(With summarized comparative information for the fiscal year ended June 30, 2010)

(With summarized comparative information for the fiscal year ended June 30, 2010)

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James M. Babic, PC
Certified Public Accountant
6414 Sinclair Avenue #220
Berwyn, IL 60402

Phone: (708) 749-7030 Fax: (312) 896-9431 email: jimbabic@aol.com

Independent Auditor's Report

Board of Directors Free Spirit Media, NFP 1817 S. California Chicago, Illinois 60608-2402

I have audited the accompanying statement of financial position of Free Spirit Media, NFP (FSM), an Illinois not-for-profit organization, as of June 30, 2011, and related statements of activities, functional expenses, and cash flows for the fiscal year then ended. These statements are the responsibility of FSM's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FSM as of June 30, 2011, and the changes in its net assets, and cash flows for the fiscal year then ended, in conformity with accounting principles generally accepted in the United States of America.

The prior year summarized comparative information has been derived from FSM's June 30, 2010 financial statements and, in my report dated August 31, 2010, I expressed an unqualified opinion on those financial statements.

James M. Babic, PC

August 3, 2011

FREE SPIRIT MEDIA, NFP STATEMENT OF FINANCIAL POSITION AS OF JUNE 30, 2011

(With summarized comparative totals as of June 30, 2010)

	June 30, 2011							Total
	Temporarily Unrestricted Restricted				Total	Jun	as of e 30, 2010	
<u>ASSETS</u>								
1100210								
Current assets:	¢	252 424	ď	117.240	¢	260 674	¢	200 522
Cash (Note 6) Grant and contract fees receivable	\$	252,434 65,194	\$	117,240 87,240	\$	369,674 152,434	\$	309,522 86,603
Pledge receivable within one year		03,194		25,000		25,000		100,000
Prepaid expenses and other		13,301				13,301		8,010
Total current assets		330,929		229,480		560,409		504,135
Video production and office equipment, net of accumulated								
depreciation (Note 7)		52,877				52,877		63,836
Other assets: Certificate of deposit, original term								
to maturity of two years Pledge receivable within one to		128,162		-		128,162		125,630
two years				25,000		25,000		
Total other assets		128,162		25,000		153,162		125,630
Total assets	\$	511,968	\$	254,480	\$	766,448	\$	693,601
<u>LIABILITIES AND NET ASSETS</u>								
Current liabilities:								
Accounts payable	\$	43,082	\$	-	\$	43,082	\$	14,473
Accrued expenses		12,619				12,619		24,565
Total current liabilities		55,701		-		55,701		39,038
Net assets		456,267		254,480		710,747		654,563
Total liabilities and net assets	\$	511,968	\$	254,480	\$	766,448	\$	693,601

FREE SPIRIT MEDIA, NFP STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS

FOR THE FISCAL YEAR ENDED JUNE 30, 2011

(With summarized comparative totals for the fiscal year ended June 30, 2010)

	Fiscal Ye	30, 2011	Total	
Public support and revenue:	Unrestricted	Temporarily Restricted	Total	for Fiscal Year Ended Ended June 30, 2010
Public support:				
Grants and contributions (Note 8) Contributions, in-kind (Note 8) Fundraising events,	\$ 276,653 14,000	\$ 204,480	\$ 481,133 14,000	\$ 489,157 1,833
net of direct expenses (Note 9)	60,573	-	60,573	46,486
Total public support	351,226	204,480	555,706	537,476
Net assets released from restrictions upon satisfaction of program requirements	173,000	(173,000)		
Revenue:				
Contract fees and awards (Note 8)	398,011	-	398,011	311,193
Product sales	105	-	105	60
Interest income	3,854	-	3,854	2,993
Expense reimbursements and other	1,340	-	1,340	6,690
Gain on insurance claim (Note 10)				65
Total revenues	403,310		403,310	321,001
Total public support and revenues	927,536	31,480	959,016	858,477
Expenses: Program services:				
In-school programs	299,067	-	299,067	210,737
After-school and summer programs	421,419	-	421,419	310,386
Other	73,167		73,167	32,113
Total program services expenses	793,653		793,653	553,236
Supporting services:				
General management & administration	39,287	-	39,287	25,942
Fund raising	69,892		69,892	47,915
Total supporting services expenses	109,179		109,179	73,857
Total expenses	902,832		902,832	627,093
Net increase in net assets	24,704	31,480	56,184	231,384
Net assets:				
Beginning of the year	431,563	223,000	654,563	423,179
End of the year	\$ 456,267	\$ 254,480	\$ 710,747	\$ 654,563

FREE SPIRIT MEDIA, NFP STATEMENT OF FUNCTIONAL EXPENSES FOR THE FISCAL YEAR ENDED JUNE 30, 2011

(With comparative totals for the fiscal year ended June 30, 2010)

			PROGRAM SERVICES					RTING SERVICE		GRAND TOT	TALS	
			After- School		Total		General		Total			
		In-School	and Summer	Special	Program		Mgmt. &	Fund-	Supporting			
	_	Programs	Programs	Projects	Services	_	Admin.	Raising	Services		2011	2010
Staff salaries	\$	217,459 \$	286,286 \$	32,950 \$	536,695	\$	30,553 \$	56,400 \$	86,953	\$	623,648 \$	448,849
Employer payroll taxes	Ψ	21,364	29,963	4,408	55,735	Ψ	3,008	4,994	8,002	Ψ	63,737	39,889
Staff fringe benefits		7,648	30,531	2,609	40,788		1,272	1,685	2,957		43,745	17,833
Contract services and stipends		7,048	2,180	2,935	5,827		102	184	286		6,113	5,382
Professional fees		1,908	2,454	13,829	18,191		273	491	764		18,955	5,865
Consulting, in-kind (Note 8)		5,460	7,420	1,120	14,000		213	471	704		14,000	5,805
Program expenses		10,609	15,352	3,082	29,043		-	-	-		29,043	32,589
Facility occupancy (Note 5)		10,009	13,332		29,043		-	-	-		29,043	32,369
Insurance		4,349	5,591	745	10,685		622	1,119	1,741		12,426	6,223
		4,349	5,391 716	80	1,260		98	1,119	272		1,532	1,466
Supplies											*	,
Travel		4,289	5,001	3,118	12,408		196	448	644		13,052	6,869
Equipment rent & maintenance		5,995	8,317	4,511	18,823		-	17	17		18,840	15,419
Equipment, in-kind (Note 8)		-	-	-	-		-	-	-		-	1,833
Depreciation		9,188	12,559	1,745	23,492		592	1,065	1,657		25,149	21,957
Telecommunications		2,167	2,786	381	5,334		310	558	868		6,202	6,625
Postage and courier		550	874	124	1,548		86	347	433		1,981	1,326
Printing and reproduction		1,357	1,745	232	3,334		194	466	660		3,994	1,005
Marketing and media outreach		4,068	5,231	741	10,040		581	1,047	1,628		11,668	7,448
Conference & meetings		612	629	338	1,579		595	183	778		2,357	1,265
Van operations, repairs,												
and maintenance		-	2,665	-	2,665		5	-	5		2,670	2,985
Miscellaneous	_	868	1,119	219	2,206	_	800	714	1,514		3,720	2,265
Total functional expenses	\$_	299,067 \$	421,419 \$	73,167 \$	793,653	\$	39,287 \$	69,892 \$_	109,179	\$	902,832 \$	627,093

FREE SPIRIT MEDIA, NFP STATEMENT OF CASH FLOWS FOR THE FISCAL YEARS ENDED JUNE 30, 2011 AND JUNE 30, 2010

	Fiscal ear Ended e 30, 2011	Fiscal Year Ended June 30, 2010	
CASH FLOW FROM OPERATING ACTIVITIES: Net increase in net assets	\$ 56,184	\$ 231,384	
Adjustments to reconcile change in net assets to cash provided by (used in) operating activities: Depreciation Gain on insurance claim (Note 9)	25,149	21,957 (65)	
(Increase) decrease in: Grant and contract fees receivable Pledge receivable within one year Pledge receivable within one to two years Prepaid expenses and other	(65,831) 75,000 (25,000) (5,291)	(10,343) (100,000) - (3,726)	
Increase (decrease) in: Accounts payable Accrued expenses	 28,609 (11,946)	 2,324 6,395	
NET CASH PROVIDED BY OPERATING ACTIVITIES	 76,874	 147,926	
CASH FLOW PROVIDED BY (USED IN) INVESTING ACTIVITIES Purchases of equipment Purchase certificate of deposit Proceeds from insurance claim Net cash used in investing activities	 (14,190) (2,532) (16,722)	 (8,725) (125,630) 4,208 (130,147)	
NET INCREASE IN CASH	 60,152	 17,779	
CASH, BEGINNING OF THE YEAR	309,522	291,743	
CASH, END OF THE YEAR	\$ 369,674	\$ 309,522	

NOTE 1 - HISTORY AND NATURE OF THE ORGANIZATION

Free Spirit Media, NFP (FSM) was incorporated on May 23, 2001 under the 1987 General Not-For-Profit-Act of Illinois. FSM partners with schools and organizations to provide education, access, and opportunity in media production to under-served urban youth.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements are prepared on the accrual basis of accounting.

Basis of presentation

Financial statement presentation follows the Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) No. 958-605 and No. 958-205.

Under FASB ASC No. 958-605 contributions are recognized in the period received, or in the period in which an unconditional promise to give is made.

Under FASB ASC 958-205, FSM is required to report information regarding its financial position according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Classification of net assets as unrestricted, temporarily restricted, or permanently restricted is based on the absence or existence of donor imposed restrictions.

Donor-imposed restrictions

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. However, restricted support that is received and fulfilled within the same fiscal year is reported as unrestricted.

Income taxes

FSM is exempt from federal taxes under Section 501(c)3 of the Internal Revenue Code. It qualifies for charitable contributions under Section 170(b)(1)(A), and has been classified as an organization that is not a private foundation under Section 509(a)(2).

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles may require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenditures. Actual results could differ from those estimates.

Financial statement presentation follows the recommendation of the Financial Accounting Standards Board.

Expense allocation

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

Subsequent Events

FSM has evaluated subsequent events through August 3, 2011, the date financial statements were available to be issued.

NOTE 3 - PRIOR YEAR SUMMARIZED INFORMATION

The financial statements include certain prior-year summarized information presented for comparative purposes. Such comparative information is in total but not by net asset class, and therefore, does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with FSM's financial statements for the fiscal year ended June 30, 2010, from which the summarized information was derived.

NOTE 4 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets as of June 30, 2011 are available for the following specific program services:

Capacity building and field building	\$	100,000
Broadcast journalism program at Chicago Public Schools		50,000
News on the Road		60,000
Arts Infusion Initiative		40,000
Teen Peer-to-Peer	_	4,480
Total temporarily restricted net assets	\$	254,480

NOTE 5 - FACILITY OCCUPANCY AGREEMENT

FSM's primary office space is located within North Lawndale College Preparatory Charter High School (NLCPCHS). Under a verbal agreement between NLCPCHS and FSM, FSM can use designated office space for no charge on a month-to-month basis. Since the value of this office space utilized by FSM cannot be objectively measured, the financial statements do not include a provision for the use of this office space.

NOTE 6 - CASH

Cash consists of interest bearing and non-interest bearing demand deposits in financial institutions. Interest bearing demand deposits are insured by the FDIC up to \$250,000. Non-interest bearing demand deposits are insured in full by the FDIC through December 31, 2012. As of June 30, 2011 all of FSM's interest bearing and non-interest bearing demand deposits in financial institutions were fully insured by the FDIC.

NOTE 7 - VIDEO PRODUCTION AND OFFICE EQUIPMENT, net of accumulated depreciation

Purchased video production and office equipment is recorded at cost. Contributed video production and office equipment is recorded at the estimated fair market value on the date of receipt. Depreciation is provided on a straight-line basis over the estimated five-year useful life of the asset. Generally FSM capitalizes asset purchases with a cost or estimated fair market value of \$1,000 or more. As of June 30, 2011 and June 30, 2010 video production and office equipment and related accumulated depreciation were as follows:

	06/30/2011	06/30/2010
Video production and office equipment, at cost	\$ 139,873	\$ 125,683
Less accumulated depreciation	86,996	61,847
Video production and office equipment at cost,		
net of accumulated depreciation	\$ 52,877	\$ 63,836

NOTE 8 - GRANTS AND CONTRIBUTIONS, AND CONTRACT FEES AND AWARDS

FSM recognized grants and contributions, and contract fees and awards from the following benefactors for the fiscal years ended June 30, 2011 and June 30, 2010:

Grants and contributions:		06/30/2011	06/30/2010
Chicago Community Trust	\$	104,480	\$ 50,000
Elizabeth Morse Charitable Trust		75,000	-
Field Foundation of Illinois		500	15,500
Ford Motor Company Fund		7,000	-
Illinois Arts Council		-	5,380
Issue Lab		-	5,100
Joyce Foundation		-	20,140
Mardi Gras Foundation		6,500	6,500
Mayer & Morris Kaplan Family Foundation		20,000	20,000
McCormick Foundation		102,500	200,000
Nike		-	7,924
Polk Bros. Foundation		35,000	30,000
Polsky Foundation		-	10,000
Steans Family Foundation		40,000	32,175
Individuals, each \$5,000 or more		40,041	45,988
Others under \$5,000 each (both years)		50,112	40,450
Total grants and contributions	\$	481,133	\$ 489,157
	•		
Contributions, in-kind:		06/30/2011	06/30/2010
Taproot Foundation, estimated value of consulting services	\$	14,000	\$ -
CAN-TV, estimated value of video production equipment			
on loan to FSM		_	1,833
Total contributions, in-kind	\$	14,000	\$ 1,833

The estimated value of consulting services per above is reflected as revenue and a corresponding expenditure, resulting in a zero effect of net assets.

The estimated value of video production equipment on loan per above is reflected as revenue and a corresponding expenditure, resulting in a zero effect of net assets.

(Continued on the following page)

NOTE 8 - GRANTS AND CONTRIBUTIONS AND CONTRACT FEES AND AWARDS (continued)

Contract fees and awards:	06/30/2011		06/30/2010
After School Matters	\$ 85,041	\$	113,418
Career Builder	25,000		23,000
Chicago Public Schools	25,000		20,262
Gary Comer College Prep	6,000		6,000
Gary Comer Youth Center	30,000		30,000
North Lawndale College Preparatory Charter High School	141,640		78,185
Power House High School	47,540		15,700
Transformers 3	11,000		-
Others under \$5,000 each	26,790	_	24,628
Total contract fees and awards	\$ 398,011	\$	311,193
North Lawndale College Preparatory Charter High School Power House High School Transformers 3 Others under \$5,000 each	\$ 141,640 47,540 11,000 26,790	\$	78,18. 15,70 - 24,62

NOTE 9 - FUNDRAISING EVENTS, net of direct expenses

Revenues and expenses related to fundraising events held during the fiscal years ended June 30, 2011 and June 30, 2010 are as follows:

Revenues:	06/30/2011	_	06/30/2010
Ticket sales, raffle, and auction\$	21,250	\$	13,014
Sponsorship and contributions (See Note 9-A)	70,155		47,330
Total revenues	91,405		60,344
Expenses:			
Catering, printing, and other	30,832		13,858
Revenues net of expenses	60,573	\$	46,486

(Continued on the following page)

NOTE 9 - FUNDRAISING EVENTS, net of direct expenses (Continued from the preceding page)

Note 9-A - Sponsorship and contributions

The below-listed benefactors provided sponsorship and contribution support to fundraising events held by FSM during the fiscal years ended June 30, 2011 and June 30, 2010:

Fundraising Event Sponsorship and Contributions:	06/30/2011	06/30/2010
BMW Mini	\$ 5,000	\$ -
Northern Trust Company	5,000	5,000
United Parcel Service	-	5,000
William Blair & Company Foundation	5,000	5,000
Others under \$5,000 each (both years)	55,155	32,330
Total fundraising event sponsorship and contributions	\$ 70,155	\$ 47,330

NOTE 10 - GAIN ON INSURANCE CLAIM

During the fiscal year ended June 30, 2010 FSM received a \$4,208 insurance claim reimbursement for stolen video production equipment with a net book value of \$4,143. The net gain realized on this claim was \$65.