FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2017 AND 2016

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INDEPENDENT AUDITORS'S REPORT

Board of Directors SOS Children's Villages – USA, Inc. Washington, D.C., USA

We have audited the accompanying statement of financial position of SOS Children's Villages – USA, Inc. (a nonprofit organization) as of December 31, 2017, and the related statements of activities, statement of functional expenses and cash flows for the years 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 SOS Children's Villages – USA, Inc. as of December 31, 2017, 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.

Board of Directors SOS Children's Villages – USA, Inc. Washington, D.C., USA

Report on Summarized Comparative Information

We have previously audited the nonprofit organization's December 31, 2016 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated June 6, 2017. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2016 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Tait, Weller ! Baker LLP

Philadelphia, Pennsylvania June 1, 2018

STATEMENTS OF FINANCIAL POSITION

December 31, 2017 And 2016

	Unrestricted Operating	Temporarily	Permanently	Tot	als
	Fund	Restricted	Restricted	2017	2016
ASSETS					
Current Assets Cash and cash equivalents Short-term investments (<i>Note 5</i>) Contributions receivable (<i>Note 3</i>) Prepaid expenses and other assets	\$ 1,013,158 337,163 25,783 272,760	\$ — 596,020 —	\$ — — —	\$1,013,158 337,163 621,803 272,760	\$1,427,607 426,222 364,872 237,883
Total current assets	1,648,864	596,020		2,244,884	2,456,584
Notes Receivable (Note 4)	519,076	<u> </u>	<u> </u>	519,076	523,042
Long-Term Investments (Note 5)	2,582,057	<u> </u>	104,231	2,686,288	5,265,971
Fixed Assets Furniture and equipment Leasehold improvements Computer equipment Website	74,936 363,427 287,603 51,044 777,010	- - - 	_ _ 	74,936 363,427 287,603 51,044 777,010	74,936 363,427 285,003 51,044 774,410
Less accumulated depreciation	(507,844)	<u></u>		(507,844)	(410,371)
Fixed assets - net	269,166	<u>_</u>		269,166	364,039
Other Assets Cash surrender value of life insurance Contributions receivable (<i>Note 3</i>) Deposits	59,813 80,913 52,298	284,757 	_ _ 	59,813 365,670 52,298	58,024 345,632 52,298
Total other assets	193,024	284,757	_	477,781	455,954
Total assets	\$ 5,212,187	\$880,777	<u>\$104,231</u>	\$6,197,195	<u>\$9,065,590</u>
LIABILITIES AND NET ASSETS					
Current Liabilities Accounts payable and accrued expenses Deferred lease benefit Grants payable - affiliates	\$ 482,946 280,898 2,849,284	\$ <u>-</u> _ <u>-</u>	\$ <u>-</u> <u>-</u>	\$ 482,946 280,898 2,849,284	\$ 510,720 335,265 3,912,276
Total current liabilities	3,613,128			3,613,128	4,758,261
Total liabilities	3,613,128			3,613,128	4,758,261
Net Assets (Note 7)	1,599,059	880,777	104,231	2,584,067	4,307,329
Total liabilities and net assets	\$ 5,212,187	<u>\$ 880,777</u>	<u>\$104,231</u>	\$6,197,195	\$9,065,590

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For The Year Ended December 31, 2017 With Summarized Information For December 31, 2016

	Unrestricted Operating	Temporarily	Permanently	Tot	
	Fund	Restricted	Restricted	<u>2017</u>	<u>2016</u>
Revenue					
Contributions	\$ 5,399,623	\$ 4,719,380	\$ —	\$10,119,003	\$ 8,600,523
Special event income, net	71,552	_	_	71,552	126,384
Investment income	56,822	_	_	56,822	77,278
Other income	112,685	_	_	112,685	43,183
Net assets released from restrictions					
(Note 7)	4,514,609	(4,514,609)	<u> </u>		
Total revenue	10,155,291	204,771	=	10,360,062	8,847,368
Expenses					
Program expenses					
Children's villages & programs	6,335,506	_	_	6,335,506	6,039,658
Education and advocacy	2,284,698		=	2,284,698	2,520,727
Total program expenses	8,620,204			8,620,204	8,560,385
Supporting expenses					
Management and general	1,561,560	_	_	1,561,560	1,586,215
Fundraising	1,901,560			1,901,560	2,752,179
Total supporting expenses	3,463,120	<u>_</u>	<u>_</u>	3,463,120	4,338,394
Total expenses	12,083,324			12,083,324	12,898,779
Change in net assets	(1,928,033)	204,771	_	(1,723,262)	(4,051,411)
Net Assets Beginning of year	3,527,092	676,006	104,231	4,307,329	8,358,740
•			<u> </u>		
End of year	<u>\$ 1,599,059</u>	<u>\$ 880,777</u>	<u>\$104,231</u>	<u>\$ 2,584,067</u>	\$ 4,307,329

STATEMENT OF FUNCTIONAL EXPENSES

For The Year Ended December 31, 2017 With Summarized Information For December 31, 2016

	PRO	GRAM SERVI	CES	SUPPO	ORTING SER	VICES		
	Children's Villages And	Education And	Total Program	Management And	Fund-	Total Supporting	To	tals
	Programs	Advocacy	Services	General	Raising	<u>Supporting</u> <u>Services</u>	<u>2017</u>	<u>2016</u>
Salaries	\$ 629,089	\$ 650,294	\$1,279,383	\$ 527,775	\$ 548,980	\$ 1,076,755	\$ 2,356,138	\$ 2,412,306
Benefits	138,902	143,584	282,486	116,532	121,214	237,746	520,232	506,390
Staff Travel	38,446	39,653	78,099	31,670	33,503	65,173	143,272	243,849
Board of Director's Meetings	_	_	_	652	_	652	652	8,494
Office Expense	_	_	_	29,088	51,961	81,049	81,049	150,179
Postage and Delivery	_	30	30	22,867	943	23,810	23,840	34,145
Professional Fees and Services	50,484	33,496	83,980	164,400	88,735	253,135	337,115	553,187
Insurance	_	_	_	39,680	_	39,680	39,680	38,125
Office Rent and Storage	69,181	71,513	140,694	58,039	60,371	118,410	259,104	258,844
Telephone	_	_	_	30,048	6,101	36,149	36,149	50,616
Equipment Lease	_	_	_	40,548	_	40,548	40,548	35,628
Information Technology and Software	_	44,953	44,953	85,341	65,720	151,061	196,014	192,261
Depreciation	26,026	26,903	52,929	21,834	22,711	44,545	97,474	130,516
Membership Fees	750,626	_	750,626	_	11,694	11,694	762,320	575,420
Direct marketing appeals	_	_	_	_	784,597	784,597	784,597	1,272,753
Public relations promotion	_	1,274,272	1,274,272	335,308	52,744	388,052	1,662,324	1,561,300
Village and other support grants	4,519,482	_	4,519,482	_	_	_	4,519,482	4,535,159
Miscellaneous	113,270	<u> </u>	113,270	57,778	52,286	110,064	223,334	339,607
	\$ 6,335,506	\$2,284,698	\$8,620,204	<u>\$1,561,560</u>	<u>\$1,901,560</u>	\$3,463,120	<u>\$12,083,324</u>	<u>\$12,898,779</u>

STATEMENTS OF CASH FLOWS

For The Years Ended December 31, 2017 And 2016

Cash flows from operating activities	<u>2017</u>	<u>2016</u>
Change in net assets	\$(1,723,262)	\$(4,051,411)
Adjustments to reconcile change in net assets to	+ (-,,,	+ (1,000,000)
net cash used in operating activities		
Depreciation	97,474	130,516
Realized gain on investments	, <u> </u>	(1,406)
Unrealized (gain) loss on investments	16,379	6,878
(Increase) decrease in		
Contributions receivable	(276,969)	638,663
Note receivable	3,966	(15,000)
Prepaid expenses and other assets	(34,877)	3,990
Cash surrender value of life insurance	(1,789)	(2,286)
Increase (decrease) in Accounts payable and accrued expenses	(27,774)	(37,911)
Income tax payable	(27,774)	(35,845)
Deferred lease benefit	(54,367)	(54,368)
Grants payable	(1,062,992)	(349,729)
Net cash used in operating activities	(3,064,211)	(3,767,909)
Cash flows from investing activities		
Purchases of investments	(5,512,985)	(9,765,086)
Proceeds from sale of investments	8,076,289	13,972,216
Net change in short-term investments	89,059	154,700
Purchase of equipment	(2,601)	(29,817)
Net cash provided by investing activities	2,649,762	4,332,013
Cash flows from financing activities		
Repayments of loan	=	(149,838)
Net cash used in investing activities		(149,838)
Net (decrease) increase in cash and cash equivalents	(414,449)	414,266
Cash and cash equivalents		
Beginning of the year	1,427,607	1,013,341
End of the year	\$ 1,013,158	<u>\$ 1,427,607</u>
Supplemental Disclosure		
Income taxes paid	<u>\$</u>	<u>\$ 30,719</u>

NOTES TO FINANCIAL STATEMENTS

December 31, 2017 And 2016

(1) NATURE OF ORGANIZATION

SOS Children's Villages – USA, Inc. (the "Organization") supports the effort of SOS Children's Villages International – both in the USA and around the globe. SOS Children's Villages International, a global federation, builds families for orphaned, abandoned and other vulnerable children in 134 countries. In the United States, villages are currently located in Florida and Illinois. Founded in 1949, we are the largest nonprofit federation in the world dedicated to the care of orphaned, abandoned and other vulnerable children. Through our family support and care programs, medical centers, schools and emergency relief efforts, SOS Children's Villages impacts the lives of millions of children and families.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Organization prepares its financial statements on the accrual basis of accounting. Consequently, revenue is recognized when earned and expenses when the obligations are incurred.

Income Taxes – The Organization has been granted exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "**Code**"), and has been classified as an organization, which is publicly supported under Section 509(a)(1) of the Code.

Management has reviewed the tax positions for each of the open tax years (2014 - 2016) or expected to be taken in the Organization's 2017 tax return and has concluded that there are not significant uncertain tax positions that would require recognition in the financial statements.

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

Cash and Cash Equivalents – For financial statement purposes, the Organization considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

Concentration of Credit Risk – The Organization occasionally maintains deposits in excess of federally insured limits. Accounting Standards Codification ("ASC") 825, "Financial Instruments", identifies these items as a concentration of credit risk requiring disclosure, regardless of the degree of risk. The risk is managed by monitoring the financial institutions in which deposits are made.

Property and Equipment – Property and equipment are recorded at cost and depreciated on a straight-line basis over the estimated useful lives of the assets (3-10 years). The Organization capitalizes all property and equipment expenditures greater than \$2,000 with a useful life of greater than one year.

NOTES TO FINANCIAL STATEMENTS – (Continued)

December 31, 2017 And 2016

Net Assets – To ensure observance of restrictions placed on the use of available resources, the accounts are classified for accounting and reporting purposes into the following net asset groups:

Unrestricted – represents net assets that are not subject to donor-imposed restrictions.

Temporarily Restricted – consists of grants and contributions received from donors who have specified that the funds be used to support specific programs.

Permanently Restricted – consists of contributions whose use is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the Organization's actions.

Temporarily Restricted Revenue – The Organization's policy is to report all donor restricted contributions as temporarily restricted revenue even if those restrictions are met in the same reporting period the contributions are received.

Grants Payable – The Organization records grants as liabilities upon approval by the Board of Directors. Grants payable are generally to affiliates of SOS-KDI and disbursed subsequent to the board approval and then upon the request of the affiliate.

Functional Allocation of Expenses – The costs of providing programs and supporting services are summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

(3) CONTRIBUTIONS RECEIVABLE

As of December 31, 2017 and 2016, contributions receivable are expected to be realized in the following periods:

	<u>2017</u>	<u>2016</u>
In one year or less One to five years	\$621,803 <u>368,286</u>	\$364,872 347,615
Gross contributions receivable	990,089	712,487
Less: Present value discount	(2,616)	(1,983)
Net contributions receivable	<u>\$987,473</u>	<u>\$710,504</u>

NOTES TO FINANCIAL STATEMENTS – (Continued)

December 31, 2017 And 2016

(4) NOTES RECEIVABLE

In March 2015, the organization executed a loan to SOS Children's Villages Florida, Inc. an affiliate organization, in the amount of \$500,000. The loan carries interest at a rate of 3% and matures in March 2020. Principal and accrued interest amounted to \$519,076 and \$523,042 for the years ending December 31, 2017 and 2016, respectively. Outstanding principal and interest are not due until the loan matures in 2020; however, advance payments of interest and principal are permitted.

(5) INVESTMENTS

Short-term investments are recorded at market value and consist of the following at December 31:

	20	2017		16
		Market		Market
	<u>Cost</u>	<u>Value</u>	Cost	<u>Value</u>
Money Market Funds	<u>\$337,163</u>	<u>\$337,163</u>	<u>\$426,222</u>	<u>\$426,222</u>

Long-term investments are recorded at market value and consist of the following at December 31:

	20	2017		2016		
	Cost	Market <u>Value</u>	Cost	Market <u>Value</u>		
Money Market Funds Common Stocks Certificates of Deposit	\$ 116,915 - 1,538,000	\$ 116,915 - 1,540,852	\$ 165,780 84,658 4,055,000	\$ 165,780 94,958 4,066,234		
Corporate Bonds	_1,015,000	1,028,521	932,452	938,999		
	<u>\$2,669,915</u>	<u>\$2,686,288</u>	<u>\$5,237,890</u>	<u>\$5,265,971</u>		

Investment income is comprised of the following for the year ended December 31:

	<u>2017</u>	<u>2016</u>
Interest and dividends	\$ 73,201	\$82,750
Realized / unrealized gain (loss)	_(16,379)	(5,472)
	<u>\$ 56,822</u>	<u>\$77,278</u>

NOTES TO FINANCIAL STATEMENTS – (Continued)

December 31, 2017 And 2016

(6) FAIR VALUE OF FINANCIAL INSTRUMENTS

The Organization utilizes various methods to measure the fair value of its assets on a recurring basis. United States generally accepted accounting principles establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are described below:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Organization has the ability to access.
- Level 2 Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.
- Level 3 Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Organization's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The inputs methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The summary of inputs used to value the Organization's assets that are carried at fair value as of December 31, 2017 and 2016 are as follows:

2015

	2017			
	Total	Level 1	Level 2	Level 3
Money Market Funds	\$ 454,078	\$ 454,078	\$ -	\$ -
Common Stock			_	_
Certificates of Deposit	1,540,852	_	1,540,852	_
Corporate Bonds	1,028,521		1,028,521	
Total Investments	<u>\$3,023,451</u>	<u>\$454,078</u>	<u>\$2,569,373</u>	<u>\$</u>

	2016			
	Total	Level 1	Level 2	Level 3
Money Market Funds	\$ 592,002	\$ 592,002	\$ -	\$ -
Common Stock	94,958	94,958	_	_
Certificates of Deposit	4,066,234	_	4,066,234	_
Corporate Bonds	938,999		938,999	
Total Investments	<u>\$5,692,193</u>	\$ 686,960	\$5,005,233	<u>\$</u>

There were no transfers between Level 1 and Level 2 during the years ended December 31, 2017 or 2016.

NOTES TO FINANCIAL STATEMENTS – (Continued)

December 31, 2017 And 2016

(7) NET ASSETS

TEMPORARILY RESTRICTED

Temporarily restricted net assets as of December 31, 2017 and 2016 consist of various programs that have been established with specific donor intentions for the use of the funds. The related activity for the years ended December 31, 2017 and 2016 was as follows:

	Balance January 1, 2017	Additions	Released	Balance December 31,2017
International Sponsors International Grants SOS Florida SOS Illinois	\$ — 676,006 —	\$ 1,573,481 3,056,441 31,285 58,173	\$ 1,573,481 2,851,670 31,285 58,173	\$ — 880,777 — —
	<u>\$ 676,006</u>	<u>\$4,719,380</u>	<u>\$ 4,514,609</u>	<u>\$880,777</u>
	Balance January 1, 	Additions	Released	Balance December 31, 2016
International Sponsors International Grants SOS Florida SOS Illinois	\$ - 1,227,039 - - -	\$ 1,376,100 2,297,836 143,994 64,828	\$ 1,376,100 2,848,869 143,994 64,828	\$ - 676,006 - -
	<u>\$1,227,039</u>	<u>\$3,882,758</u>	<u>\$ 4,433,791</u>	<u>\$676,006</u>

Total releases from restrictions were \$4,514,609 in 2017 and \$4,433,791 in 2016, respectively, and were related to programmatic activities of the Organization.

PERMANENTLY RESTRICTED

Permanently restricted net assets are available for the following purpose:

	<u>2017</u>	<u>2016</u>
Investment in perpetuity, the income from which is		
expendable to support any activity of the organization	<u>\$104,231</u>	<u>\$104,231</u>

NOTES TO FINANCIAL STATEMENTS – (Continued)

December 31, 2017 And 2016

(8) SPECIAL EVENTS

The organization reports expenses incurred in holding special events net of the contributions generated from such events. During 2017 gross receipts of \$71,552 were received in advance of a special event to be held in 2018. The gross receipts from special events in 2016 were \$237,193 net of direct expenses of \$110,809.

(9) COMMITMENTS

Lease

The Organization has a non-cancelable lease agreement for office space that expires in February 2023. The lease is subject to adjustments for escalations and certain operating expenses. Rent expense, including operating charges and real estate expense, amounted to approximately \$259,000 for the years ended December 31, 2017 and 2016, respectively.

Approximate future minimum rental payments on the office space are as follows:

|--|

2018	\$ 330,900
2019	339,100
2020	347,600
2021	356,300
2022	265,200
thereafter	62,000
	\$1,701,100

Shared Treasury Services

Effective December 31, 2016, the Organization entered into an arrangement with SOS-KDI Shared Treasury Services ("STS") to manage grant funds transferred with the objective of mitigating financial risks to safeguard SOS-KDI funding obligations. Under the terms of this arrangement, the Organization commits to an annual budget of fund transfers that include sponsorships and other child money gifts. Such transfers are invested in trust with funds of other affiliated entities and remain the property of the Organization until it is disbursed to the intended recipient. Each participant of the trust is allocated its share of foreign exchange gains and losses, interest, and bank charges. As of December 31, 2017, the Organization had a receivable balance of approximately \$76,000 which may be used to offset future transfers. This balance is included in prepaid expenses and other assets on the statement of financial position.

(10) PENSION PLAN

The Organization maintains a 403(b) Defined Contribution Plan (the "Plan") for all employees who have obtained a minimum of six months of service. Eligible employees receive a 5% contribution to the Plan on behalf of the Organization. Pension expense for the years ending December 31, 2017 and 2016 was approximately \$101,000 and \$106,000, respectively. Additionally, there was no discretionary contribution for the years ended December 31, 2017 and 2016.

NOTES TO FINANCIAL STATEMENTS – (Continued)

December 31, 2017 And 2016

(11) RELATED PARTIES

During 2016, fees of approximately \$41,000 were paid to an executive search firm in which a member of the board of directors is a partner.

Additionally, the organization has \$127,000 and \$104,000 in pledges receivable from members of the board of directors as of December 31, 2017 and 2016, respectively.

(12) SUBSEQUENT EVENTS

Subsequent events after the balance sheet date through the date that the financial statements were available for issuance, June 1, 2018, have been evaluated in the preparation of the financial statements.