

AUDITED FINANCIAL STATEMENTS

LOVE146, INC.

**NEW HAVEN, CONNECTICUT
YEARS ENDED JUNE 30, 2012 AND 2011**

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LOVE146, INC.

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INDEPENDENT AUDITORS' REPORT

LOVE146, INC.
132 Temple Street
New Haven, Connecticut 06510

We have audited the accompanying statements of financial position of LOVE146, INC. (a non-profit organization) as of June 30, 2012 and 2011, and the related statements of activities and cash flow for the years then ended. These financial statements are the responsibility of the Organization's management. 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 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 the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides 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 LOVE146, INC. as of June 30, 2012 and 2011, 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 audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses 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 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.



Michaud and Accavallo
Certified Public Accountants, LLC

September 9, 2012

LOVE146, INC.
STATEMENT OF FINANCIAL POSITION

| | June 30, | |
|--|------------|------------|
| | 2012 | 2011 |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 672,886 | \$ 228,561 |
| Contributions receivable, net of allowance of \$0 and \$229 | 65,080 | 57,439 |
| Other current assets | 42,705 | 5,769 |
| TOTAL CURRENT ASSETS | 780,671 | 291,769 |
| EQUIPMENT AND IMPROVEMENTS | | |
| Furniture, fixtures and equipment | 69,108 | 60,332 |
| Leasehold improvements | 5,801 | 5,801 |
| | 74,909 | 66,133 |
| Less: Accumulated depreciation and amortization | (62,398) | (55,831) |
| TOTAL EQUIPMENT AND IMPROVEMENTS | 12,511 | 10,302 |
| OTHER ASSET-deposit | 3,400 | 3,400 |
| TOTAL ASSETS | \$ 796,582 | \$ 305,471 |
| LIABILITIES AND NET ASSETS | | |
| CURRENT LIABILITIES | | |
| Accounts payables | \$ 1,684 | \$ 2,076 |
| Accrued expenses | 32,445 | 34,072 |
| TOTAL CURRENT LIABILITIES | 34,129 | 36,148 |
| NET ASSETS | | |
| Unrestricted | 630,814 | 115,537 |
| Temporarily restricted | 131,639 | 153,786 |
| TOTAL NET ASSETS | 762,453 | 269,323 |
| TOTAL LIABILITIES AND NET ASSETS | \$ 796,582 | \$ 305,471 |

See notes to financial statements

LOVE146, INC.
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2012

| | <u>Unrestricted</u> | <u>Temporarily</u> | <u>Total</u> |
|--|-----------------------|-----------------------|-----------------------|
| SUPPORT AND REVENUES | | | |
| Contributions | \$ 2,227,536 | \$ 131,639 | \$ 2,359,175 |
| Promotional sales, net | 17,320 | - | 17,320 |
| Gift in-kind | 1,600 | - | 1,600 |
| Interest | 453 | - | 453 |
| Net assets released from restriction | <u>153,786</u> | <u>(153,786)</u> | <u>-</u> |
| TOTAL SUPPORT AND REVENUES | <u>2,400,695</u> | <u>(22,147)</u> | <u>2,378,548</u> |
| EXPENSES | | | |
| Program | 1,353,904 | - | 1,353,904 |
| Management and general | 275,878 | - | 275,878 |
| Fundraising | <u>255,636</u> | <u>-</u> | <u>255,636</u> |
| TOTAL EXPENSES | <u>1,885,418</u> | <u>-</u> | <u>1,885,418</u> |
| INCREASE (DECREASE) IN NET ASSETS | 515,277 | (22,147) | 493,130 |
| NET ASSETS, BEGINNING OF YEAR | <u>115,537</u> | <u>153,786</u> | <u>269,323</u> |
| NET ASSETS, END OF YEAR | <u>\$ 630,814</u> | <u>\$ 131,639</u> | <u>\$ 762,453</u> |

See notes to financial statements

LOVE146, INC.
STATEMENT OF ACTIVITIES
YEAR ENDED JUNE 30, 2011

| | <u>Unrestricted</u> | <u>Temporarily</u> | <u>Total</u> |
|--|--------------------------|--------------------------|--------------------------|
| SUPPORT AND REVENUES | | | |
| Contributions | 2,075,321 | \$ 153,786 | \$ 2,229,107 |
| Promotional sales, net | 25,755 | - | 25,755 |
| Interest | 209 | - | 209 |
| Net assets released from restriction | <u>38,376</u> | <u>(38,376)</u> | <u>-</u> |
| TOTAL SUPPORT AND REVENUES | 2,139,661 | 115,410 | 2,255,071 |
| EXPENSES | | | |
| Program | 1,709,211 | - | 1,709,211 |
| Management and general | 345,095 | - | 345,095 |
| Fundraising | <u>319,034</u> | <u>-</u> | <u>319,034</u> |
| TOTAL EXPENSES | 2,373,340 | - | 2,373,340 |
| (DECREASE) INCREASE IN NET ASSETS | (233,679) | 115,410 | (118,269) |
| NET ASSETS, BEGINNING OF YEAR | <u>349,216</u> | <u>38,376</u> | <u>387,592</u> |
| NET ASSETS, END OF YEAR | <u>\$ 115,537</u> | <u>\$ 153,786</u> | <u>\$ 269,323</u> |

See notes to financial statements

LOVE146, INC.
STATEMENT OF CASH FLOWS

| | <u>Years Ended June 30,</u> | |
|--|-----------------------------|--------------|
| | 2012 | 2011 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Decrease in net assets | \$ 493,130 | \$ (118,269) |
| Adjustments to reconcile change in net assets to net cash used in operating activities: | | |
| Depreciation | 6,567 | 7,379 |
| (Increase) Decrease in operating assets: | | |
| Contribution receivable | (7,641) | (28,804) |
| Inventories | - | (141) |
| Other current assets | (36,936) | (2,769) |
| Increase (Decrease) in operating liabilities: | | |
| Accounts payable | (392) | (10,523) |
| Accrued expenses | (1,627) | (9,025) |
| NET CASH USED IN OPERATING ACTIVITIES | 453,101 | (162,152) |
| CASH FLOWS FROM INVESTING ACTIVITIES -purchase of property and equipment | (8,776) | (1,729) |
| NET CHANGE IN CASH | 444,325 | (163,881) |
| Cash and cash equivalents at beginning of year | 228,561 | 392,442 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | \$ 672,886 | \$ 228,561 |

See notes to financial statements

LOVE146, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

Note 1-Summary of Significant Accounting Policies

In September 2002, LOVE146, INC.(Organization) Co-Founders went on an exploratory trip to SE Asia to determine how they could serve in the fight against child sex trafficking. In brothels, they saw young children being sold for sex. In safe homes, they witnessed the miracle of restoration as they sang and danced with survivors. The goal of this and subsequent trips was not to "reinvent the wheel" but to find out where the greatest needs were and how they could be most helpful in filling those needs. After 18 months of research, networking and other organizational work, LOVE146, INC. became an official public charity in March of 2004 under the name of Justice for Children, Inc. (JFCI). In October 2007, JFCI became known as LOVE146, INC. and is incorporated in the State of Connecticut.

LOVE146, INC. works toward the abolition of child sex trafficking and exploitation prevention and aftercare. LOVE146, INC. trains aftercare workers, multiplies safe homes, aids socioeconomic development programs in high-risk communities and amplifies the voice of these victims of modern-day slavery. Major programs include educational programs; training programs aimed at developing knowledge and skills for working with victims of Child Sex Trafficking and Exploitation (CSTE); working to help CSTE survivors by facilitating restorative experiences, teaching life skills, and providing help for a better future; and safe home programs which provide care for survivors of CSTE.

LOVE146, INC. has developed a USA prevention strategy that focuses on advocacy to prevent child sex slavery and exploitation. The Organization seeks to advocate on behalf of as well as with victims, survivors, and those at-risk. Through detailed research and collaboration, LOVE146, INC. contributes to the modern-day abolitionist movement in the USA by emphasizing coalition building and partnerships as well as innovative, creative advocacy strategies.

The Organization operates programs in the United States and foreign countries and makes grants to Organizations' based in foreign countries. These countries have included, but are not limited to, the Philippines, Thailand, Cambodia, India, United Kingdom and Moldova. Unforeseen political, economic or governmental changes in these countries could have an effect on the Organization's future activities. Total grant expense to organizations worldwide during the years ended June 30, 2012 and 2011 totaled \$322,961 and \$506,989, respectively.

Financial Statement Presentation

The accompanying financial statements of the Organization have been prepared on the accrual basis of accounting. The Organization also 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 were no permanently restricted net assets for the years ended June 30, 2012 and 2011, respectively.

Use of Estimates

The accounting and financial reporting policies of the Organization conform to generally accepted accounting principles. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of support, revenues and expenses during the reporting period. Actual results could differ from those estimates.

LOVE146, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

Functional Allocation of Expenses

The costs of providing the various programs and other activities of LOVE146, INC. have been summarized on a functional basis in the accompanying statement of activities, which includes all expenses incurred for the years. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Management allocates the direct costs of its operations to its programs and services based upon the percentage of direct labor costs charged to each program and supporting services by LOVE146, INC. staff.

Cash, Cash Equivalents and Credit Risk

For purposes of the statement of cash flows, the Organization considers all short-term investments, with a maturity of three months or less when purchased, and money market mutual funds, to be cash equivalents.

At June 30, 2012 and 2011, the carrying amount of the Organization's cash and cash equivalents was \$672,886 and \$228,561, respectively, and balances in banks amounted to \$644,944 and \$233,008, respectively. Deposits in banks are insured by the Federal Deposit Insurance Corporation up to \$250,000. Cash deposits in brokerage accounts are insured by the Securities Investor Protection Corporation up to \$250,000. As of June 30, 2012 and 2011, deposit balances in banks exceeded the federally insured limits and were not insured by \$149,513 and \$0, respectively. The deposit balances in brokerage accounts were fully insured as of June 30, 2012 and 2011.

Contributions

Contributions are generally available for unrestricted use in the related year unless specifically restricted by the donor. Unconditional promises to give are recorded as received. Unconditional promises to give due in the next year are reflected as current promises to give and are recorded at their net realizable value. The Organization does not generally have unconditional promises to give due in subsequent years, but when they occur, they are reflected as long-term promises to give and are recorded at the present value of their net realizable value, using risk-free interest rates applicable to the year in which the promises are received to discount the amounts. Promises to give are received from various contributors and not necessarily related to any specific event. An allowance for uncollectable contributions is provided based on management's evaluation of potential uncollectable receivable.

Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

Grant Revenue

Grants are generally considered exchange transactions in which the grantor requires the performance of specified activities. Entitlement to cost reimbursement grants is conditioned on the expenditure of funds in accordance with grant restrictions and, therefore, revenue is recognized to the extent of grant expenditures. Grant receipts in excess of revenues recognized are presented as deferred grant revenue, if it is expected that the excess will be spent pursuant to the terms of the grant. If the excess is not expected to be spent, it is considered an account payable.

LOVE146, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

Furniture, Equipment and Leasehold Improvements

Furniture, equipment and leasehold improvements are capitalized at cost. It is our policy to capitalize expenditures for these items in excess of \$500. Lesser amounts are expensed. Furniture and office equipment are being depreciated over estimated useful lives of three to seven years, using the straight-line method. Leasehold improvements are being amortized over the shorter of the lease term or useful life using the straight-line method.

Donated Services

The Organization recognizes donated services if they create or enhance non-financial assets or requires specialized skills and would typically be purchased if not provided by donation. General volunteer services do not meet these criteria for recognition in the financial statement. However, a substantial number of volunteers have donated significant amounts of their time in the Organization's operations and fund-raising campaigns.

Compensated Absences

Employees are entitled to paid vacation and sick days depending on job classification, length of service, and other factors. It is impracticable to estimate the amount of compensation for future paid sick days and time off. Accordingly, no liabilities for these amounts have been recorded in the accompanying financial statements. Company policy is to recognize the cost of compensated absences when actually paid to employees.

Income Tax Status

The Organization is a not-for-profit Organization that is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. The Organization is also exempt from State income taxes. Accordingly, no provision for income taxes has been made in the financial statements. The Organization is subject to tax on unrelated business income, if incurred, as well as certain state filing fees.

The Organization has concluded that there are no uncertain tax positions that would require recognition in the financial statements. If the Organization were to incur an income tax liability in the future, interest on any income tax liability would be reported as interest expense and penalties would be reported as income taxes. The Organizations conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based on ongoing analysis of tax laws, regulations and interpretations thereof as well as other factors. Generally, federal and state authorities may examine the Organization's tax returns for three years from the date of filing. Consequently, income tax returns for years prior to 2007 are no longer subject to examination by taxing authorities.

Note 2—Contribution Receivables, Support and Revenue

Contributions and Concentration of Major Contributors

Contributions totaled \$2,359,175 and \$2,229,107 for the years ended June 30, 2012 and 2011, respectively. For the years then ended, the Organization's three largest contributors accounted for 8%, 4% and 2% and 7%, 3% and 2%, respectively.

LOVE146, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

Contributions Receivable

Contributions receivable totaled \$65,080 and \$57,210 at June 30, 2012 and 2011, respectively, and are due within one year. Contributions receivable primarily comprise on-line contributions contributed through credit card transactions by the donor that have not been remitted to the Organization. In addition, contributions receivable also include short-term pledges that were not received prior to the year ended June 30, 2012. As of the year ended June 30, 2012 and 2011, the allowance for doubtful accounts is \$0 and \$229, respectively.

Promotional Sales

During the years ended June 30, 2012 and 2011, the Organization promoted its mission in part through the sale of promotional items such as t-shirts, wrist bands and other items that individuals purchase in support of LOVE146, INC.'s mission to work toward the abolition of child sex trafficking and exploitation prevention and aftercare. Total sales of promotional items for the years ended June 30, 2012 and 2011 were \$48,328 and \$49,829. Total costs related to the promotional items were \$31,008 and \$24,074. Net promotional revenues were \$17,320 and \$25,755, for the years ended June 30, 2012 and 2011, respectively.

Note 3—Leases

The Organization leased office space in New Haven, Connecticut under a three-year non-cancelable operating lease, which expires April 30, 2013. The lease requires annually increasing monthly payments ranging from \$3,400 to \$3,678 over the three-year life of the lease. Total rent expense for the year ended June 30, 2012 and 2011 was \$53,533 and \$52,351. Future minimum operating lease commitments under lease are as follows:

| | |
|------|---------------|
| 2013 | <u>36,775</u> |
|------|---------------|

Note 4—Temporarily Restricted Net Assets

Temporarily restricted net assets are comprised of unconditional promises to give for future periods. The following unconditional promises to give are earmarked for specific programs and uses as of June 30, 2012 and 2011:

| | <u>2012</u> | <u>2011</u> | <u>Net change</u> |
|-------------------------|-------------------|-------------------|--------------------|
| Asia aftercare | \$ 131,639 | \$ - | \$ 131,639 |
| Phillippines Round Home | - | 132,449 | (132,449) |
| Aftercare research | - | 17,737 | (17,737) |
| Prevention | - | 1,760 | (1,760) |
| Other | - | 1,840 | (1,840) |
| Total | <u>\$ 131,639</u> | <u>\$ 153,786</u> | <u>\$ (22,147)</u> |

LOVE146, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

Note 5— Related Party Transactions

LOVE146 (Philippines)

On January 24, 2008, LOVE146, INC. (US) entered into an Association Agreement (agreement) with a related party in the Philippines, LOVE146 (Philippines) to support their mission in the area. The agreement requires, among other things, that LOVE146 (Philippines) maintain a board of directors and executive director whose appointments must all be ratified by LOVE146, INC. (US). The agreement also requires that to ensure coordination with LOVE146, INC. (US), LOVE146 (Philippines) annual proposed budget must be approved by LOVE146, INC.-US prior to adoption. In addition, LOVE146 (Philippines) shall provide monthly financial reports and quarterly audited financial statements to LOVE146, INC. (US).

The initial term of the agreement is five years and has an automatic five-year renewal unless either party provides notice not to renew. The agreement may also terminate if other occurrences occur such as the dissolution of either party, either party submits written cancelation within a certain period of time, loss of tax exempt status by either party or if one party engages in any act that is (1) in violation of the agreement; (2) inconsistent with the ministry of exempt status of any party to this agreement; or (3) which would subject any party to public disrepute.

In addition, the two parties entered into a Trademark License Agreement which grants a non-transferable, exclusive, royalty free license to LOVE146 (Philippines) to use Trademarks registered with the United States Patent and Trademark Office by LOVE146, INC. (US), as long as the Trademark License Agreement and Association Agreement remain in place.

During the year ended June 30, 2012 and 2011, the Organization provided LOVE146 (Philippines) with \$161,500 and \$175,554, respectively, in support to fund operations to support our mutual mission.

LOVE146 (UK)

On March 24, 2010, LOVE146, INC. (US) entered into an Association Agreement (agreement) with a related company in the United Kingdom, LOVE146 (UK) to support their mission in Europe. The agreement requires, among other things, that LOVE146 (UK) maintain a board of directors and executive director whose appointments must all be ratified by LOVE146, INC. (US). The agreement also requires that to ensure coordination with LOVE146, INC. (US). LOVE146 (UK)'s, annual proposed budget must be approved by LOVE146, INC. (US) prior to adoption. In addition, LOVE146 (UK) shall provide monthly financial reports and quarterly audited financial statements to LOVE146, INC. (US).

The initial term of the agreement is five years and has an automatic five-year renewal unless either party provides notice not to renew. The agreement may also terminate if other occurrences' Occur such as the dissolution of either party, either party submits written cancelation within a certain period of time, loss of tax exempt status by either party or if organization engages in any act that is (1) in violation of the agreement; (2) inconsistent with the ministry of exempt status of any party to this agreement; or (3) which would subject any party to public disrepute.

In addition, the two parties entered into a Trademark License Agreement, which grants. Non-transferable, exclusive royalty free license to LOVE146 (UK) to use Trademarks registered with the United States Patent and Trademark Office by LOVE146, INC. (US), as long as the Trademark License Agreement and Association Agreement remain in place.

LOVE146, INC.
NOTES TO THE FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2012 AND 2011

During the year ended June 30, 2012 and 2011, the Organization provided LOVE146 (UK) with \$55,447 and \$0, respectively, in support to fund operations to support our mutual mission.

Note 6– Subsequent Events

Subsequent events were considered through September 9, 2012, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

LOVE146, INC.
SUPPLEMENTAL SCHEDULE OF FUNCTIONAL EXPENSE
YEAR ENDED JUNE 30, 2012

| | Program | | | | | Management and General | Fund Raising | Total Expense |
|-----------------------------|--------------------------|---------------------------------|----------------------------------|--------------------------------|--------------------------|-----------------------------------|---------------------|--------------------------|
| | Survivor Care | Prevention Education | Professional Training | Empowering Movement | Total Program | | | |
| Grant expense | \$ 147,500 | \$ 10,000 | \$ 14,000 | \$ 151,047 | \$ 322,547 | \$ - | \$ - | \$ 322,547 |
| Salaries | 147,568 | 63,709 | 19,109 | 282,255 | 512,641 | 102,856 | 101,815 | 717,312 |
| Employee benefits | 13,281 | 4,362 | 1,720 | 24,834 | 44,197 | 8,476 | 9,134 | 61,807 |
| Payroll taxes | 11,872 | 3,945 | 1,537 | 22,303 | 39,657 | 7,763 | 8,085 | 55,505 |
| Contract labor | 64,257 | 2,985 | 14,406 | 202,218 | 283,866 | 19,558 | 63,184 | 366,608 |
| Travel and related expenses | 4,809 | 22,932 | - | 61,320 | 89,061 | 10,629 | 28,654 | 128,344 |
| Occupancy | 10,915 | 3,525 | 1,413 | 20,705 | 36,558 | 13,094 | 7,524 | 57,176 |
| Bank fees | 211 | 166 | 32 | 713 | 1,122 | 41,982 | 300 | 43,404 |
| Professional fees | - | 492 | - | 33 | 525 | 30,294 | 814 | 31,633 |
| Printing and reproduction | - | 1,380 | - | 1,281 | 2,661 | 5,287 | 18,272 | 26,220 |
| Postage | - | - | - | 355 | 355 | 3,213 | 12,782 | 16,350 |
| Insurance | - | - | - | 1,092 | 1,092 | 14,125 | 103 | 15,320 |
| Supplies | 2,834 | 456 | - | 631 | 3,921 | 5,561 | 2,227 | 11,709 |
| Telephone | 1,108 | 1,648 | 143 | 1,983 | 4,882 | 1,713 | 1,054 | 7,649 |
| Staff development | - | - | - | 275 | 275 | 7,156 | - | 7,431 |
| Depreciation expense | 1,505 | 432 | 195 | 2,793 | 4,925 | 1,642 | - | 6,567 |
| Office equipment | 1,078 | 310 | 139 | 2,001 | 3,528 | 1,829 | 854 | 6,211 |
| Dues and subscriptions | - | 803 | - | 58 | 861 | 37 | 84 | 982 |
| Other | 445 | - | - | 785 | 1,230 | 663 | 750 | 2,643 |
| TOTAL | \$ 407,383 | \$ 117,145 | \$ 52,694 | \$ 776,682 | \$ 1,353,904 | \$ 275,878 | \$ 255,636 | \$ 1,885,418 |