

OPERATION CALIFORNIA, INC.
INDEX TO FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Operation California, Inc.
Los Angeles, California

We have audited the accompanying statements of financial position of Operation California, Inc., dba: Operation USA, (a non-profit organization) as of June 30, 2013 and the related statements of activities, functional expenses, and cash flows for the years then ended. The financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of Operation California, Inc. as of June 30, 2012, were audited by other auditors whose report dated September 28, 2012, expressed an unqualified opinion on those statements.

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 Operation California, Inc. as of June 30, 2013, 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.

Goldman Kurland and Mohidin, LLP

Goldman Kurland and Mohidin, LLP
Encino, California

October 17, 2013

OPERATION CALIFORNIA, INC.
 Statements of Financial Position
 June 30, 2013 and 2012

ASSETS

	<u>2013</u>	<u>2012</u>
Current Assets		
Cash	\$ 689,852	\$ 1,047,575
Accounts Receivable	123,258	53,290
Inventory	4,798,168	3,175,325
Prepaid expenses	<u>16,597</u>	<u>16,597</u>
Total Current Assets	<u>5,627,875</u>	<u>4,292,787</u>
Equipment		
Office Furniture and equipment	9,717	9,717
Computer equipment	79,532	79,532
Other equipment & supplies	337,318	337,318
Less: accumulated depreciation	<u>(87,950)</u>	<u>(84,710)</u>
Total Property and Equipment	<u>338,617</u>	<u>341,857</u>
Other Assets		
Security deposits	<u>5,800</u>	<u>5,800</u>
TOTAL ASSETS	<u>\$ 5,972,292</u>	<u>\$ 4,640,444</u>

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
 Statements of Financial Position
 June 30, 2013 and 2012

LIABILITIES AND NET ASSETS

	<u>2013</u>	<u>2012</u>
Current Liabilities		
Accounts payable	\$ 7,220	\$ 32,227
Total Current Liabilities	<u>7,220</u>	<u>32,227</u>
 Net Assets		
Unrestricted	701,554	976,482
Temporarily Restricted	<u>5,263,518</u>	<u>3,631,735</u>
Total Net Assets	<u>5,965,072</u>	<u>4,608,217</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u><u>\$ 5,972,292</u></u>	 <u><u>\$ 4,640,444</u></u>

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
 Statements of Activities
 Years Ended June 30, 2013 and 2012

	2013		
	Unrestricted	Temporarily Restricted	Total
<u>SUPPORT AND REVENUE</u>			
Support			
Contributio Individuals	\$ 253,425	\$ 102,372	\$ 355,797
Contributio Organizations	139,197	1,529,411	1,668,608
Total support	<u>392,622</u>	<u>1,631,783</u>	<u>2,024,405</u>
In-Kind Donations	<u>20,048,988</u>	-	<u>20,048,988</u>
Revenue			
Interest	223	-	223
Other	3,413	-	3,413
Total revenue	<u>3,636</u>	<u>-</u>	<u>3,636</u>
 TOTAL SUPPORT AND REVENUE	 20,445,246	 1,631,783	 22,077,029
<u>EXPENSES</u>			
Program	1,930,880	-	1,930,880
Administrative	209,383	-	209,383
Fund raising	153,766	-	153,766
In-Kind Contributions	18,426,145	-	18,426,145
Total Expenses	<u>20,720,174</u>	<u>-</u>	<u>20,720,174</u>
 INCREASE (DECREASE) IN NET ASSETS	 (274,928)	 1,631,783	 1,356,855
NET ASSETS, BEGINNING OF YEAR	<u>976,482</u>	<u>3,631,735</u>	<u>4,608,217</u>
NET ASSETS, END OF YEAR	<u>\$ 701,554</u>	<u>\$ 5,263,518</u>	<u>\$ 5,965,072</u>

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
 Statements of Activities
 Years Ended June 30, 2013 and 2012

	2012		
	Unrestricted	Temporarily Restricted	Total
<u>SUPPORT AND REVENUE</u>			
Support			
Contributio Individuals	\$ 256,516	\$ 100,122	\$ 356,638
Contributio Organizations	147,568	891,312	1,038,880
Total support	<u>404,084</u>	<u>991,434</u>	<u>1,395,518</u>
In-Kind Donations	<u>1,661,276</u>	-	<u>1,661,276</u>
Revenue			
Interest	506	-	506
Other	55,208	-	55,208
Total revenue	<u>55,714</u>	<u>-</u>	<u>55,714</u>
 TOTAL SUPPORT AND REVENUE	 2,121,074	 991,434	 3,112,508
<u>EXPENSES</u>			
Program	1,803,326	-	1,803,326
Administrative	295,971	-	295,971
Fund raising	171,702	-	171,702
In-Kind Contributions	1,925,405	-	1,925,405
Total Expenses	<u>4,196,404</u>	<u>-</u>	<u>4,196,404</u>
 INCREASE (DECREASE) IN NET ASSETS	 (2,075,330)	 991,434	 (1,083,896)
NET ASSETS, BEGINNING OF YEAR	<u>3,051,812</u>	<u>2,640,301</u>	<u>5,692,113</u>
NET ASSETS, END OF YEAR	<u>\$ 976,482</u>	<u>\$ 3,631,735</u>	<u>\$ 4,608,217</u>

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
 Statements of Functional Expenses
 Years Ended June 30, 2013 and 2012

	2013			Total
	Program Expense	Adminis- trative Expense	Fund Raising	
Accounting & legal	\$ -	\$ 20,032	\$ -	\$ 20,032
Advertising & promotion	-	-	824	824
Bank charges	-	8,800	-	8,800
Contributions to other non-profit organizations and direct project costs	1,291,470	-	-	1,291,470
Conferences & meetings	8,730	2,633	2,494	13,857
Depreciation	2,041	616	583	3,240
Dues & subscriptions	-	14,079	-	14,079
Equipment & supplies	4,366	1,317	1,246	6,929
Freight & transportation	40,780	-	-	40,780
Health Insurance	29,125	8,784	8,322	46,231
Insurance	18,642	5,622	5,326	29,590
Miscellaneous	372	112	106	590
Office supplies	8,626	2,601	2,465	13,692
Outside services	21,798	6,574	6,228	34,600
Payroll taxes	22,536	6,797	6,439	35,772
Payroll service fees	4,346	1,311	1,242	6,899
Pension plan contribution	5,076	1,531	1,450	8,057
Postage	8,180	2,467	2,337	12,984
Printing	2,431	733	695	3,859
Professional fees & consultants	2,489	751	711	3,951
Rent-space & equipment	39,155	11,809	11,187	62,151
Salaries	329,338	99,324	94,096	522,758
Security	-	1,692	-	1,692
Taxes & licenses	1,951	588	557	3,096
Telephone & telex	11,677	3,522	3,336	18,535
Travel & automobile	47,519	-	-	47,519
Utilities	-	3,337	-	3,337
Warehouse expenditures	15,804	-	-	15,804
Website	14,428	4,351	4,122	22,901
Total Expenses	<u>1,930,880</u>	<u>209,383</u>	<u>153,766</u>	<u>2,294,029</u>
In-Kind Contributions	18,426,145	-	-	18,426,145
Total Expenses	<u>\$ 20,357,025</u>	<u>\$ 209,383</u>	<u>\$ 153,766</u>	<u>\$ 20,720,174</u>

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
 Statements of Functional Expenses
 Years Ended June 30, 2013 and 2012

	2012			Total
	Program Expense	Adminis- trative Expense	Fund Raising	
Accounting & legal	\$ -	\$ 32,277	\$ -	\$ 32,277
Advertising & promotion	-	-	37,487	37,487
Bank charges	-	5,540	-	5,540
Contributions to other non-profit organizations and direct project costs	1,073,982	-	-	1,073,982
Conferences & meetings	1,542	1,068	356	2,966
Depreciation	4,421	3,060	1,020	8,501
Dues & subscriptions	-	13,139	-	13,139
Equipment & supplies	501	-	-	501
Freight & transportation	58,437	-	-	58,437
Health Insurance	21,480	14,871	4,957	41,308
Insurance	24,967	17,285	5,762	48,014
Miscellaneous	7,752	5,367	1,788	14,907
Office supplies	5,265	3,645	1,215	10,125
Outside services	32,275	22,344	7,449	62,068
Payroll taxes	18,819	13,028	4,343	36,190
Payroll service fees	-	-	-	-
Pension plan contribution	5,684	3,935	1,312	10,931
Postage	3,740	1,680	1,772	7,192
Printing	12,414	8,594	2,865	23,873
Professional fees & consultants	20,745	14,362	4,787	39,894
Rent-space & equipment	34,479	23,870	7,957	66,306
Salaries	383,789	103,108	85,923	572,820
Security	-	671	-	671
Taxes & licenses	1,931	1,337	446	3,714
Telephone & telex	9,807	6,790	2,263	18,860
Travel & automobile	59,218	-	-	59,218
Utilities	-	-	-	-
Warehouse expenditures	22,078	-	-	22,078
Website	-	-	-	-
Total Expenses	<u>1,803,326</u>	<u>295,971</u>	<u>171,702</u>	<u>2,270,999</u>
In-Kind Contributions	1,925,405	-	-	1,925,405
Total Expenses	<u>\$ 3,728,731</u>	<u>\$ 295,971</u>	<u>\$ 171,702</u>	<u>\$ 4,196,404</u>

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
 Statements of Cash Flows
 Years Ended June 30, 2013 and 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Increase (decrease) in net assets	\$ 1,356,855	\$ (1,083,896)
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities		
Depreciation	3,240	8,501
(Increase) decrease in operating assets		
Inventory	(1,622,843)	264,129
Accounts receivable	(69,968)	(53,290)
Prepaid expenses	-	4,879
Deposits	-	2,300
Increase (decrease) in operating liabilities		
Accounts payable	(25,007)	(13,594)
	(357,723)	(870,971)
NET CASH USED BY OPERATING ACTIVITIES	(357,723)	(870,971)
NET DECREASE IN CASH	(357,723)	(870,971)
CASH AT BEGINNING OF YEAR	1,047,575	1,918,546
CASH AT END OF YEAR	\$ 689,852	\$ 1,047,575

See accompanying accountants' report and notes to financial statements.

OPERATION CALIFORNIA, INC.
Notes to Financial Statements
Year Ended June 30, 2013

NOTE A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Operation California, Inc. is a not-for-profit public benefit corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code. Its principal activities are to solicit, collect and distribute donated supplies and make cash grants for relief to the victims of natural disasters in the United States and throughout the world. The cash donations collected by the Organization are spent primarily on their programs to carry out relief and development activities and to pay for the distribution of goods; for the cost of transportation of supplies; for field visits required to monitor the distribution of such supplies; and, for domestic and international grants and training programs in the relief and development field. The Organization also uses its dba: Operation USA, by which it is primarily known to the public.

Basis of Accounting

The accompanying financial statements are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Accordingly, the financial statements reflect all significant receivables, payables, and other liabilities.

Basis of Presentation

The Organization is required to report information regarding its financial position and activities according to three classes of assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets.

The costs of the program and supporting services have been reported on a functional basis. This requires the allocation of certain of the costs among the various programs and supporting services based on estimates made by management. Actual results could differ slightly from those estimates.

Donated Inventory and In-Kind Donations

The Organization measures its material aid program by the value of products physically delivered to intended beneficiaries. These products are donated by corporations and supplemented by procurement and cash grants to partner non-profit agencies. Products which Operation California, Inc. is storing for later delivery to intended beneficiaries are shown as inventory in these financial statements. The Organization has always received substantial amounts of donated services from health care professionals and from transportation companies. No amounts have been reflected in these financial statements for donated services or volunteer time.

Furniture and Equipment

Most office furniture and equipment have been donated and are recorded at the fair market value at the time of the donation. Purchased items are recorded at cost. Depreciation is computed using the straight-line method over the estimated lives of the individual assets, ranging from 5 to 10 years.

Concentration of Credit Risk:

The Organization maintains its cash in deposit accounts, which, at times, may exceed federally insured limits of \$250,000, as guaranteed by the Federal Deposit Insurance Corporation (FDIC). The

OPERATION CALIFORNIA, INC.
Notes to Financial Statements
Year Ended June 30, 2013

NOTE A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Organization has not experienced any losses in such accounts. Management believes the Organization is not exposed to any significant credit risk related to cash.

Functional Allocation of Expenses

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

Estimates

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

NOTE B. GOVERNMENT FUNDING

The Organization does not seek nor accept US government program funding for its international relief and development efforts.

NOTE C. COMMITMENTS AND CONTINGENT LIABILITIES

In July 2011, the Organization leased office facilities under a 5-year operating lease. Under the lease term, the Organization is required to pay a base rent of \$5,000 per month plus a prorated share of common area operating expenses.

Lease payments totaled \$62,150 for the year ended June 30, 2013.

The following is a schedule by years of future minimum lease payments required under the lease.

<u>Year ended June 30,</u>		
2014	\$	60,000
2015		60,000
2016		60,000
2017		10,000
	<u>\$</u>	<u>190,000</u>

The Organization has the use of a storage facility at 326 West "C" Street, Wilmington, California. The use of this facility has been provided free of charge from the Harbor Commission of the port of Los Angeles.

We are not aware of any pending claims or legal actions against the organization. The Organization carries a \$2,000,000 general liability policy as protection against such claims or lawsuits should they arise.

OPERATION CALIFORNIA, INC.
Notes to Financial Statements
Year Ended June 30, 2013

NOTE D. TEMPORARILY RESTRICTED NET ASSETS

For the year ended June 30, 2013, temporarily restricted net assets increased by \$1,631,783 to a total of \$5,263,518. Such temporarily restricted net assets relate to contributions specified for disasters rebuilding and program services of the California Community Clinic Support program in future years as follows:

Disasters Response and Rebuilding	\$ 4,797,529
California Clinic Program	465,989
	<u>\$ 5,263,518</u>

NOTE E. SUBSEQUENT EVENTS

The Organization has evaluated events subsequent to June 30, 2013 to assess the need for potential recognition or disclosure in the financial statements. Such events were evaluated through October 17, 2013, the date the financial statements were available to be issued. Based upon this evaluation, it was determined that no subsequent events occurred that require recognition or additional disclosure in the financial statements.