SOLAR SISTERS, INC. (A NOT-FOR-PROFIT ORGANIZATION) FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2013

SOLAR SISTER, INC. (A NOT-FOR-PROFIT ORGANIZATION)

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Farmer & First, P.C.

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Independent Auditors' Report

To the Board of Directors of Solar Sister, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of Solar Sister, Inc., which comprise the statement of financial position as of December 31, 2013, and the related statements of activities 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.

Auditors' 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 from 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 Solar Sister, Inc. 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.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information appearing on Page 16 is presented for purposes of additional analysis and is not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

The 2012 financial statements were reviewed by us and our report thereon; dated October 15, 2013 stated we were not aware of any material modifications that should be made to those statements for them to be in accordance with accounting principles generally accepted in the United States of America. However, a review is substantially less in scope than an audit and does not provide a basis for the expression of an opinion on the financial statements as a whole. The supplementary information appearing on Page 17 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information was subjected to the inquiry and analytical procedures applied in the review of the basic financial statements, and we did not become aware of any material modifications that should have been made to such information.

Fanner & First, PC

FARMER & FIRST, P.C.

Warren, Rhode Island July 15, 2014

SOLAR SISTER, INC. STATEMENTS OF FINANCIAL POSITION As of December 31, ASSETS

CURRENT ASSETS	2013	2012
Cash and cash equivalents	\$ 258,915	\$ 37,841
Accounts receivable, net	25,043	32,021
Travel advances receivable	13,700	-
Prepaid expenses	5,745	-
Inventory	 54,797	 23,420
TOTAL CURRENT ASSETS	 358,200	 93,282
PROPERTY AND EQUIPMENT		
Furniture and equipment	16,414	11,219
Accumulated depreciation	 (4,311)	 (1,856)
NET PROPERTY AND EQUIPMENT	 12,103	 9,363
INTANGIBLE ASSETS, NET	 1,853	
TOTAL ASSETS	\$ 372,156	\$ 102,645
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES		
Accounts payable	\$ 2,198	\$ -
Accrued expenses	12,054	11,548
Current portion of long term debt	3,000	-
TOTAL LIABILITIES	 17,252	 11,548
LONG-TERM DEBT		
Note Payable	 650	
TOTAL LIABILITIES	17,902	11,548
NET ASSETS	 <u> </u>	 <u> </u>
Unrestricted	(78,295)	19,190
Temporarily restricted	434,103	77,198
Accumulated other comprehensive income	 (1,554)	 (5,291)
TOTAL NET ASSETS	 354,254	 91,097
TOTAL LIABILITIES AND NET ASSETS	\$ 372,156	\$ 102,645

SOLAR SISTER, INC. STATEMENTS OF ACTIVITIES For the Years Ended December 31,

	2013			2012			
UNRESTRICTED NET ASSETS							
OPERATING SUPPORT							
Sales income	\$ 137,698		\$	102,536			
Less: cost of goods sold	(70,524)			(42,112)			
Net revenues from sales		\$ 67,174			\$ 60,424	1	
Grants		615,845			162,802	2	
Contributions		48,846			73,150)	
Donated goods and services		106,906			35,760)	
Interest income		66			18	3	
TOTAL OPERATING SUPPO	ORT	838,837			332,154	<u>+</u>	
OPERATING EXPENSES							
Program services		758,113			357,277	7	
Support services		176,455			76,971	L	
Fund raising		1,754			15,084	1	
TOTAL OPERATING EXPE	NSES	936,322			449,332	2	
DECREASE IN UNRESTRICTED		(97,485)			(117,178	3)	
NET ASSETS						2	
TEMPORARILY RESTRICTED NET	'ASSETS:						
Grants restricted for programs		872,750			100,000)	
Released from restrictions		(515,845)			(22,802	<u>2)</u>	
INCREASE IN TEMPORARILY RES	TRICTED						
NET ASSETS		356,905			77,198	3	
		* 250 (20)			* (* • • • • • •	_	
TOTAL CHANGE IN NET ASSE	15	\$ 259,420			\$ (39,980	<u>))</u>	
FOREIGN CURRENCY TRANSLATIO	Ν	3,737			(5,291)	
COMPREHENSIVE INCOME (LOSS	5)	\$ 263,157			\$ (45,271	<u>i)</u>	

See accompanying notes and independent accountants' audit report.

SOLAR SISTER, INC. STATEMENTS OF CHANGES IN NET ASSETS For the Year Ended December 31, 2013

	Un	restricted	emporarily Restricted	umulated Other prehensive Loss	Total
NET ASSETS, beginning of year	\$	19,190	\$ 77,198	\$ (5,291) \$	91,097
Increase/(decrease) in net assets Other comprehensive income		(97,485)	356,905		259,420
(foreign currency exchange)			 	 3,737	3,737
NET ASSETS, end of year	\$	(78,295)	\$ 434,103	\$ (1,554) \$	354,254

For the Year ended December 31, 2012

	U	nrestricted	mporarily estricted	Accumulate Comprehen		<u>Total</u>
NET ASSETS, beginning of year	\$	136,368	\$ -	\$	-	\$ 136,368
Increase/(decrease) in net assets Other comprehensive loss		(117,178)	77,198			(39,980)
(foreign currency exchange)		-	 -		(5,291)	(5,291)
NET ASSETS, end of year	\$	19,190	\$ 77,198	\$	(5,291)	\$ 91,097

See accompanying notes and independent accountants' audit report.

SOLAR SISTER, INC. STATEMENTS OF CASH FLOWS For the Years Ended December 31,

CASH FLOWS FROM OPERATING ACTIVITIES:	2013	2012
Increase/decrease in net assets	\$ 259,420	\$ (39,980)
Adjustments to reconcile change in net assets to net		
cash provided by operating activities:		
Depreciation and amortization	2,549	1,342
Increase/(decrease) in operating assets:		
Accounts receivable	6,978	(3,785)
Travel advance receivable	(13,700)	-
Prepaid expense	(5,745)	-
Inventories	(31,377)	(10,657)
Travel expense write offs	3,700	-
Increase in operating liabilities:		
Accounts payable	2,198	-
Accrued expenses	 506	 11,548
NET CASH USED IN OPERATING ACTIVITIES	 224,529	 (41,532)
CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchase of property, equipment, and intangibles	 (7,105)	 (6,356)
NET CASH USED IN INVESTING ACTIVITIES	 (7,105)	 (6,356)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds received from loan	3,650	20,000
Repayment of loan	 -	 (20,000)
NET CASH USED IN FINANCING ACTIVITIES	 3,650	
NET DECREASE IN CASH AND CASH EQUIVALENTS	221,074	(47,888)
CASH AND CASH EQUIVALENTS, January 1	 37,841	 85,729
CASH AND CASH EQUIVALENTS, December 31	\$ 258,915	\$ 37,841
Interest expense paid	\$ _	\$ 770

See accompanying notes and independent accountants' audit report.

NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities

Solar Sister, Inc. is a not-for-profit organization located in Bristol, Rhode Island and operating in various locations overseas. Its stated purpose is to empower women and girls in Africa providing light and energy using the natural power of the sun. The Organization accomplishes it objectives through grants such as USAID.

USAID program – The goal of the USAID program is to expand clean energy access in Uganda, Tanzania and the newly formed nation of South Sudan. Solar Sister recruits, trains, and launches grassroots green collar businesses for 3,000 Solar Sister Entrepreneurs who sell solar lights and mobile phone chargers to provide clean energy services to 1.6 million Africans over a three-year period.

Basis of Accounting

The Organization prepares its financial statements based on the accrual method of accounting and accordingly reflects all significant receivables, payables, and other liabilities.

Basis of Presentation

As required for not-for-profit entities, in the presentation of financial statements topic of FASB ASC 958-205-05, 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. There are presently no permanently restricted net assets.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Organization considered all highly liquid investments with an initial maturity of three months or less to be cash equivalents. The Organization places its U.S. temporary cash investments with high quality financial institutions. At times, such investments may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit.

<u>NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING</u> <u>POLICIES (Continued)</u>

Accounts Receivable

Accounts receivable are primarily unsecured non-interest-bearing amounts due from grantors on cost reimbursement or performance grants. Management believes that all outstanding accounts receivable are collectible in full, therefore no allowance for uncollectible receivables has been provided. Accounts receivable policies for the Organization changed during 2013, and the Organization no longer extends credit to the Entrepreneurs.

Inventory

Inventory is stated at the lower of cost (first-in, first-out method) or market. Inventory consists of solar powered devices sold to the general population by Solar Sister Entrepreneurs.

Fair Value of Financial Instruments

Cash, marketable securities, accounts receivable, accounts payable, accrued liabilities and debt are reflected in the financial statements at carrying amounts which approximate fair value.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses. Accordingly, actual results could differ from those estimates.

Net Assets

The financial statements report net assets and changes in net assets in three classes that are based upon the existence or absence of restrictions on use that are placed by its donors, as follows:

Unrestricted Net Assets

Unrestricted net assets are resources available to support operations. The only limits on the use of unrestricted net assets are the broad limits resulting for the nature of the organization, the environment in which it operates, the purposes specified in it corporate documents and its application for tax-exempt status, and any limits resulting from contractual agreements with creditors and others that are entered in-to in the course of its operations.

<u>NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING</u> <u>POLICIES (Continued)</u>

Temporarily Restricted Net Assets

Temporarily restricted net assets are resources that are restricted by a donor for use for a particular purpose or in a particular future period. The Organization's unspent_contributions are classified in this class if the donor limited their use, as are the unspent appreciation of its donor-restricted endowment funds.

When a donor's restriction is satisfied, either by using the resources in the manner specified by the donor or by the passage of time, the expiration of the restriction is reported in the financial statements by reclassifying the net assets from temporarily restricted to unrestricted net assets. Net assets restricted for acquisition of buildings or equipment (or less commonly, the contribution of those assets directly) are reported as temporarily restricted until the specified asset is placed in service by the organization, unless the donor provides more specific directions about the period of its use.

Property and Equipment and Depreciation

Acquisitions are recorded at cost, fair market value if contributed. Depreciation is provided using straight-line method over the estimated useful lives of the respective assets. Expenditures for repairs and maintenance are expensed as incurred. Depreciation expense for the years ended December 31, 2013 and 2012 amounted to \$2,233 and \$1,342, respectively. The estimated useful lives used in determining depreciation are 5 -7 years for computer equipment and office furniture.

Intangible Assets

The Organization registered a trademark during 2013 and recognizes it at cost and subsequently carries it at cost less accumulated amortization and accumulated impairment losses. FASB ASC 350-30-55 requires that intangible assets with definite lives be amortized over their estimated useful life and reviewed for impairment in accordance with ASC 350-30-35-19. The Company uses straight-line amortization over a period of ten years. Intangible asset amortization expense was \$97 and \$-0- for 2013 and 2012, respectively, and was recorded in support services of operating expenses in the Statement of Activities.

<u>NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING</u> <u>POLICIES (Continued)</u>

Contributions

The Organization has adopted FASB ASC 958-605-25 for contributions received and contributions made. As a result, contributions are recognized when amounts are received by the donor. Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted net assets depending on the existence or nature of any donor restrictions.

Grant Revenue

Grant revenue is recognized when the qualifying costs are incurred for costreimbursement grants or contracts or when a unit of service is provided for performance grants. Grant revenue from federal agencies is currently not subject to independent audit under the Office of Management and Budget Circular A-133. However, grantor agencies may subject the Organization to review. Such review could result in the disallowance of expenditures under the terms of the grant or reductions of future grant funds. Based on prior experience, the organization's management believes that costs ultimately disallowed, if any, would not materially affect the financial position of the organization.

Donated Materials, and Services

Services and materials are donated to the Organization by various individuals and organizations. Donated services were \$106,906 and \$35,760 for the years ended December 31, 2013 and 2012, respectively, recorded at fair market at the date of donation, and have been included in revenue and expenses, and capitalized when appropriate. In addition, the Organization occasionally receives various other donated materials and services; the value of which is not reflected in these statements since it is not susceptible to objective measurement or valuation.

Contributed professional services are recognized if the services received (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Functional Allocation of Expenses

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

General and administrative expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Organization.

Fundraising activities include publicizing and conducting fundraising campaigns; maintaining donor lists; conducting special fundraising events; and other activities involved with soliciting contributions from corporations, foundations, individuals, and others.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses. Accordingly, actual results could differ from those estimates.

Reclassifications

Certain accounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements.

Advertising

The Organization uses advertising to promote its programs within the communities it serves. The Organization's advertising expenses totaled \$12,064 and \$2,807 for the years ended December 31, 2013 and 2012, respectively.

Shipping and Handling Costs

The Organization expenses shipping and handling costs when incurred and such costs are included in cost of sales. Shipping and handling expenses totaled \$217 and \$3,429 for the years ended December 31, 2013 and 2012, respectively.

<u>NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING</u> <u>POLICIES (Continued)</u>

Contingencies and Concentrations

Three grantors provided 76% of the total grants received by the Organization and 89% of total revenue generated during the year ended December 31, 2013.

Two grantors provided 83% of the total grants received by the Organization and 44% of total revenue generated during the year ended December 31, 2012. The financial health of the Organization depends on the continued support of its grantors and contributors.

The Organization maintains cash balances both inside and outside of the United States. Cash maintained in foreign countries is not federally insured. The amount of uninsured cash balances total \$10,998 and \$7,677 for the years ended December 31, 2013 and 2012, respectively, and is further subject to foreign exchange rate translation adjustments.

The credit risk for trade accounts receivable (on program direct sales) is concentrated because most of the balances are due from individuals located in the same geographical region (outside of the United States).

Program operations include Ugandan sales and operations have expanded to Tanzania and Nigeria during 2013. Revenue is generated from direct marketing-type sales of solar power equipment, of which net assets totaled \$51,348 from Uganda, \$23,846 from Tanzania, and \$17,632 from Nigeria for the year ended December 31, 3013.

For 2012 program operations were concentrated in Uganda, consisting of revenue from direct marketing-type sales of solar power equipment, of which net assets totaled \$69,909 for the year ended December 31, 2012.

<u>NOTE 1 – NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING</u> <u>POLICIES (Continued)</u>

Income Taxes

The Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and classified by the Internal Revenue Service as other than a private foundation. Contributions to the organization are tax deductible to donors under Section 170 of the Internal Revenue Code.

Uncertain Tax Positions

The Organization has adopted the provisions of FASB ASC 740-10-25, that applies to positions taken or expected to be taken in a tax return when a more likely than not threshold is attained. For tax-exempt entities, their tax-exempt status itself is deemed to be an uncertainty, since events could potentially occur to jeopardize their tax-exempt status.

The Organization's federal tax returns are subject to examination by the IRS, generally for three years after their filing. Based upon the requirements of FASB ASC 740-10 (*Accounting for Uncertainly in Income Taxes*), the Organization has considered its tax position in filing a Form 990 for the years ended December 31, 2013 and 2012 to have a greater than 50% chance the position will be sustained.

Subsequent Events and Legal Matters

Subsequent events have been evaluated through July 15, 2014 which is the date the financial statements were available to be issued.

The Organization's one year permit to operate as a foreign "NGO" in Uganda expired in late December 2013. As of the date of issuance of these financial statements, the Organization is awaiting further guidance from Ugandan counsel with respect to any impact on the Organization's going concern or legal implications.

During 2013, the Organization identified three instances of employee fraud in Uganda of which inventory valued at approximately \$3,376 was written off because it was never returned to the Organization. Expenses totaling approximately \$3,700 were believed to have been falsified and were not included as program, operating, or fundraising expenses in these financial statements.

NOTE 2 – ACCOUNTS RECEIVABLE AND BAD DEBT

During 2013, there was a \$27,143 charge to the results of operations due to changes in estimates of the amounts collectible from trade accounts receivable. During 2012, there were no charges to the results of operations for changes in estimates of the amount collectible from trade accounts receivable. Trade receivables were considered fully collectible; therefore, no valuation allowance was maintained.

NOTE 3 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consist of the following at December 31:

	2013	2012
Exxon Corporation	\$ -	\$ 77,198
USAID	168,987	-
National Geographic	61,167	-
Exxon Mobil 2	97,579	-
Global Bright Light Foundation	92,370	-
Kindling Foundation	<u>14,000</u>	
-	<u>\$434,103</u>	<u>\$ 77,198</u>

NOTE 4 – OPERATING LEASE COMMITMENTS

The Organization leases space in both the United States and overseas under monthly operating agreements. Rent expense amounted to \$4,605 and \$11,528 for the years ended December 31, 2013 and 2012, respectively.

NOTE 5 – LONG TERM DEBT

During 2013, the Organization received proceeds from an agreement entered into during August of 2012 for revolving loans with 0% interest rates. The term of the note(s) shall not exceed 60 months and payments shall be on the 12th of each month with no specific payment schedule.

NOTE 5 – LONG TERM DEBT (Continued)

As of December 31, 2013, maturities of long-term debt are as follows:

2014	\$ 3,000
2015	650
Total	<u>\$ 3,650</u>

SOLAR SISTER, INC. SUPPLEMENTARY SCHEDULE OF FUNCTIONAL EXPENSES For the Year Ended December 31, 2013

	<u>Program</u> <u>Services</u>	<u>Support</u> Services	<u>Fund</u> <u>Raising</u>	<u>Total</u>
FUNCTIONAL EXPENSES:				
Salaries	\$ 283,440	\$ 24,341	\$ -	\$ 307,781
Payroll taxes	24,269	1,413	-	25,682
Employee benefits	 4,013	 1,880		 5,893
Total personnel costs	311,722	27,634	-	339,356
Consultants	157,954	-	169	158,123
Professional fees	2,212	111,183		113,395
Travel expense	93,427	15,552		108,979
Local sub awards	101,096			101,096
Inventory and travel write off	30,263	-		30,263
Training and professional development	29,400	-		29,400
Advertising	12,064	-		12,064
Communications	9,246	-		9,246
Small equipment	3,646	1,890		5,536
Bank fees	-	4,676		4,676
Office supplies	-	4,659		4,659
Rent	4,605	-		4,605
Postage and delivery	-	3,713		3,713
Website and computer	-	1,586	1,585	3,171
Depreciation and amortization	-	2,549		2,549
Insurance	-	1,377		1,377
Miscellaneous	 2,478	 1,636		 4,114
TOTAL	\$ 758,113	\$ 176,455	\$ 1,754	\$ 936,322

SOLAR SISTER, INC. SUPPLEMENTARY SCHEDULE OF FUNCTIONAL EXPENSES For the Year Ended December 31, 2012

	<u>Program</u> <u>Services</u>	<u>Support</u> Services	<u>Fund</u> <u>Raising</u>	<u>Total</u>
FUNCTIONAL EXPENSES:				
Salaries	\$ 39,376	\$ 13,125	\$ -	\$ 52,501
Payroll taxes	3,599	1,200	 -	 4,799
Total personnel costs	42,975	14,325	-	57,300
Consultants	110,899	17,410	5,000	133,309
	-	17,410	5,000	-
Commodities	106,230	-	-	106,230
Travel expense	66,747	19,071	9,535	95,353
Professional fees	-	16,250	-	16,250
Rent	11,527			11,527
Communications	6,932			6,932
Other program expense	5,640			5,640
Training and professional development	3,081			3,081
Office supplies	2,036	1,019	-	3,055
Advertising	-	2,807	-	2,807
Bank fees	-	2,427	-	2,427
Depreciation	-	1,342	-	1,342
Website and computer	-	549	549	1,098
Interest expense	-	770	-	770
Office expense	-	761	-	761
Miscellaneous	 1,210	 240	 -	 1,450
TOTAL	\$ 357,277	\$ 76,971	\$ 15,084	\$ 449,332