FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2011 AND 2010

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor's Report	1
Financial Statements:	
Statements of Financial Position	2
Statements of Activities	3
Statements of Cash Flows	4
Notes to the Financial Statements	5-11
Supplemental Information:	
Statements of Functional Expenses	12
Statement of Temporary and Permanently Restricted Net Assets	13

MARKOWSKI & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditor's Report

The Board of Directors Legacy Land Conservancy Ann Arbor, Michigan

We have audited the accompanying statements of financial position of the **Legacy Land Conservancy** (the "Agency"), a Michigan non-profit corporation, as of June 30, 2011 and 2010, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Agency's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 audits provide 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 **Legacy Land Conservancy** as of June 30, 2011 and 2010, 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.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information on pages 12 and 13 are presented for purposes of additional analysis and are 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 procedure applied in the audits 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 or to the financial statements themselves, and other 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 taken as a whole.

MARKOWSKI & COMPANY CPAs

August 5, 2011

STATEMENTS OF FINANCIAL POSITION

June 30, 2011 and 2010

A GOVERNO	<u>2011</u>			<u>2010</u>
ASSETS:				
Current assets:	Ф	<i>(15.700</i>)	Φ	275 (01
Cash and cash equivalents	\$	615,700	\$	375,601
Investments		620,471		548,487
Pledges receivable		500		900
Grants receivable		1,045		510
Accrued interest receivable		2,235		3,718
Prepaid and deferred expenses		8,496		2,623
Total current assets		1,248,447		931,839
Fixed assets, net of accumulated depreciation		1,235		
Other Assets:				
Preserves - Encumbered		1,295,150		1,295,150
Preserves - Unencumered		2,379,853		2,379,853
Land held for sale		150,000		150,000
Conservation easements		61		57
Total other assets		3,825,064		3,825,060
TOTAL ASSETS	\$	5,074,746	\$	4,756,899
LIABILITIES:				
Current Liabilities:				
Accounts payable	\$	10,554	\$	1,355
Accrued expenses		16,657		13,659
Total current liabilities		27,211		15,014
NET ASSETS:				
Unrestricted		2,837,631		2,817,151
Temporarily restricted		266,076		85,448
Permanently restricted		1,943,828		1,839,286
Total net assets		5,047,535		4,741,885
TOTAL LIABILITIES AND NET ASSETS	\$	5,074,746	\$	4,756,899

STATEMENTS OF ACTIVITIES

Years Ended June 30, 2011 and 2010

			2010		
		Temporarily	Temporarily Permanently		
	Unrestricted	Restricted	Restricted	Total	Total
Revenues:					
Contributions	\$ 124,039	\$ 201,187	\$ 10,000	\$ 335,226	\$ 341,120
Grants	139,047	37,600	-	176,647	136,129
Fundraising events	49,607	-	-	49,607	1,085
Interest and dividends	3,789	-	9,001	12,790	5,255
Realized and unrealized investment gains (losses), net of fees	-	-	85,007	85,007	10,961
Contract income	3,000	-	-	3,000	1,425
Acquisition of easements/development rights	612,000	-	-	612,000	1,417,000
Acquisition of donated land	-	-	-	-	150,000
Miscellaneous	3,039	-	-	3,039	4,562
Net assets reclassified from/to restricions:	57,625	(58,159)	534		
Total revenues	992,146	180,628	104,542	1,277,316	2,067,537
Expenses:					
Program services	252,700	-	-	252,700	195,891
Fundraising	68,130	-	-	68,130	32,981
Management & General	38,840	-	-	38,840	40,697
Expense of easements/development rights	611,996	<u>-</u>		611,996	1,416,992
Total expenses	971,666			971,666	1,686,561
Increase (Decrease) in Net Assets	20,480	180,628	104,542	305,650	380,976
Net Assets - Beginning of Year	2,817,151	85,448	1,839,286	4,741,885	4,360,909
Net Assets - End of Year	\$ 2,837,631	\$ 266,076	\$ 1,943,828	\$ 5,047,535	\$ 4,741,885

STATEMENTS OF CASH FLOWS

Years Ended June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Increase (decrease) in net assets	\$ 305,650	\$ 380,976
Adjustments to reconcile the increase (decrease) in net assets		
to net cash provided by operating activities:		
Non-cash contribution of land/preserves (net)	-	(150,000)
Non-cash acquisition of easement/developmental rights	(4)	(8)
Loss on sale of preserves/property	-	-
Unrealized gain on investments	-	(10,961)
Change in operating assets and liabilities:		
Pledges receivable	400	12,300
Grants receivable	(535)	132,840
Accrued interest receivable	1,483	(1,963)
Prepaid expenses	(5,873)	3,483
Accounts payable	9,199	892
Accrued expenses	2,998	11,383
Net cash provided by operating activities	 313,318	 378,942
CASH FLOWS PROVIDED (USED) FROM INVESTING ACTIVITIES:		
Net (Purchase) Sale of investments	(71,984)	(411,644)
Purchase of Fixed Asset	(1,235)	
Net cash provided (used) from investing activities	(73,219)	 (411,644)
Net increase (decrease) in cash and cash equivalents	240,099	(32,702)
Cash and cash equivalents - Beginning of year	 375,601	 408,303
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 615,700	\$ 375,601

NOTE A – NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Organization and Tax Status – The Legacy Land Conservancy (the Agency) is a not-for-profit agency operating in Washtenaw, Jackson and surrounding counties in southeastern Michigan. The mission of the Legacy Land Conservancy is to protect natural areas, working farmlands and open spaces in the area. The Agency accomplishes its mission through three primary activities of acquiring protective interests in conservation land through purchase and donation; advocating for the protection of open space; and caring for the land it owns and monitoring land under its conservation agreements.

The Agency was founded in 1971 and is exempt from federal and state income taxes under the provisions of section 501(c)(3) of the Internal Revenue Code as a charitable agency whereby only unrelated business income, as defined by Section 509(a)(1) of the Code, is subject to federal income tax. The major funding for the Agency is derived from donations, grants and fundraising events.

Financial Statement Presentation – The Agency prepares financial statements in accordance with FASB Accounting Standards Codification (ASC) 958-205 and subsections. Accordingly, the Agency is required to report 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 Agency is required to present a statement of cash flows.

Unrestricted Net Assets represent the portion of funds available for the general operations and not subject to any donor imposed restrictions.

Temporarily Restricted Net Assets represent donations and grants that the donor has specified imposed restrictions that have yet to occur. When a donor imposed restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets.

Permanently Restricted Net Assets include encumbered preserves, donor restricted conservation easements on land valued at \$1, and donor contributions to endowment funds maintained by the Agency.

Basis of Accounting – The accompanying financial statements have been prepared on the accrual basis of accounting. Accordingly they reflect all significant receivables and payables as of the date of the financial statements.

Support and Revenue Recognition – Contributions, including unconditional promises to give, are recorded in the period the gift or promise is received. For financial statement presentation purposes, the Agency has elected to report temporarily restricted assets whose requirements were fulfilled in the same period that the contribution was received, as unrestricted activities.

Donated Services - A number of volunteers have donated their time and perform a variety of tasks that assist the Agency in the completion of its mission. As these services do not meet the criteria for recognition as contributed services in accordance with generally accepted accounting principles, no amounts for support or revenue recognition have been recorded.

NOTE A – NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):

Functional Expenses – The Agency accumulates and records operating expenses according to the nature of the expense that was incurred (see the statement of functional expenses). These functional expenses are allocated and reported on the statement of activities in three functional categories; program services, fundraising and management and general expenses. The allocation to these functional categories is based on management's records of time allocated by the staff.

Use of 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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents – Cash and cash equivalents include checking accounts, cash on hand and highly liquid investments, such as certificate of deposits and money markets, with maturity dates of less than three months. The carrying value of cash and cash equivalents approximates fair value as a result of the short maturities of those financial instruments.

Investments – The Agency records investments in accordance with FASB ASC 958-320 and subsections. This standard requires that investments in equity securities with readily determinable fair values and all investments in debt securities be measured at fair value in the statements of financial position. Fair value of marketable equity and debt securities is based on quoted market prices as of the date of the financial position. Alternate investments are stated at the fair value of their underlying assets and allocated to the investors in proportion to the investor's ownership percentage. Realized gains and losses are determined based on specific cost identification.

Fixed Assets – The Agency capitalizes all new equipment and improvements with a useful life of greater than one year and a cost of greater than \$1,000. Major renewals and improvements are capitalized, while replacements, maintenance and repairs which do not materially extend the useful lives of the assets are expensed. Donated or contributed fixed assets are capitalized if the estimated fair market value is \$1,000 or greater. The assets are depreciated using straight-line method over their estimated useful life.

Preserves (Parcels of Land) – The property of the Agency consists of parcels of land in southeastern Michigan received at various times from various donors. The Agency owns all residual rights associated with these properties. Such property is recorded as revenue and other asset at the time the property is received. The basis of the donation is the fair value of the property as of the date donated as determined by the most recent appraisal prepared by an independent qualified appraiser.

Conservation Easements – It is the policy of the Agency to record the donation or acquisition of an easement at its fair market value, in accordance with the most recent appraisal if available, as an income and expense item on the Agency's financial statements. These easements held by the Agency are more akin to liabilities than assets, due to the annual monitoring obligation. As a result of this, and because a perpetual conservation easement essentially represents an extinguishment of rights to develop land, these easements are recorded as an asset with a value of \$1.

NOTE A – NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued):

Beneficial Interest in Perpetual Trust – The Agency has adopted Statement of Financial Standards (SFAS) No. 136, *Transfers of Assets to a Not-for-Profit Organization or Charitable Trust that Raises or Holds Contributions for Others*. In accordance with SFAS No. 136, the funds held at a Community Foundation are only recorded at the spendable balance that is available to the Agency.

Compensated Absences - Vested and accumulated vacation leave is reported as an expense and a liability when the obligation becomes determinable. No liability is accrued for nonvesting rights to receive sick pay benefits.

NOTE B – CASH AND CASH EQUIVALENTS

As stated in Note A – Nature of Activities and Summary of Significant Accounting Policies, cash and cash equivalents include funds with maturity dates of less than three months. All account balances were within the limits of coverage provided by the Federal Deposit Insurance Corporation. Cash and cash equivalents are summarized as follows:

	<u>2011</u>	<u>2010</u>
Petty Cash	\$ 113	\$ 113
Demand (checking) accounts	13,482	4,262
Certificates of Deposit	238,469	233,686
Money Market funds	 363,636	137,540
	_	
Total	\$ 615,700	\$ 375,601

NOTE C – INVESTMENTS

Investments consist of publicly traded shares of mutual funds and securities, initially recorded at cost, but adjusted to fair value as the market changes. Investments at June 30 are comprised of the following:

	<u>2011</u>			<u>2010</u>				
		Cost	_Fa	air Value		Cost	F	air Value
Equity Funds	\$	319,731	\$	376,617	\$	286,837	\$	282,655
Fixed Income		238,032		243,854		261,991		265,832
Total	\$	557,763	\$	620,471	\$	548,828	\$	548,487

The following information summarizes the activities for the years ended June 30th:

	<u>2011</u>	<u>2010</u>
Dividends and interest	\$ 12,790	\$ 5,255
Realized and Unrealized gain (loss)	87,321	10,961
Investment management fees	(2,314)	(2,937)

NOTE D - PLEDGES RECEIVABLE

The pledges receivable consists of pledges made to the Forever Fund. The amounts comprising this balance will generally be collected within one year. As a result of the near certainty of collection within a year, the Agency has not applied a present value discount, nor established an allowance for uncollectable amounts as all pledges are deemed collectable.

NOTE E - GRANTS RECEIVABLE

The Agency records grants as revenue during the period that the funds were earned. The grant receivable as of June 30, 2011 and 2010 was \$1,045 and \$510 respectively, and represents grant dollars earned but not received as of the financial position date.

NOTE F - BENEFICIAL INTEREST IN PERPETUAL TRUST

The Agency is the beneficiary of a perpetual trust held and administered by a Community Foundation. The endowment permits the Foundation to substitute another beneficiary in place of the Agency in the event the Agency ceases to exist, or for other various reasons in accordance with the Foundation's bylaws. As stated in the summary of significant accounting policies, generally accepted accounting policies require the Agency to record the assets held by others at the spendable amount only. The Agency has withdrawn the spendable balance during the fiscal year. As a result no amount of the remaining balance is spendable, or recorded on the financial statements, at the end of the fiscal year June 30, 2011 and 2010. The balance of the trust as of December 31, 2010, the latest date of the fund balance report, is \$50,247.

NOTE G – FIXED ASSETS

As discussed in the summary of significant accounting policies, qualifying purchases, major renewals and improvements are capitalized, while replacements, maintenance and repairs which do not materially extend the useful lives of the assets are expensed. Upon sale or retirement of fixed assets, the cost and related accumulated depreciation are eliminated from the respective accounts and any resulting gain or loss is included in current operations. As of June 30, 2011 and 2010 the fixed assets includes computer software for \$4,995 which has been fully depreciated. In addition during the year ending June 30, 2011 the Agency acquired leasehold improvements valued at \$1,235 that was put in use during July 2011. There is no depreciation expense during the years ended June 30, 2011 and 2010.

NOTE H - PRESERVES/LAND HELD FOR SALE

The preserves of the Legacy Land Conservancy consist of parcels of land in southeastern Michigan received at various times from various donors. Such properties are recorded at fair values as of the date donated, as determined by an independent appraisal. The balance of these accounts is comprised of the following as of June 30th:

<u>Description</u>	<u>Acres</u>	<u>2011</u>	<u>2010</u>
Encumbered:			
Creekshead Preserve (fee simple)	27	\$ 115,000	\$ 115,000
Beckwith Conservancy (fee simple)	31	61,000	61,000
Sharon Hills Preserve (fee simple)	68	308,150	308,150
Woodland Preserve (fee simple)	14	235,000	235,000
Coudron Preserve (life estate/fee simple)	44	576,000	576,000
Unencumered-			
Johnson Preserve (fee simple)	49	2,379,853	2,379,853
Land held for sale-			
Spears Property (fee simple)	5	<u>150,000</u>	150,000
Total		\$ <u>3,825,003</u>	\$ <u>3,675,003</u>

NOTE I – CONSERVATION EASEMENTS

As stated in the summary of significant accounting policies, the Legacy Land Conservancy acquires easements and developmental rights through donations and acquisitions. The policy of the Agency is to record these easements and developmental rights as revenue and expense in the year of the transaction and to record the item for the value of \$1 as an other asset. These transactions are reflected on the statements of activities as revenue, and an expense, resulting in a net increase to conservation easements of \$4 and \$8 as of June 30, 2011 and 2010 respectively. The detail of the easements and developmental rights owned by the Agency are reflected on the schedule of conservation easements included as part this report.

NOTE J - EMPLOYEE BENEFIT PLAN

The Legacy Land Conservancy maintains a SIMPLE (Savings Incentive Match Plan) IRA retirement plan. All employees are eligible to participate. To the extent an employee participates by deferring a portion of their compensation into the plan, the Agency will match the employee's contribution, up to a maximum of three percent of the employee's compensation. During the years ended June 30, 2011 and 2010, the retirement expense incurred by the Agency was \$2,991 and \$2,889 respectively.

NOTE K – SUMMARY OF FAIR VALUE EXPOSURE

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS 157") – now referred to as ASC 820-10 and subsections – effective for fiscal years beginning after November 15, 2007. SFAS 157 clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value measurements in an effort to make the measurement of fair value more consistent and comparable. The Agency has adopted SFAS 157 for its financial assets and liabilities measured on a recurring and nonrecurring basis. In February 2009, the FASB issued FSP 157-2, which delayed the effective date of SFAS 157 by one year for nonfinancial assets and liabilities.

SFAS 157 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 the price, a three-tier hierarchy is used to prioritize the inputs:

- Level 1: Quoted Prices in active markets for identical securities.
- Level 2: Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment spreads, credit risk, etc.).
- Level 3: Significant unobservable inputs (including the Agency's own assumptions in determining the fair value of investments).

The inputs and methodology used for valuing the Agency's financial assets and liabilities are not indicators of the risks associated with those instruments.

The following table provides fair value measurement information for financial assets and liabilities measured at fair value on a recurring basis as of June 30:

<u>Description</u>		<u>2010</u>		
Level 1: Quoted Prices in Active				
Markets for Identical Assets	\$	620,471	\$	548,487

The fair value of the Agency's investments in marketable equity and debt securities is based on quoted market prices.

NOTE L – COMMITMENTS

In June 2011, the Agency entered into a Lease Agreement, effective July 1, 2011, to occupy Suite 203, 1100 N. Main Street, Ann Arbor, Michigan which includes 879 rentable square feet. The term of the Lease is for three years ending on June 30, 2014. The Agency shall pay as rent \$13,992 a year in equal monthly installments of \$1,166. This amount is the base rent. In addition, the Agency shall pay as its share of utilities cost \$4,908 in equal monthly installments of \$409. The utilities cost is defined to include janitorial service, electric, gas, water charges and coffee for the common area kitchen. The Agency has also entered into an agreement for the rental of shed space at \$23 per month commencing in August 2009. During the years ended June 30, 2011 and 2010 the Agency had expensed as rent \$11,406 and \$11,433 respectively. Based on current signed agreements future obligations are as follows:

Year ending June 30, 2012	\$ 19,176
Year ending June 30, 2013	\$ 19,176
Year ending June 30, 2014	\$ 19,176

NOTE M – SUBSEQUENT EVENTS

Statement of Financial Accounting Standards No. 165, *Subsequent Events*, establishes general standards of accounting for the disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 incorporates into GAAP certain guidance that previously existed under generally accepted auditing standards, which required the disclosure of the date through which subsequent events have been evaluated and whether that date is the date on which the financial statements were issued or available to be issued. The evaluation of subsequent events through August 5, 2011, which was the date the financial statements were available to be issued, revealed no events that are required to be reported within the general standards established under SFAS 165.

STATEMENTS OF FUNCTIONAL EXPENSES

Years Ended June 30, 2011 and 2010

	Program <u>Services</u>	Fundraising <u>Events</u>	Management & General	<u>2011</u>	<u>2010</u>
Salaries and related expenses:	Bervices	<u> Events</u>	<u>cc General</u>	2011	2010
Salaries and contract services	\$ 101,434	\$ 27,182	\$ 26,179	\$ 154,795	\$ 161,095
Payroll taxes and benefits	19,294	5,169	4,975	\$ 29,438	33,689
Total	120,728	32,351	31,154	184,233	194,784
Education and Outreach:					
Print & web design	500	-	-	500	-
Brochures and booklets	-	-	-	-	93
Community outreach	3,751	-	-	3,751	4,029
Media, radio and newspaper	325	-	-	325	125
Newsletters and postcards	6,954	-	-	6,954	7,051
LLC member events	1,700	<u> </u>	<u> </u>	1,700	669
Total	13,230			13,230	11,967
Land Protection:					
Consulting	32,935	-	-	32,935	1,926
Land project expenses	46,248	-	-	46,248	15,289
Monitoring	1,859	-	-	1,859	1,137
Taxes & dues	5,894	-	-	5,894	-
Stewardship	2,014			2,014	694
Total	88,950			88,950	19,046
Eve decisio e					
Fundraising: Cultivate major gifts		406		406	82
Major donor events	-	177	-	400 177	506
Membership renewals	-	10,481	-	10,481	1,140
Special project mailings	-	30	-	30	1,140
Prospect campaign/events	-	16,700	_	16,700	6,641
Total		27,794		27,794	8,374
Total		21,174		21,174	0,374
Operating and adminstrative:					
Audit expense	4,063	1,089	1,048	6,200	5,900
Bank charges	682	183	176	1,041	1,430
Fees and dues	3,788	1,015	977	5,780	2,515
Insurance	3,540	949	913	5,402	5,889
Miscellaneous	-	-	-	-	265
Office supplies	1,109	297	286	1,692	1,068
Postage, mailing and printing	1,867	500	482	2,849	2,373
Rent	7,474	2,003	1,929	11,406	11,433
Software and IT	3,879	1,040	1,001	5,920	1,837
Staff development	1,600	429	413	2,442	1,206
Strategic planning	296	79	76	451	314
Travel	345	93	89	527	1,168
Telephone	1,149	308	296	1,753	1,168
Total	29,792	7,985	7,686	45,463	36,566
Total Expenses	\$ 252,700	\$ 68,130	\$ 38,840	\$ 359,670	\$ 270,737

STATEMENT OF TEMPORARILY AND PERMANENTLY RESTRICTED NET ASSETS June 30, 2011

	Temporarily <u>Restricted</u>	Permanently Restricted
Operating Grants:		
Jackson Community Foundation	\$ 1,293	\$ -
Speckhard Knight Foundation	1,802	-
Consumers Energy	5,000	-
Toyota	4,819	
Total Operating Grants	12,914	
Stewardship Funds:		
Beckwith Preserve	37	-
Creekshead Preserve	7,778	-
Johnson Preserve	7,764	-
Sullivan Easement	10,000	-
Visteon	76	-
Total Stewardship Funds	25,655	
Acquisition Funds:		
Farmland Protection	3,458	-
Land Acquisition	11,871	-
Waterloo Fund	14,491	-
Regional Funds:		
Dexter	2,175	-
Pittsfield	1,446	-
Northfield	2,000	-
Community Farm	315	-
Webster Township	191,751	-
Total Acquisition Funds	227,507	
Endowment Funds		
Endowment Fund	_	55,398
Forever Fund	_	597,619
Total Endowment Funds	-	653,017
Land:		117.000
Creekshead	-	115,000
Beckwith	-	61,000
Sharon Woods	-	303,750
Woodland	-	235,000
Coudron		576,000
Total Land		1,290,750
Conservation Easements		61
Total Temporarily and Permanently Restricted Net Assets	\$ 266,076	\$ 1,943,828