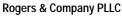
Financial Statements and Independent Auditors' Report

April 30, 2014 and 2013

Financial Statements April 30, 2014 and 2013

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors Students for Liberty, Inc.

We have audited the accompanying financial statements of Students For Liberty, Inc. (SFL), which comprise the statement of financial position as of April 30, 2014, 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.

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 SFL as of April 30, 2014, 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 Matters

The financial statements of SFL as of April 30, 2013, were audited by other auditors whose report, dated September 12, 2013, expressed an unmodified opinion on those statements.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information included on page 12 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 or to 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 information for the year ended April 30, 2013 on page 13 was subjected to the auditing procedures applied in the audit of the basic financial statements by other independent auditors, whose report, dated September 12, 2013, indicated that such information is fairly stated in all material respects to the basic statements as a whole.

Vienna, Virginia February 3, 2015

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Statements of Financial Position April 30, 2014 and 2013

	2014	2013		
Assets	_			
Current assets: Cash and cash equivalents Investments Prepaid expenses and other assets	\$ 1,097,422 518,145 14,507	\$	667,788 445,009 16,273	
Total current assets Property and equipment, net Security deposits	1,630,074 12,268 46,737		1,129,070 7,496 34,442	
Total assets	\$ 1,689,079	\$	1,171,008	
Liabilities and Net Assets			_	
Liabilities Accounts payable Accrued expenses and other liabilities Deferred rent	\$ 237,508 24,190 49,402	\$	5,422 16,906	
Total liabilities	311,100		22,328	
Net Assets Unrestricted Temporarily restricted	1,110,163 267,816		1,148,680	
Total net assets	1,377,979		1,148,680	
Total liabilities and net assets	\$ 1,689,079	\$	1,171,008	

Statement of Activities For the Year Ended April 30, 2014

	Unrestricted		Temporarily ricted Restricted			Total
Revenue and Support			' <u>-</u>			
Contributions and support	\$	2,435,668	\$	379,888	\$	2,815,556
Program fees		70,803		-		70,803
Investment income		81,036		-		81,036
Release from restrictions		112,072		(112,072)		
Total revenue and support		2,699,579		267,816		2,967,395
Expenses						
Program services		2,188,751		-		2,188,751
Management and general		288,415		-		288,415
Development		260,930				260,930
Total expenses		2,738,096				2,738,096
Change in Net Assets		(38,517)		267,816		229,299
Net Assets, beginning of year		1,148,680				1,148,680
Net Assets, end of year	\$	1,110,163	\$	267,816	\$	1,377,979

Statement of Activities For the Year Ended April 30, 2013

	Unrestricted		Tempo Restr	•	Total
Revenue and Support					
Contributions and support	\$	1,836,485	\$	-	\$ 1,836,485
Program fees		60,567		-	60,567
Investment income		56,566		-	56,566
Other income		3,871			 3,871
Total revenue and support		1,957,489			1,957,489
Expenses					
Program services		1,097,589		-	1,097,589
Management and general		171,613		-	171,613
Development		134,242			 134,242
Total expenses		1,403,444			1,403,444
Change in Net Assets		554,045		-	554,045
Net Assets, beginning of year		594,635			 594,635
Net Assets, end of year	\$	1,148,680	\$		\$ 1,148,680

Statements of Cash Flows For the Years Ended April 30, 2014 and 2013

	2014	2013
Cash Flows from Operating Activities		
Change in net assets	\$ 229,299	\$ 554,045
Adjustments to reconcile change in net assets to		
net cash provided by operating activities:		
Depreciation and amortization	8,186	3,536
Net realized and unrealized gains	(72,170)	(50,840)
Change in operating assets and liabilities:		
(Increase) decrease in:		
Prepaid expenses and other assets	1,766	(11,756)
Security deposits	(12,295)	(34,442)
Increase (decrease) in:		
Accounts payable	232,086	(17,064)
Accrued expenses and other liabilities	7,284	16,906
Deferred rent	 49,402	
Net cash provided by operating activities	 443,558	 460,385
Cash Flows from Investing Activities		
Purchase of property and equipment	(12,958)	(5,075)
Purchase of investments	 (966)	(394,169)
Net cash used in investing activities	 (13,924)	 (399,244)
Net Increase in Cash and Cash Equivalents	429,634	61,141
Cash and Cash Equivalents, beginning of year	 667,788	606,647
Cash and Cash Equivalents, end of year	\$ 1,097,422	\$ 667,788

Notes to Financial Statements April 30, 2014 and 2013

1. Nature of Operations

Students For Liberty, Inc. (SFL), located in Washington, DC, is a not-for-profit organization whose mission is to provide a unified, student-driven forum of support for students and student organizations dedicated to liberty. SFL endorses the principles that comprise liberty; economic freedom to choose how to provide for one's life; social freedom to choose how to live one's life; and intellectual and academic freedom.

2. Summary of Significant Accounting Policies

Basis of Accounting and Presentation

SFL's financial statements are prepared on the accrual basis of accounting and are in accordance with generally accepted accounting and reporting principles for not-for-profit organizations.

Classification of Net Assets

Net assets are reported based on the presence or absence of donor-imposed restrictions as follows:

- *Unrestricted net assets* represent funds that are not subject to donor-imposed stipulations and are available for support of operations.
- *Temporarily restricted net assets* represent funds subject to donor-imposed restrictions that are met either by actions of SFL or through the passage of time. Temporarily restricted net assets were \$267,816 and \$0 at April 30, 2014 and 2013, respectively.

Cash Equivalents

For the purpose of the statements of cash flows, SFL considers as cash equivalents all highly liquid investments, which can be converted into known amounts of cash and have a maturity period of ninety days or less at the time of purchase.

Investments

Investments are stated at fair value. Unrealized and realized gains and losses are reported as investment income and are included in the accompanying statements of activities.

Notes to Financial Statements April 30, 2014 and 2013

2. Summary of Significant Accounting Policies (continued)

Property and Equipment

Property and equipment valued at greater than \$500 with a useful life of more than one year are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. The estimated useful life for office equipment is three years. Expenditures for maintenance and repairs, that do not extend the useful life of the equipment, are expensed when incurred.

Revenue Recognition

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. SFL reports contributions and sponsorships as temporarily restricted support if they are received with donor or grantor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. Temporarily restricted net assets are reported as unrestricted net assets if the restrictions are met in the same period the contribution is received.

Program fees include event income, which is recognized as revenue in the period in which the related event or meeting occurs. Funds received in advance are recorded as deferred revenue.

Revenue from all other sources is recognized when earned.

Functional Allocation of Expenses

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

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 the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Notes to Financial Statements April 30, 2014 and 2013

2. Summary of Significant Accounting Policies (continued)

Subsequent Events

In preparing these financial statements, SFL has evaluated events and transactions for potential recognition or disclosure through February 3, 2015, the date the financial statements were available to be issued.

3. Concentration of Credit Risk

Financial instruments that potentially subject SFL to significant concentrations of credit risk consist of cash and cash equivalents, and investments. SFL maintains cash deposit and transaction accounts, along with investments, with various financial institutions and these values, from time to time, exceed insurable limits under the Federal Depository Insurance Corporation (FDIC) and Securities Investor Protection Corporation (SIPC). SFL has not experienced any credit losses on its cash and cash equivalents, and investments to date as it relates to FDIC and SIPC insurance limits. Management periodically assesses the financial condition of these financial institutions and believes that the risk of any credit loss is minimal.

4. Investments and Fair Value Measurements

SFL follows Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, for its financial assets. This standard establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value measurement standards require an entity to maximize the use of observable inputs (such as quoted prices in active markets) and minimize the use of unobservable inputs (such as appraisals or other valuation techniques) to determine fair value. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the entity's perceived risk of that instrument.

The inputs used in measuring fair value are categorized into three levels. Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority. Level 2 is based upon observable inputs other than quoted market prices, and Level 3 is based on unobservable inputs. SFL recognizes transfers between levels in the fair value hierarchy at the end of the reporting period.

SFL uses quoted prices in active markets for identical assets to determine fair value. This pricing methodology applies to Level 1 investments.

Notes to Financial Statements April 30, 2014 and 2013

4. Investments and Fair Value Measurements (continued)

The following table presents SFL's fair value hierarchy for those investments measured on a recurring basis as of April 30:

	Total fair value		Level 1	Level 2	Level 3
2014: Mutual funds – closed end	\$	518,145	\$ 518,145	\$ - \$	
Total investments	\$	518,145	\$ 518,145	\$ - \$	
2013: Mutual funds – closed end	\$	445,009	\$ 445,009	\$ - \$	
Total investments	\$	445,009	\$ 445,009	\$ - \$	

Investment income consists of the following for the years ended April 30:

	 2014	 2013		
Interest and dividends Net realized and unrealized gain	\$ 8,866 72,170	\$ 5,726 50,840		
Total investment income	\$ 81,036	\$ 56,566		

5. Property and Equipment

SFL held the following property and equipment at April 30:

	2014	2013		
Office equipment Less: accumulated depreciation	\$ 26,104 (13,836)	\$	13,146 (5,650)	
Property and equipment, net	\$ 12,268	\$	7,496	

Depreciation and amortization expense was \$8,186 and \$3,536 for the years ended April 30, 2014 and 2013, respectively.

Notes to Financial Statements April 30, 2014 and 2013

6. Operating Leases

On June 18, 2012, SFL entered into office space lease under an operating lease agreement, which commenced on July 1, 2012 and expired on June 30, 2013. This lease ended and was not renewed. On April 1, 2013, SFL entered into a new office lease agreement, which commenced on June 1, 2013 and expires May 31, 2018. The lease contains rent abatement for the first five months and scheduled fixed rent increases for future periods. SFL records monthly rent expense in excess of rental payments under this lease, which is recognized as deferred rent in the accompanying financial statements.

In addition, SFL subleases office space in Berlin, Germany. This sublease commenced on April 7, 2014 and expires March 31, 2015 with an optional one-year lease extension period.

Total rent expense under all operating leases for the years ended April 30, 2014 and 2013 was \$126,364 and \$27,450, respectively.

The future minimum lease payments under all operating leases are as follows for the years ending April 30:

2015 2016 2017 2018	\$ 145,824 133,332 136,664 140,082
2019	 11,965
Total future minimum lease payments	\$ 567,867

7. Temporarily Restricted Net Assets

Temporarily restricted net assets are restricted for the Students For Liberty International Expansion program and were \$267,816 at April 30, 2014. There were no temporarily restricted net assets at April 30, 2013.

8. Income Taxes

SFL is exempt from payment of taxes on income other than net unrelated business income under Section 501(c)(3) of the Internal Revenue Code (IRC). For the years ended April 30, 2014 and 2013, there was no unrelated business income and, accordingly, no federal or state income taxes have been recorded. Contributions to SFL are deductible as provided in IRC Section 170(b)(1)(A)(vi). Management has evaluated SFL's tax positions and concluded that SFL's financial statements do not include any uncertain tax positions.

SUPPLEMENTAL INFORMATION

Schedule of Functional Expenses For the Year Ended April 30, 2014

		Program Services				_		evelopment	Total	
Advertising	\$	6,335	\$	_	\$	88	\$	6,423		
Bank charges and fees	4	1,966	Ψ	7,282	Ψ	4,629	4	13,877		
Computer expense		3,435		4,066		28		7,529		
Conferences		410		, -		_		410		
Depreciation and										
amortization		_		8,186		_		8,186		
Events – room rental		38,152				_		38,152		
Events – travel		40,205		_		1,230		41,435		
Events – other expenses		468,697		169		19,401		488,267		
Insurance		_		7,566		-		7,566		
Meals and entertainment		85,994		1,287		3,922		91,203		
Office expenses		25,490		25,550		4,804		55,844		
Payroll		467,131		36,235		105,593		608,959		
Payroll benefits		_		14,695		-		14,695		
Payroll taxes		40,387		3,074		8,801		52,262		
Postage and printing		327,197		1,284		84,995		413,476		
Professional fees		138,659		51,021		1,520		191,200		
Programs		172,784		476		165		173,425		
Rent expense		11,170		115,194		-		126,364		
Scholarships		8,423		-		-		8,423		
Taxes and licenses		_		5,132		_		5,132		
Telephone		115		2,034		79		2,228		
Travel		348,408		3,052		25,675		377,135		
Website		3,793		2,112				5,905		
Total Expenses	\$	2,188,751	\$	288,415	\$	260,930	\$	2,738,096		

Schedule of Functional Expenses For the Year Ended April 30, 2013

	Program Services		Management and General		-		D	evelopment		Total	
Advertising	\$	27,000	\$	601	\$	_	\$	27,601			
Bank charges and fees	Ψ	2,131	Ψ	9,843	Ψ	_	Ψ	11,974			
Computer expense		135		6,231		_		6,366			
Conferences		2,104		-		_		2,104			
Depreciation and		2, 10.						2,10.			
amortization		_		3,536		_		3,536			
Events – room rental		19,158		-		_		19,158			
Events – travel		10,665		(1,090)		174		9,749			
Events – other expenses		128,773		39		15,079		143,891			
Insurance		71		7,417		186		7,674			
Meals and entertainment		183,559		557		2,137		186,253			
Office expenses		24,025		18,583		5,684		48,292			
Payroll		253,338		32,569		56,764		342,671			
Payroll benefits		_		5,514		_		5,514			
Payroll fees		_		296		_		296			
Payroll taxes		18,532		2,414		3,977		24,923			
Postage and printing		142,845		7,975		27,715		178,535			
Professional fees		5,717		40,659		3,267		49,643			
Programs		66,978		1,411		23		68,412			
Rent expense		254		27,196		-		27,450			
Repairs and maintenance		_		12		-		12			
Taxes and licenses		_		2,334		-		2,334			
Telephone		503		1,513		-		2,016			
Travel		211,801		4,003		19,236		235,040			
Total Expenses	\$	1,097,589	\$	171,613	\$	134,242	\$	1,403,444			