

SEACOLOGY
(A Nonprofit Public Benefit Corporation)

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

**For the Years Ended
December 31, 2013 and 2012**

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Seacology
Berkeley, California

Report on the Financial Statements

We have audited the accompanying financial statements of Seacology (a nonprofit organization) which comprise the statements of financial position as of December 31, 2013 and 2012, and the related statements of activities 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 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 audits to obtain reasonable assurance about whether the financial statements are free from 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 Seacology as of December 31, 2013 and 2012, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of functional expenses 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 procedures 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 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.

Doran & Associates

April 24, 2014

SEACOLOGY
(A Nonprofit Public Benefit Corporation)

STATEMENTS OF FINANCIAL POSITION
December 31, 2013 and 2012

	2013	2012
ASSETS		
Current assets:		
Cash and cash equivalents (Note 1)	\$ 622,997	\$ 817,029
Expedition trust account (Note 1)	95,000	42,500
Current portion of contributions, grants, and accounts receivable, net of allowance for doubtful accounts (Note 2)	190,715	111,758
Prepaid expenses and deposits	169,413	84,582
Inventory (Note 3)	<u>2,905</u>	<u>3,522</u>
Total current assets	<u>1,081,030</u>	<u>1,059,391</u>
Contributions, grants and accounts receivable, net of current portion, allowance for doubtful accounts and present value discount (Note 2)	-	13,440
Marketable equity securities (Note 4)	2,178,877	1,817,053
Equipment and leasehold improvements, net of accumulated depreciation of \$43,250 at 2013 and \$38,041 at 2012 (Notes 1 and 5)	<u>20,735</u>	<u>6,944</u>
Total assets	<u>\$ 3,280,642</u>	<u>\$ 2,896,828</u>
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable and accrued expenses	\$ 5,057	\$ 10,947
Accrued vacation liability (Note 6)	23,485	23,078
Prepaid expedition deposits	<u>94,200</u>	<u>41,500</u>
Total liabilities	<u>122,742</u>	<u>75,525</u>
Net assets (Note 7):		
Unrestricted net assets:		
Undesignated	2,082,699	1,922,493
Board-designated:		
Force for Good	368,064	298,639
Falealupo endowment (Note 8)	191,398	173,168
Quasi-endowment (Note 8)	<u>306,587</u>	<u>249,626</u>
Total unrestricted net assets	<u>2,948,748</u>	<u>2,643,926</u>
Temporarily restricted net assets	<u>209,152</u>	<u>177,377</u>
Total net assets	<u>3,157,900</u>	<u>2,821,303</u>
Total liabilities and net assets	<u>\$ 3,280,642</u>	<u>\$ 2,896,828</u>

The accompanying notes are an integral part of these financial statements.

SEACOLOGY
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STATEMENTS OF ACTIVITIES
For the year ended December 31, 2013

	Unrestricted	Temporarily Restricted	Total
SUPPORT, REVENUE AND TRANSFERS			
Public support:			
Foundation grants	\$ 237,516	\$ 139,255	\$ 376,771
Donations and bequests	1,127,964	139,879	1,267,843
In-kind contributions (Note 1)	<u>9,000</u>	<u>-</u>	<u>9,000</u>
Total public support	<u>1,374,480</u>	<u>279,134</u>	<u>1,653,614</u>
Revenue:			
Investment income (Note 4)	117,585	58,818	176,403
Expedition income, net of expenses of \$135,479	(821)	-	(821)
Special events, net of direct expenses of \$528	(528)	-	(528)
Miscellaneous	<u>412</u>	<u>-</u>	<u>412</u>
Total revenue	<u>116,648</u>	<u>58,818</u>	<u>175,466</u>
Net assets released from restriction (Note 9)	<u>306,177</u>	<u>(306,177)</u>	<u>-</u>
Total support, revenue and transfers	<u>1,797,305</u>	<u>31,775</u>	<u>1,829,080</u>
EXPENSES			
Program services	1,072,522	-	1,072,522
Management and general	128,037	-	128,037
Fundraising	<u>291,924</u>	<u>-</u>	<u>291,924</u>
Total expenses	<u>1,492,483</u>	<u>-</u>	<u>1,492,483</u>
Change in net assets	304,822	31,775	336,597
Net assets, beginning of year	<u>2,643,926</u>	<u>177,377</u>	<u>2,821,303</u>
Net assets, end of year	<u>\$ 2,948,748</u>	<u>\$ 209,152</u>	<u>\$ 3,157,900</u>

The accompanying notes are an integral part of these financial statements.

SEACOLOGY
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STATEMENTS OF ACTIVITIES (CONTINUED)
For the year ended December 31, 2012

	Unrestricted	Temporarily Restricted	Total
SUPPORT, REVENUE AND TRANSFERS			
Public support:			
Foundation grants	\$ 349,331	\$ 115,926	\$ 465,257
Donations and bequests	<u>785,306</u>	<u>129,662</u>	<u>914,968</u>
Total public support	<u>1,134,637</u>	<u>245,588</u>	<u>1,380,225</u>
Revenue:			
Investment income (Note 4)	120,053	30,656	150,709
Expedition income, net of expenses of \$95,646	(2,946)	-	(2,946)
Special events, net of direct expenses of \$7,358	(7,358)	-	(7,358)
Miscellaneous	<u>89</u>	<u>-</u>	<u>89</u>
Total revenue	<u>109,838</u>	<u>30,656</u>	<u>140,494</u>
Net assets released from restriction (Note 9)	<u>336,320</u>	<u>(336,320)</u>	<u>-</u>
Total support, revenue and transfers	<u>1,580,795</u>	<u>(60,076)</u>	<u>1,520,719</u>
EXPENSES			
Program services	1,218,714	-	1,218,714
Management and general	135,798	-	135,798
Fundraising	<u>242,148</u>	<u>-</u>	<u>242,148</u>
Total expenses	<u>1,596,660</u>	<u>-</u>	<u>1,596,660</u>
Change in net assets	(15,865)	(60,076)	(75,941)
Net assets, beginning of year	<u>2,659,791</u>	<u>237,453</u>	<u>2,897,244</u>
Net assets, end of year	<u>\$ 2,643,926</u>	<u>\$ 177,377</u>	<u>\$ 2,821,303</u>

The accompanying notes are an integral part of these financial statements.

SEACOLOGY
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STATEMENTS OF CASH FLOWS
For the years ended December 31, 2013 and 2012

	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	<u>\$ 336,597</u>	<u>\$ (75,941)</u>
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:		
Depreciation	5,209	543
Unrealized gain on investments	(35,749)	(93,850)
Realized gain on investments	(5,807)	-
Changes in assets and liabilities:		
Contributions, grants, and accounts receivable	(65,517)	24,318
Prepaid expenses and deposits	(84,831)	3,565
Inventory	617	1,405
Accounts payable and accrued expenses	(5,890)	502
Accrued vacation liability	407	(473)
Prepaid expedition deposits	<u>52,700</u>	<u>4,050</u>
Total adjustments	<u>(138,861)</u>	<u>(59,940)</u>
Net cash provided (used) by operating activities	<u>197,736</u>	<u>(135,881)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment and leasehold improvements	(19,000)	(5,000)
Sales of marketable equity securities	415,344	675,010
Purchases and reinvestments of marketable equity securities	(735,612)	(526,842)
Change in expedition trust account	<u>(52,500)</u>	<u>12,775</u>
Net cash (used) provided by investing activities	<u>(391,768)</u>	<u>155,943</u>
Net (decrease) increase in cash and cash equivalents	(194,032)	20,062
Cash and cash equivalents, beginning of year	<u>817,029</u>	<u>796,967</u>
Cash and cash equivalents, end of year	<u>\$ 622,997</u>	<u>\$ 817,029</u>

The accompanying notes are an integral part of these financial statements.

SEACOLOGY
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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - Seacology is a nonprofit public benefit corporation whose purpose is to protect the threatened species and habitats of the world's islands by working directly with local people to both conserve their natural resources and improve their quality of life. The Corporation's major sources of revenue are foundation grants, donations, and bequests.

Basis of Presentation - Resources are classified for accounting and reporting purposes into three classes of net assets, according to externally imposed restrictions:

Unrestricted net assets - Net assets that are not subject to any donor-imposed restrictions.

Temporarily restricted net assets - Net assets resulting (a) from contributions and other inflows of assets whose use by the Corporation is limited by donor-imposed stipulations that either expire by passage of time or can be fulfilled and removed by actions of the Corporation pursuant to those stipulations, (b) from other asset enhancements and diminishments that are subject to the same kind of stipulations, and (c) from reclassification from (or to) other classes of net assets as a consequence of donor-imposed stipulations, their expiration by passage of time, or their fulfillment and removal by actions of the Corporation pursuant to those stipulations.

Permanently restricted net assets - Net assets resulting (a) from contributions and other inflows of assets whose use by the Corporation is limited by donor-imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Corporation, (b) from other asset enhancements and diminishments that are subject to the same kinds of stipulations, and (c) from reclassification from (or to) other classes of net assets as a consequence of donor-imposed stipulations.

There were no permanently restricted net assets as of December 31, 2013 and 2012.

Method of Accounting - The financial statements of the Corporation are prepared using the accrual basis of accounting, which reflects revenue when earned and expenses as incurred.

Cash and Cash Equivalents - For purposes of the statement of cash flows, cash is defined as cash in demand deposit accounts as well as cash on hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and investments so near their maturity that the risk of changes in value due to changes in interest rates is negligible. These are generally investments with maturity dates within three months of the acquisition date. Not included as cash equivalents are funds restricted as to their use, regardless of liquidity or the maturity dates of investments, which include funds held in the expedition trust account.

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions - Contributions are recognized when the donor makes a promise to give to the Corporation that is, in substance, unconditional. 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.

In-Kind Contributions - The Corporation receives the benefit of in-kind services that either (a) create or enhance a nonfinancial asset or (b) require specialized skills, are provided by individuals possessing those skills and would typically need to be purchased by the organization if they had not been provided by contribution. During the year ended December 31, 2013, the Corporation received the benefit of certain in-kind goods and services measured at fair value on a non-recurring basis, as follows:

<u>Description</u>	<u>Fair Value Measurements at December 31, 2013, Using</u>			<u>Total</u>
	<u>Quoted Price in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	
Website design	<u>\$ -</u>	<u>\$ 9,000</u>	<u>\$ -</u>	<u>\$ 9,000</u>

Equipment and Leasehold Improvements - The Corporation records equipment and leasehold improvements in excess of \$2,000 at historical cost or, if donated, at fair market value at the date of donation. Depreciation is determined on the straight-line method over the estimated useful life of 5 years.

Expedition Trust Account - As a licensed seller of travel for expeditions, the Corporation maintains a separate trust account used to hold participant deposits for travel. Use of these funds is restricted to pay travel service providers and other specific fees.

Income Taxes - The Corporation is exempt from federal and state taxes under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code, and is considered by the IRS to be an organization other than a private foundation. In the opinion of management, there is no unrelated business income.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Subsequent Events - Subsequent events have been evaluated through April 24, 2014, which is the date the financial statements were available to be issued.

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 1 ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reclassifications - Certain balances at, and for the year ended December 31, 2012, were reclassified to conform with December 31, 2013, balances.

ASC 740-10, Accounting for Uncertainty in Income Taxes - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Corporation to report information regarding its exposure to various tax positions taken by the Corporation. The Corporation has determined whether any tax positions have met the recognition threshold and have measured the Corporation's exposure to those tax positions. Management believes that the Corporation has adequately addressed all relevant tax positions and that there are no unrecorded tax liabilities. Federal and state tax authorities generally have the right to examine and audit the previous three years of tax returns filed. Any interest or penalties assessed to the Corporation are recorded in operating expenses. No interest or penalties from federal or state tax authorities were recorded in the accompanying financial statements.

NOTE 2 CONTRIBUTIONS, GRANTS, AND ACCOUNTS RECEIVABLE

The Corporation received pledges, grants, and other receivables for various purposes. The receivables are collectible as follows at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Current portion	\$ 193,715	\$ 115,214
Less: allowance for doubtful accounts	<u>(3,000)</u>	<u>(3,456)</u>
Net current portion	<u>190,715</u>	<u>111,758</u>
Long-term portion:		
Year ending December 31, 2014	-	15,000
Less: allowance for doubtful accounts	-	(450)
Less: present value discount, 8%	<u>-</u>	<u>(1,110)</u>
Net long-term portion	<u>-</u>	<u>13,440</u>
Total contributions, grants, and accounts receivable	<u>\$ 190,715</u>	<u>\$ 125,198</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 3 INVENTORY

Inventory items consist of t-shirts, totes, and pins held for resale and promotion. Inventory is stated at the lower of cost, as determined by the donor, if donated, or market value and is determined on a first-in, first-out basis on a non-recurring basis as follows:

<u>Description</u>	<u>Fair Value Measurements Using</u>			<u>Total</u>
	<u>Quoted Price in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	
Inventory:				
December 31, 2013	\$ -	\$ 2,905	\$ -	\$ 2,905
December 31, 2012	\$ -	\$ 3,522	\$ -	\$ 3,522

NOTE 4 MARKETABLE EQUITY SECURITIES

The following are the major categories of marketable equity securities measured at fair value on a recurring basis during the years ended December 31, 2013 and 2012, using quoted prices in active markets for identified assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

<u>Description</u>	<u>Fair Value Measurements Using</u>			<u>Total</u>
	<u>Quoted Price in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	
<i>December 31, 2013:</i>				
Mutual funds	\$ 2,176,072	\$ -	\$ -	\$ 2,176,072
Corporate stocks	2,805	-	-	2,805
	<u>\$ 2,178,877</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,178,877</u>
<i>December 31, 2012:</i>				
Mutual funds	\$ 1,781,415	\$ -	\$ -	\$ 1,781,415
Corporate stocks	35,638	-	-	35,638
	<u>\$ 1,817,053</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,817,053</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 4 MARKETABLE EQUITY SECURITIES (Continued)

The following summarizes the investment income earned during the years ended December 31, 2013 and 2012:

	2013	2012
Unrealized gain on investments	\$ 35,749	\$ 93,850
Realized gain on investments	5,807	-
Interest and dividend income	134,847	56,859
	\$ 176,403	\$ 150,709

NOTE 5 EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Equipment and leasehold improvements consist of the following:

<u>Equipment and leasehold improvements, at cost</u>	<u>Leasehold Improvements</u>	<u>Furniture and Equipment</u>	<u>Other</u>	<u>Total</u>
Balance, December 31, 2011	\$ 20,782	\$ 19,203	\$ -	\$ 39,985
Additions	-	-	5,000	5,000
Balance, December 31, 2012	20,782	19,203	5,000	44,985
Additions	-	-	19,000	19,000
Balance, December 31, 2013	20,782	19,203	24,000	63,985
<u>Accumulated depreciation</u>				
Balance, December 31, 2011	20,782	16,716	-	37,498
Depreciation expense	-	543	-	543
Balance, December 31, 2012	20,782	17,259	-	38,041
Depreciation expense	-	543	4,666	5,209
Balance, December 31, 2013	20,782	17,802	4,666	43,250
Equipment and leasehold improvements, net	\$ -	\$ 1,401	\$ 19,334	\$ 20,735

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 6 ACCRUED VACATION LIABILITY

Accumulated unpaid employee vacation benefits are recognized as liabilities of the Corporation. The value of accumulated vacation at December 31, 2013 and 2012, was \$23,485 and \$23,078, respectively.

NOTE 7 NET ASSETS

Unrestricted net assets:

The Corporation has unrestricted net assets that are not subject to donor imposed restrictions. The balance of unrestricted net assets at December 31, 2013 and 2012, was \$2,948,748 and \$2,643,926, respectively. Included in that amount are net assets that have been designated by the Board of Directors to be used as follows:

	2013	2012
Force for Good	\$ 368,064	\$ 298,639
Falealupo endowment (see Note 8)	191,398	173,168
Quasi-endowment (see Note 8)	306,587	249,626
	\$ 866,049	\$ 721,433

Temporarily restricted net assets:

These are contributions which were received with donor stipulations that limit the use of the assets for specific purposes and/or for specific time periods. Temporarily restricted net assets at December 31, 2013 and 2012, are designated for the following uses:

	2013	2012
Island Conservation projects	\$ 89,679	\$ 97,259
Time-restricted	67,500	35,000
Other	15,765	32,500
Western Pacific Islands project	39,208	12,534
Carbon Offset projects	-	5,100
Less: allowance for uncollectible receivable and present value discount on restricted grants	(3,000)	(5,016)
	\$ 209,152	\$ 177,377

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 8 ENDOWMENT

Seacology's endowment consists of two investment accounts established for a variety of purposes. Its endowment consists of Board-designated endowment funds. As required by GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Law - The Board of Directors of Seacology has interpreted the California State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the fair market value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Corporation classifies as permanently restricted net assets (a) the original value of the gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund, if applicable.

The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the organization in a manner consistent with the standard of prudence prescribed in SPMIFA. In accordance with SPMIFA, the organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purpose of the organization and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the organization
7. The investment policies of the organization

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NOTES TO FINANCIAL STATEMENTS
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NOTE 8 ENDOWMENT (CONTINUED)

Endowment Net Asset Composition by Type of Fund as of:

<u>December 31, 2013</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Board-designated endowment funds:				
Falealupo endowment	\$ 191,398	\$ -	\$ -	\$ 191,398
Quasi-endowment	<u>306,587</u>	<u>-</u>	<u>-</u>	<u>306,587</u>
 Total funds	 <u>\$ 497,985</u>	 <u>\$ -</u>	 <u>\$ -</u>	 <u>\$ 497,985</u>
 <u>December 31, 2012</u>				
Board-designated endowment funds:				
Falealupo endowment	\$ 173,168	\$ -	\$ -	\$ 173,168
Quasi-endowment	<u>249,626</u>	<u>-</u>	<u>-</u>	<u>249,626</u>
 Total funds	 <u>\$ 422,794</u>	 <u>\$ -</u>	 <u>\$ -</u>	 <u>\$ 422,794</u>

Changes in Endowment Net Assets for the Fiscal Years Ended December 31, 2013 and 2012

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, December 31, 2011	\$ 337,036	\$ 33,836	\$ -	\$ 370,872
Investment return:				
Interest and dividends	32,606	4,477	-	37,083
Unrealized gain/loss	<u>(11,340)</u>	<u>26,179</u>	<u>-</u>	<u>14,839</u>
Total investment return	<u>21,266</u>	<u>30,656</u>	<u>-</u>	<u>51,922</u>
Contributions	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Appropriation of endowment assets for expenditure	<u>64,492</u>	<u>(64,492)</u>	<u>-</u>	<u>-</u>
Endowment net assets, December 31, 2012	<u>422,794</u>	<u>-</u>	<u>-</u>	<u>422,794</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 8 ENDOWMENT (CONTINUED)

Changes in Endowment Net Assets for the Fiscal Years Ended December 31, 2013 and 2012
(Continued)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Investment return:				
Interest and dividends	-	46,218	-	46,218
Unrealized gain/loss	-	12,600	-	12,600
Service charges	(28)	-	-	(28)
Total investment return	<u>(28)</u>	<u>58,818</u>	<u>-</u>	<u>58,790</u>
Contributions	<u>21,971</u>	<u>-</u>	<u>-</u>	<u>21,971</u>
Appropriation of endowment assets for expenditure	<u>58,818</u>	<u>(58,818)</u>	<u>-</u>	<u>-</u>
Distribution	<u>(5,570)</u>	<u>-</u>	<u>-</u>	<u>(5,570)</u>
Endowment net assets, December 31, 2013	<u>\$ 497,985</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 497,985</u>

Description of Amounts Classified as Permanently Restricted Net Assets and Temporarily Restricted
Net Assets (Endowment Only) for the Fiscal Years Ended December 31, 2013 and 2012

Permanently Restricted Net Assets

	<u>2013</u>	<u>2012</u>
The portion of perpetual endowment funds that is required to be retained Permanently either by explicit donor stipulation of SPMIFA	<u>\$ -</u>	<u>\$ -</u>
Total endowment funds classified as permanently restricted net assets	<u>\$ -</u>	<u>\$ -</u>

Description of Amounts Classified as Permanently Restricted Net Assets and Temporarily Restricted
Net Assets (Endowment Only) for the Fiscal Years Ended December 31, 2013 and 2012

Temporarily Restricted Net Assets

	<u>2013</u>	<u>2012</u>
Term endowment funds	<u>\$ -</u>	<u>\$ -</u>
The portion of perpetual endowment funds subject to a time restriction under SPMIFA:		
Without purpose restrictions	-	-
With purpose restrictions	<u>-</u>	<u>-</u>
Total endowment funds classified as temporarily restricted net assets	<u>\$ -</u>	<u>\$ -</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 8 ENDOWMENT (CONTINUED)

Funds with Deficiencies

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or SPMIFA requires the organization to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature would be reported in unrestricted net assets. There were no funds with deficiencies as of December 31, 2013 and 2012.

Return Objectives and Risk Parameters

For Falealupo Endowment and other Seacology endowment funds, the Corporation's objective is to earn a long-term real return, net of investment expenses, of at least 5% per annum. "Real return" means the time-weighted total return on the investment portfolio in excess of inflation as measured by the Consumer Price Index ("CPI"). Liquidity and capital preservation (price protection) are the Corporation's essential investment considerations at this time.

When Seacology's total capital assets reach a level at which a portion may be considered a true "endowment", the Corporation expects that the total investment objective for such endowment will be a long-term return in excess of CPI + 5%.

Strategies Employed for Achieving Objectives

The Corporation seeks to achieve the return objective through diversification across multiple asset classes and, when appropriate, active security selection.

When Seacology's total capital assets reach a level at which a portion may be considered a true "endowment", the Corporation's strategy will be to invest a portion of the endowment in "alternative" investments in restricted securities with little or no liquidity and significant capital risk.

The Investment Committee is responsible for reviewing and modifying as necessary the Investment Policy Statement, including the endowment.

Spending Policy and How the Investment Objectives Relate to Spending Policy

The Quasi-endowment fund shall make an annual distribution to the Seacology general account for annual operating purposes in an amount to be determined by the Board, between 0% and 6% of the market value of the endowment fund on the preceding December 31. Such distribution shall be made no later than March 31 of each year. The annual distribution amount shall be initially set at 0% until the endowment fund reaches a balance of \$5,000,000, at which time the annual distribution amount will be set at 4% of the moving average of the last three years' total market value of the endowment fund on each December 31. An increase of the 6% maximum limit may be changed by the Board only with a dual vote per the procedures set forth below for extraordinary distributions from the endowment account. The annual distribution amount should be set by the Board within a range normally considered prudent.

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 8 ENDOWMENT (CONTINUED)

Spending Policy and How the Investment Objectives Relate to Spending Policy (Continued)

Quasi-endowment Extraordinary Distributions: In order to withdraw and distribute funds from the Quasi-endowment to the Seacology general operating account in excess of the annual distribution amount established by the Board, the proposed withdrawal must be communicated to the Board members and the vote of at least 75% of the acting Board members, not just a quorum of those present, must approve the withdrawal by two separate votes at least 30 days apart. Such notice shall be given in person, or by written or electronic communication as provided in the By-Laws for the giving of notices.

Amounts earned on investment returns for the Quasi-endowment Fund are released from restriction and appropriated as earned.

Distributions from the Falealupo Endowment may be made from both investment principal and income. Amounts earned on investment returns for the Falealupo Endowment are released from restriction and appropriated as earned. Distributions from the Falealupo Endowment are made on a case-by-case basis.

NOTE 9 NET ASSETS RELEASED FROM RESTRICTION

During the years ended December 31, 2013 and 2012, the following temporarily restricted funds were used for their restricted purposes, and they were released to unrestricted net assets:

	<u>2013</u>	<u>2012</u>
Island Conservation projects	\$ 115,181	\$ 139,664
Endowment gains (see Note 8)	58,818	64,492
Seacology Prize event underwriting	25,968	31,054
Pacific Island projects	25,000	30,000
Western Pacific Islands projects	23,325	20,826
Time-restricted	27,500	19,847
Sylvia Earle Marine Conservation Fund	-	9,730
Japan Disaster relief fund	-	8,250
Save an Acre	1,320	7,289
Other specific purposes	19,735	5,168
Carbon offset projects	9,330	-
	<u>\$ 306,177</u>	<u>\$ 336,320</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 10 LEASES

Seacology leases its offices in Berkeley, California, under a lease maturing September 30, 2016. Rent expense for the lease for the years ended December 31, 2013 and 2012, was \$39,168 per year.

The Corporation has also entered into a lease for postage equipment for \$158 per quarter. The lease expires March 2015.

The estimated future minimum payments for the leases for the current and succeeding years are as follows:

Year ending December 31,	Office Lease	Equipment	Total
2014	\$ 39,168	\$ 632	\$ 39,800
2015	39,413	158	39,571
2016	30,110	-	30,110
	<u>\$ 108,691</u>	<u>\$ 790</u>	<u>\$ 109,481</u>

NOTE 11 TAX SHELTERED ANNUITY

The Corporation established a 403(b) deferred income plan for all employees who have completed four months of service with the Corporation. Voluntary contributions are made by employees who choose to participate to the extent permissible by law. Additionally, the Corporation contributes an amount equal to 15% of employee salaries for eligible staff. During the years ended December 31, 2013 and 2012, the Corporation made contributions totaling \$75,051 and \$71,012, respectively, to the plan.

NOTE 12 JOINT COSTS

The Corporation achieves some of its programmatic goals in newsletter mailings, its website, and expeditions that include requests for contributions. In 2013 and 2012, the costs of these activities include \$35,114 and \$30,315, respectively, of joint costs that are not directly attributable to the program, fundraising, or management and general component of the activities. The joint costs incurred in 2013 and 2012 were allocated as follows:

<u>2013:</u>	<u>Program</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total</u>
Postage	\$ 3,185	\$ 783	\$ 2,616	\$ 6,584
Printing	9,260	205	1,395	10,860
Travel and meetings	7,199	-	10,471	17,670
	<u>\$ 19,644</u>	<u>\$ 988</u>	<u>\$ 14,482</u>	<u>\$ 35,114</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 12 JOINT COSTS (Continued)

<u>2012:</u>	<u>Program</u>	<u>Management and General</u>	<u>Fundraising</u>	<u>Total</u>
Postage	\$ 2,227	\$ -	\$ 247	\$ 2,474
Printing	6,977	-	775	7,752
Travel and meetings	<u>8,044</u>	<u>-</u>	<u>12,045</u>	<u>20,089</u>
	<u>\$ 17,248</u>	<u>\$ -</u>	<u>\$ 13,067</u>	<u>\$ 30,315</u>

NOTE 13 LICENSE AGREEMENTS

The Corporation has entered into exclusive non-transferable License Agreements with Seacology Germany, Seacology Japan, and Seacology UK. These agreements allow the licensees to carry on the Seacology concept into Germany, Japan, Austria, Switzerland, and Great Britain and the United Kingdom, so that more Seacology projects can be launched on developing islands throughout the world. The Corporation is the sole owner of the Seacology name, service, and trademarks associated directly with particular, unique and evolving conservation policies, concepts and practices, the Seacology brand, and extending to the manner and style with which Seacology, Inc. conducts its affairs.

Licensees agree that all work they undertake will be consistent with the concept, and licensees will not pursue any course of conduct or policy that Seacology believes to be inconsistent with same.

Under the License Agreements, Seacology presents the Licensees with projects on islands throughout the world (primarily islands in developing nations). As a representative organization, licensees can only fund "Seacology projects" which are identified, developed, structured and offered to them by Seacology. These License Agreements may be terminated at any time upon 30 days written notice. During the years ended December 31, 2013 and 2012, the Corporation received the following from licensees to fund specific projects:

	<u>2013</u>	<u>2012</u>
Seacology Germany	\$ -	\$ 3,000
Seacology Japan	47,700	30,000
Seacology UK	<u>-</u>	<u>9,921</u>
	<u>\$ 47,700</u>	<u>\$ 42,921</u>

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NOTES TO FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012

NOTE 14 RISKS, UNCERTAINTIES AND CONCENTRATIONS

The Corporation relies on a significant amount of funding received in the form of donations and grants from individuals and foundations as well as investment income to support its operations. The current global financial markets and discussions of a U.S. economic downturn may have an impact on the level of funding provided by these funding sources and the market value of marketable equity securities held by the Corporation. While it is impracticable to determine the impact of these events, management is taking steps to address potential changes in funding levels and reduce the Corporation's exposure to impact from these events.

NOTE 15 CONTINGENCIES AND COMMITMENT

As of December 31, 2013, the Corporation had exceeded the Federal Depository Insurance Corporation cash limit of \$250,000 on its depository accounts. At December 31, 2013, the Corporation had approximately \$423,000 on deposit in excess of federally insured limits.

SUPPLEMENTARY INFORMATION

SEACOLOGY
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SCHEDULES OF FUNCTIONAL EXPENSES
For the year ended December 31, 2013

	Program	Management and General	Fundraising	Total
Bookkeeping and accounting	\$ -	\$ 23,536	\$ -	\$ 23,536
Computer services	3,843	630	1,588	6,061
Consultants: Field representatives	123,666	-	-	123,666
Consultants: other	2,080	-	54,606	56,686
Dues, subscriptions and publications	680	135	305	1,120
Insurance	4,146	2,831	1,825	8,802
Licenses and permits	-	2,584	-	2,584
Office supplies and maintenance	8,013	1,408	3,431	12,852
Postage and delivery	3,724	1,033	9,647	14,404
Printing	9,596	206	9,888	19,690
Property taxes	-	300	-	300
Public education	6,000	-	-	6,000
Public relations	147	-	147	294
Rent and utilities	27,071	4,567	11,159	42,797
Salaries and employee benefits	445,712	73,647	182,815	702,174
Telephone	1,982	335	821	3,138
Travel and meetings	19,761	16,270	14,300	50,331
Depreciation expense	3,307	546	1,356	5,209
Seacology Prize Expenses	27,413	-	-	27,413
Grant payments/project expenses	385,284	-	-	385,284
Miscellaneous	97	9	36	142
Total expenses	<u>\$ 1,072,522</u>	<u>\$ 128,037</u>	<u>\$ 291,924</u>	<u>\$ 1,492,483</u>

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SCHEDULES OF FUNCTIONAL EXPENSES (CONTINUED)
For the year ended December 31, 2012

	Program	Management and General	Fundraising	Total
Bookkeeping and accounting	\$ -	\$ 25,177	\$ -	\$ 25,177
Computer services	3,100	573	1,123	4,796
Consultants: Field representatives	122,496	-	-	122,496
Consultants: other	817	210	34,590	35,617
Dues, subscriptions and publications	1,275	278	453	2,006
Insurance	3,325	2,737	1,204	7,266
Licenses and permits	-	2,650	-	2,650
Office supplies and maintenance	7,158	1,326	2,685	11,169
Postage and delivery	3,752	643	1,860	6,255
Printing	7,478	126	4,303	11,907
Property taxes	-	292	-	292
Public education	15,925	-	-	15,925
Public relations	868	-	867	1,735
Rent and utilities	27,589	5,274	9,712	42,575
Salaries and employee benefits	457,357	84,216	163,456	705,029
Telephone	1,975	367	743	3,085
Travel and meetings	33,144	11,812	20,821	65,777
Depreciation expense	341	49	153	543
Seacology Prize Expenses	37,940	-	-	37,940
Grant payments/project expenses	493,722	-	-	493,722
Miscellaneous	452	68	178	698
Total expenses	<u>\$ 1,218,714</u>	<u>\$ 135,798</u>	<u>\$ 242,148</u>	<u>\$ 1,596,660</u>