respectively.

Sales Tax

Gross receipts are shown net of sales tax collected.

Vacation/Sick Pay

Vacation and sick pay's monthly accrual rate is based on each employee's length of employment. Both are accrued by the organization and are carried over to the next year, but only vacation time is guaranteed. The accrued balances for the years ended June 30, 2012 and 2011, was \$123,230 and \$144,043 respectively.

Bad Debt

The Organization elects to record bad debt using the direct write-off method. GAAP requires that the allowance method be used to reflect bad debts. However, the effect of the use of the direct write-off method is not materially different from the result that would be obtained had the allowance method been followed.

Income Taxes

The Organization is a not-for-profit organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and California franchise tax under Section 23701(d) of the Revenue and Taxation Code. The Organization used the same accounting methods for tax and financial reporting.

GAAP provides accounting and disclosure guidance about positions taken by the organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by the Organization in its federal and state exempt organization tax returns are more likely that not to be sustained upon examination. The Organization's returns for the years ended June 30, 2009, 2010 and 2011, are subject to examination by federal and state taxing authorities, generally for three years after they are filed.

NOTE 2 - CASH

The organization does not have any cash equivalents.

The Organization utilizes two banks to deposit cash funds. The Federal Deposit Insurance Corporation (FDIC), insured these accounts, to the extent that the accounts in any one bank did not exceed \$250,000. On June 30, 2012 the accounts exceeded \$250,000 by \$71,730. Such funds were at risk in the event of insolvency of the banking institutions.

NOTE 3 – INVENTORIES

Inventories at June 30, 2012 and 2011, consist of the following:

		2012	
			Lowest of
	<u>Cost</u>	<u>Market</u>	Cost or Market
Premium Merchandise	\$ 49,166	\$ 20,430	\$ 20,430
Retreat Center Bookstore	16,114	35,813	<u>16,114</u>
	<u>\$ 65,280</u>	<u>\$ 56,243</u>	<u>\$ 36,544</u>
		2011	
			Lowest of
	Cost	Market	Cost or Market
Premium Merchandise	\$ 55,296	\$ 19,354	\$ 19,354
Retreat Center Bookstore	11,638	25,664	<u>11,638</u>
	\$ 66,934	\$ 45,018	\$ 30,992

The Organization developed multi-media material from their research activities; some were offered to members as gifts (premium merchandise) and some were held for sale. Management estimates the market value of the premium merchandise at 35% or 100% and 35% of cost at June 30, 2012 and 2011, respectively.

NOTE 4 – FIXED ASSETS

Fixed assets at June 30, 2012 consist of the following:

	<u>(</u>	Cost		mulated eciation	Book <u>Value</u>
Land	\$ 4	4,800,000	\$	0	\$ 4,800,000
Buildings and Improvements	4	5,100,228	2,3	305,137	2,795,091
Furniture and Equipment		576,777	5	543,185	33,593
Trucks and Automobiles		52,848		40,374	12,473
Artwork		3,800		0	3,800
	\$ 10	,533,653	\$ 2,8	388,696	\$ 7,644,957

NOTE 5 – RELATED PARTY TRANSACTIONS

The organization has two lines of credit with George Zimmer, a board member. One line is a revolving line of credit available up to \$500,000. The other line of credit (Infrastructure Loan) was available for draws up to \$500,000 until June 30, 2010, additional draws were allowed in the current fiscal year due to an agreement with George Zimmer. Both loans have an interest rate of 5% with interest payable on June 30th of each calendar year commencing on June 30, 2010. The principal and unpaid interest is payable in full on June 30, 2014. Both loans are secured by the land and buildings of the organization. The revolving line of credit principal balance was \$500,000 at June 30, 2012. The infrastructure loan principal balance for the years ended June 30, 2012 and

NOTE 5 – RELATED PARTY TRANSACTIONS (continued)

2011, was \$500,000 and \$375,000 respectively. Accrued interest payable for the years ended June 30, 2012 and 2011, was \$0 and \$35,414 respectively.

The organization paid \$50,000 in professional fees to RDI Consulting, a company owned by Board Chairman Bill Sechrest.

NOTE 6 – NET ASSETS

Net assets are the Organization's residual interest in their assets remaining after their liabilities are deducted. Net assets are categorized by unrestricted, temporarily restricted and permanently restricted relating to such restrictions imposed by their contributors discussed in Note 1.

NOTE 7 – NET ASSETS RELEASED FROM RESTRICTIONS

This activity reflects those contributions previously temporarily restricted but have met those requirements described in Note 1 to become released from restrictions. At June 30, 2012 net assets released from restrictions for was \$774,029.

NOTE 8 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets as of June 30, 2012 and 2011 consist of contributions received, which are restricted for the following purposes:

	<u>2012</u>	<u>2011</u>
Research	\$ 644,615	\$ 711,836
Donor Advised Funds	<u>37,818</u>	50,788
	<u>\$ 682,433</u>	<u>\$ 762,624</u>

NOTE 9 – PERMANENTLY RESTRICTED NET ASSETS

Permanently restricted net assets as of June 30, 2012 and 2011 consist of cash and an interfund receivable in the amount of \$207,774 and \$203,795 respectively

NOTE 11 – LEASE INCOME

The Organization leases office space to other organizations that closely align with their charitable goals. Lease income was \$99,356 and \$37,792 for years ended June 30, 2012 and 2011 respectively. All leases are month to month at June 30, 2012. The leased fixed assets as of June 30, 2012 consist of the following:

		Accumulated		
	<u>Cost</u>	<u>Depreciation</u>	<u>Value</u>	
Buildings and Improvements	\$ 714,032	\$ 322,719	\$ 391,313	

NOTE 11 – LEASE EXPENSE

The Organization paid \$186,187 and \$101,927 for operating leases for the year ended June 30, 2012 and 2011 respectively. The Organization has the following minimum lease payments for the next five fiscal years for office space:

Year Ended	<u>Amount</u>
June 30, 2013	\$ 108,780
June 30, 2014	\$ 108,300
June 30, 2015	\$ 117,120
June 30, 2016	\$ 119,940

NOTE 12 – COST OF GOODS SOLD

Sales of books, CDs & DVDs are shown net of cost of goods sold on the statement of activities. In the year ended June 30, 2011 the Organization started to sell digital copies of material through their online store, which has no inventory cost. Sales and cost of goods sold at June 30, 2012 and 2011 consist of the following:

	<u>2012</u>	<u>2011</u>
Digital Sales	\$ 93,866	\$ 9,988
Physical Sales	53,391	41,577
Cost of Goods Sold Net Sales	26,494 \$ 120,763	21,760 \$ 29,805

NOTE 13 – CONTINGENT LIABILITY

Pursuant to the terms of a contribution agreement, the Organization is obligated to donate the amount of \$504,560 to a non-profit organization in the event of sale of land located at their premises prior to October 25, 2017.

NOTE 14 – EVALUATION OF SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through January 15, 2012, the date which the financial statements were available to be issued.