

**STATE BAR OF ARIZONA
AND THE CLIENT PROTECTION FUND
OF THE STATE BAR OF ARIZONA**

**CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

Year Ended December 31, 2022

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

Year Ended December 31, 2022

CONTENTS

	<u>Pages</u>
INDEPENDENT AUDITORS' REPORT	1 - 2
CONSOLIDATED FINANCIAL STATEMENTS	
Consolidated Statement of Financial Position	3
Consolidated Statement of Activities and Change in Net Assets	4
Consolidated Statement of Functional Expenses	5
Consolidated Statement of Cash Flows	6
Notes to Consolidated Financial Statements	7 - 17
SUPPLEMENTARY INFORMATION	
Consolidating Statement of Financial Position	18
Consolidating Statement of Activities and Change in Net Assets	19



INDEPENDENT AUDITORS' REPORT

The Board of Governors and Trustees

STATE BAR OF ARIZONA AND THE CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA

Opinion

We have audited the consolidated financial statements of **State Bar of Arizona and the Client Protection Fund of the State Bar of Arizona** (collectively referred to as "the Organization"), which comprise the consolidated statement of financial position as of December 31, 2022, and the related consolidated statements of activities and change in net assets, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Organization as of December 31, 2022, and the changes in their net assets and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and for 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.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Report on Consolidating Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information on pages 18 and 19 are presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, and cash flows of the individual organizations, and it is not a required part of the consolidated 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 consolidated financial statements. The consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the consolidating information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Mayer Hoffman McCann P.C.

August 15, 2023

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

December 31, 2022

ASSETS

CURRENT ASSETS	
Cash and cash equivalents	\$ 3,498,235
Accounts receivable, net	77,595
Inventories	85,570
Prepaid expenses and other assets	<u>451,369</u>
TOTAL CURRENT ASSETS	4,112,769
CASH AND CASH EQUIVALENTS - BOARD DESIGNATED	711,557
CASH AND CASH EQUIVALENTS - STATUTE DESIGNATED	88,658
INVESTMENTS - BOARD DESIGNATED	8,343,535
INVESTMENTS - UNDESIGNATED	346,941
INVESTMENTS - STATUTE DESIGNATED	2,163,036
INVESTMENTS RESTRICTED FOR BENEFIT PLAN	329,841
OTHER ASSETS	95,744
DEFERRED RENT - LONG TERM	77,760
PROPERTY AND EQUIPMENT, net	<u>9,422,384</u>
TOTAL ASSETS	<u>\$ 25,692,225</u>

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES	
Accounts payable	\$ 98,709
Property taxes payable	83,534
Accrued liabilities	1,232,938
Prepaid rent liability	11,237
Deferred rent - short term	17,911
Membership and other fees collected in advance	<u>3,326,235</u>
TOTAL CURRENT LIABILITIES	4,770,564
OTHER LIABILITIES	<u>421,881</u>
TOTAL LIABILITIES	<u>5,192,445</u>
NET ASSETS	
Net assets without donor restrictions	
Undesignated	9,192,994
Board designated	9,055,092
Statute designated	<u>2,251,694</u>
TOTAL NET ASSETS	<u>20,499,780</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 25,692,225</u>

See Notes to Consolidated Financial Statements

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA
CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS**

Year Ended December 31, 2022

SUPPORT AND REVENUE		
Membership fees		
Active	\$ 9,180,991	
Inactive	1,202,972	
Membership fees penalties	393,400	
Sections	327,585	
Board of legal specializations	90,350	
Admission on motion	90,017	
	<u>11,285,315</u>	
PROGRAM SERVICE REVENUE		
Regulatory		
Judgement receipts	67,987	
Professional services	65,866	
Reinstatement fees	13,842	
Trust account ethics program	8,200	
Miscellaneous charges	19,006	
	<u>174,901</u>	
COMPLIANCE		
Board of legal specializations	29,450	
Pro Hac Vice fees	572,256	
Reinstatement fees	10,266	
Mandatory continuing legal education - late fees	500,124	
Miscellaneous charges	23,435	
	<u>1,135,531</u>	
PROFESSIONAL DEVELOPMENT		
Continuing legal education	2,645,510	
Convention	571,562	
Publications, net of costs of good sold of \$103,174	278,770	
Advertising sales	1,204,616	
Arizona Attorney magazine	1,105	
Sections meetings and conferences	165,960	
Contributions and sponsorships	126,484	
Membership benefits	98,238	
Other miscellaneous	153,283	
	<u>5,245,528</u>	
ACCESS TO JUSTICE		
Lawyer referral services	<u>-</u>	
CLIENT PROTECTION FUND		
Assessments	445,640	
Restitution receipts	12,191	
	<u>457,831</u>	
OTHER REVENUE		
Rental income	569,350	
Other	21,716	
TOTAL SUPPORT AND REVENUE	<u>18,890,172</u>	
EXPENSES		
Program Services:		
Regulatory	6,204,146	
Compliance	1,655,764	
Professional development	6,081,069	
Access to justice	489,857	
Client Protection Fund	501,201	
Total program services	<u>14,932,037</u>	
Management and general	2,365,671	
TOTAL EXPENSES	<u>17,297,708</u>	
CHANGE IN NET ASSETS BEFORE INVESTMENT ACTIVITY	1,592,464	
Interest and dividends	212,932	
Realized and unrealized losses, net of investment expenses	<u>(1,760,795)</u>	
CHANGE IN NET ASSETS	44,601	
NET ASSETS, BEGINNING OF YEAR	<u>20,455,179</u>	
NET ASSETS, END OF YEAR	<u>\$ 20,499,780</u>	

See Notes to Consolidated Financial Statements

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

Year Ended December 31, 2022

	Program Services					Total Program Services	Management and General	Total
	Regulatory	Compliance	Professional Development	Access to Justice	Client Protection Fund			
Salaries and wages	\$ 3,474,663	\$ 962,251	\$ 2,269,546	\$ 193,475	\$ 93,420	\$ 6,993,355	\$ 1,096,827	\$ 8,090,182
Employee benefits	514,937	167,259	337,728	37,761	16,397	1,074,082	205,272	1,279,354
Payroll taxes	262,190	73,546	167,916	14,721	6,951	525,324	80,743	606,067
Bank/credit card fees	134,876	48,732	163,892	11,470	142	359,112	398	359,510
Claims paid	-	-	-	-	362,376	362,376	-	362,376
Conferences, conventions and meetings	223	2,009	1,441,366	293	434	1,444,325	34,385	1,478,710
Contract labor	-	6,507	20,748	-	-	27,255	-	27,255
Contributions	94	34	14,406	109,077	-	123,611	-	123,611
Depreciation	202,909	78,589	141,221	20,018	-	442,737	179,665	622,402
Information technology	255,738	90,522	242,941	41,987	-	631,188	81,762	712,950
Legal fees	18,180	-	-	-	11	18,191	58,116	76,307
Member research tool	-	-	80,004	-	-	80,004	-	80,004
Occupancy	210,608	82,990	175,201	22,742	11,430	502,971	320,181	823,152
Office expense	93,960	73,724	607,529	17,956	1,922	795,091	9,336	804,427
Office of Presiding Disciplinary Judge	773,263	-	-	-	-	773,263	-	773,263
Professional services	161,752	40,877	280,168	7,805	-	490,602	55,357	545,959
Training and development	38,494	7,135	39,927	1,618	1,601	88,775	36,963	125,738
Other expenses	62,259	21,589	201,650	10,934	6,517	302,949	206,666	509,615
Total expenses by function	\$ 6,204,146	\$ 1,655,764	\$ 6,184,243	\$ 489,857	\$ 501,201	\$ 15,035,211	\$ 2,365,671	\$ 17,400,882
Less expenses included with revenues on the statement of activities								
Publications cost of goods sold	-	-	(103,174)	-	-	(103,174)	-	(103,174)
Total expenses included in the expense section of the statement of activities	\$ 6,204,146	\$ 1,655,764	\$ 6,081,069	\$ 489,857	\$ 501,201	\$ 14,932,037	\$ 2,365,671	\$17,297,708

See Notes to Consolidated Financial Statements

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended December 31, 2022

CASH FLOWS PROVIDED BY OPERATING ACTIVITIES

Change in net assets	\$	44,601
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation		622,402
Realized and unrealized losses on investments		1,732,236
Change in assets and liabilities		
Accounts receivable		(22,457)
Inventories		(28,789)
Prepaid expenses and other assets		(19,097)
Investments restricted for benefit plan		25,055
Accounts payable		(8,926)
Property taxes payable		(3,130)
Accrued liabilities		103,641
Deferred rent		11,754
Membership and other fees collected in advance		61,780
Other liabilities		(12,796)
Net cash provided by operating activities		<u>2,506,274</u>

CASH FLOWS USED IN INVESTING ACTIVITIES

Purchases of property and equipment		(498,360)
Purchases of certificates of deposit		(2,529,805)
Redemptions of certificates of deposit		5,058,738
Purchase of investments		(5,242,973)
Sale of investments		29,876
Net cash used in investing activities		<u>(3,182,524)</u>

NET CHANGE IN CASH AND CASH EQUIVALENTS		(676,250)
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CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR		<u>4,974,700</u>
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CASH AND CASH EQUIVALENTS, END OF YEAR	\$	<u>4,298,450</u>
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Cash and cash equivalents	\$	3,498,235
Cash and cash equivalents - board designated		711,557
Cash and cash equivalents - statute designated		88,658
Net cash used in investing activities	\$	<u>4,298,450</u>

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies

Principal business activity - The State Bar of Arizona (“SBA” or “State Bar”) is an Arizona non-profit corporation formed in 1933 and operated under the supervision of the Arizona Supreme Court. SBA regulates approximately 18,500 active attorneys in Arizona and provides education and development programs for the legal profession and the public. The State Bar’s mission states that it exists to serve and protect the public with respect to the provision of legal services and access to justice.

Regulatory - Pursuant to Rule 32 of the Supreme Court of Arizona, the State Bar of Arizona assists the Court with the regulation and discipline of persons engaged in the practice of law. The State Bar receives, screens, and investigates complaints against attorneys, which may be dismissed, require remedial action or lead to more formal proceedings resulting in various forms of discipline.

Compliance - Pursuant to Rule 32 of the Supreme Court of Arizona, the State Bar is charged with ensuring the competency of lawyers. Consistent with Rule 44, Legal Specialization, the State Bar administers a program through the Board of Legal Specialization in order to improve the quality of legal services. Additionally, in accordance with Rule 45, Mandatory Continuing Legal Education, the State Bar ensures active members complete required continuing legal education on an annual basis. The State Bar also assists in processing Pro Hac Vice Admissions under Rule 39 and processes In House Counsel registrations under Rule 38.

Professional development - Pursuant to Rule 32 of the Supreme Court of Arizona, the State Bar is to conduct educational programs regarding substantive law, best practices, procedure and ethics and provide forums for discussion regarding the administration of justice and practice of law. The State Bar is also responsible for fostering ideals of integrity, learning, competence, and public service among attorneys and serve the professional needs of its members. The State Bar fosters professional development of attorneys through opportunities to serve on advisory groups, committees, sections, and task forces, and by providing continuing legal education, practice management assistance, legal resources and various other member services.

Access to justice - Pursuant to Rule 32 of the Supreme Court of Arizona, the State Bar mission includes access to justice, which involves efforts to improve access to our legal system for all Arizonians. The Bar carries out this task through its Public Service Center by supporting various legal aid organizations, assisting with access to attorneys, working to educate the public about the legal process, and by supporting the Supreme Court’s Access to Justice Commission.

Client Protection Fund - The Client Protection Fund of the State Bar of Arizona (“CPF”): the CPF was established on January 7, 1961, by the Supreme Court of Arizona, pursuant to Arizona Revised Statutes Ct. 32(d)(8). The CPF is a trust that is an entity separate from the State Bar of Arizona but exists as part of the State Bar’s business structure. Authority to revoke or amend the Declaration of Trust, which established the CPF, is delegated to the Board of Governors of the State Bar of Arizona. The Declaration of Trust was amended and restated in its entirety on December 13, 2013 and further amended on November 21, 2014, September 29, 2017 and April 16, 2021.

The purpose of the CPF is to promote the public confidence in the administration of justice and the integrity of the legal profession by reimbursing losses caused by the dishonest conduct of lawyers admitted and licensed to practice in Arizona, occurring in the course of the client-lawyer or fiduciary responsibility between the lawyer and the claimant.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies (continued)

Principles of consolidation - The consolidated financial statements include the accounts of State Bar of Arizona and the CPF because SBA has both control of and an economic interest in the CPF. All significant intercompany accounts and transactions have been eliminated in consolidation. Unless otherwise noted, these consolidated entities are hereinafter referred to as "the Organization".

Basis of presentation - The Organization maintains its accounts in accordance with the principles and practices of fund accounting. Fund accounting classifies various resources in accordance with activities or objectives as specified, in accordance with regulations, restrictions, or limitations imposed by sources outside of the Organization, or in accordance with directions issued by the governing board.

Management's use of estimates - The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents - For purposes of the consolidated statement of cash flows, highly liquid investments with a maturity of three months or less at date of purchase are considered cash equivalents. No restricted cash balances existed at December 31, 2022.

The Organization maintains cash balances at various financial institutions. Deposits at each institution are insured in limited amounts by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. The Organization has not experienced any loss in such accounts.

Accounts receivable - Accounts receivable consist of program service fees, all of which are due in less than one year and, accordingly, are presented as current assets in the accompanying consolidated financial statements. The Organization is exposed to certain credit risk. The Organization manages its risk by regularly reviewing its accounts and by providing appropriate allowances for uncollectible accounts. The Organization deems accounts over 90 days old to be past due. The Organization does not charge interest on late accounts. Accounts receivable are stated at the amount management expects to collect. Management provides for probable uncollectible amounts through a charge to revenue and a credit to the allowance for uncollectible accounts based on its assessment of the current status of individual balances. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the allowance for uncollectible accounts and a credit to accounts receivable. As of December 31, 2022, the total allowance for uncollectible accounts was approximately \$4,000.

Inventories - Inventories are measured at the lower of cost, determined on a first in, first out basis, or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. As of December 31, 2022, inventories consisted of handbooks and textbooks for sale.

Investments - The Organization reports investments in equity securities at fair value. The fair values of investments are based on quoted market prices. Investment income and gains and losses are recorded as increases or decreases in the consolidated statement of activities and change in net assets.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies (continued)

Property and equipment - Property and equipment additions \$5,000 and above for building and improvements, \$10,000 or above for tenant leasehold improvements, and \$2,500 and above for all other additions, are recorded at cost, or if donated, at fair value on the date of donation. When assets are sold or otherwise disposed of, the cost and related depreciation are removed from the accounts, and any remaining gain or loss is included in the consolidated statement of activities and change in net assets. Costs of maintenance and repairs that do not improve or extend the useful lives of the respective assets are expensed currently.

Depreciation of property and equipment is computed using the straight-line method over the following estimated range of useful lives:

Building, building and land improvements	10 – 39 years
Furniture and equipment	4 – 10 years
Computer software and hardware	3 – 5 years
Capitalized leased assets or leasehold improvements	Lesser of the useful life of the asset or the lease term

The Organization reviews the carrying values of property and equipment for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. When considered impaired, an impairment loss is recognized to the extent carrying value exceeds the fair value of the asset. There were no indicators of asset impairment during the year ended December 31, 2022.

Membership and other fees collected in advance - Membership fees are assessed in November for the following membership period, which correlates with the Organization's fiscal year. All such fees collected prior to the current year end are recorded as deferred revenue and included in membership and other fees collected in advance in the accompanying consolidated statement of financial position. Additionally, registration fees for Continuing Learning Education (CLE) consists of both "live" and online and on demand courses. All registration fees collected in advance of live events, completion of course or expiration of course access is recorded as membership and other fees collected in advance. Deferred revenue is recognized as income in the year in which it is earned.

Net assets - Net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets without Donor Restrictions - Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and Board of Governors.

Net Assets with Donor Restrictions - Net assets subject to stipulations imposed by donors, and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Organization or by the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity. The Organization had no donor restricted net assets as of December 31, 2022.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies (continued)

Revenue from contracts with customers - The State Bar Association (“the Association”) has multiple revenue streams that are accounted for as exchange transactions as described below.

Membership fees – Members join the State Bar Association for calendar year annual periods. The Association has allocated the total membership transaction price to the benefits available. As all membership terms terminate at the reporting period end date, all membership revenue is recognized in the calendar year in which it applies. Members generally pay the annual fee in advance. Late fees associated with membership dues are recognized in the period in which they are assessed. Unearned membership dues are reflected as contract liabilities on the consolidated statement of financial position.

Continuing legal education - Continuing legal education (“CLE”) revenue is reported at an amount that reflects the consideration to which the Association expects to be entitled in exchange for providing services to their customers. CLE fees grant the right for the customer to access specified programs. As a CLE registration is for a specific event, the Association considers the contract to be a single performance obligation that is met at the point in time in which the CLE program is completed by the customer. Customers may pay in advance of or on the date of the program, generally resulting in contract liabilities.

Other revenue - Other revenue includes Pro Hac Vice, publications revenue, advertising, and other regulatory and compliance fees and is reported at an amount that reflects the consideration to which the Association expects to be entitled in exchange for the goods or services. Amounts received for other fees are recorded as revenue at the point in time the goods or services are transferred to the customer. Payment is due at the time of the sale and this transaction may result in accounts receivable.

As of December 31, 2022 the CPF received a \$20 annual assessment from each active and inactive member of the Organization. This is not part of the member’s bar fees, but a separate assessment established by the Arizona Supreme Court. Assessments are recognized in the year for which they are assessed.

The beginning and ending balances for contract liabilities and contract assets are as follows:

	<u>Accounts receivable - 1/1/22</u>	<u>Accounts receivable - 12/31/22</u>	<u>Contract liability - 1/1/22</u>	<u>Contract liability - 12/31/22</u>
Membership fees	\$ -	\$ -	\$ 2,412,460	\$ 2,541,454
Continuing legal education	-	-	365,885	288,887
Other fees	<u>53,139</u>	<u>77,595</u>	<u>486,110</u>	<u>495,894</u>
Total	<u>\$ 53,139</u>	<u>\$ 77,595</u>	<u>\$ 3,264,455</u>	<u>\$ 3,326,235</u>

For the year ended December 31, 2022, revenue recognized under a point in time convention totaled approximately \$7,239,637. For the year ended December 31, 2022, revenue recognized under an over-time convention totaled approximately \$10,891,917, which includes membership dues.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies (continued)

Contributions - Contributions received are recorded as net assets without donor restrictions or net assets with donor restrictions depending on the existence and/or nature of any donor-imposed restrictions. Contributions that are restricted by the donor are reported as an increase in net assets without donor restrictions if the restriction expires in the reporting period in which the contribution is recognized. All other donor restricted contributions are reported as an increase in net assets with donor restrictions, depending on the nature of restriction. When a restriction expires (that is, when a stipulated time restriction ends, or purpose restriction is accomplished), net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statement of activities and change in net assets as net assets released from restrictions.

Sponsorship revenue – Sponsorship revenue is accounted for in accordance with ASC 958-605 as an unconditional promise to give. Sponsorship revenue is included in the accompanying consolidated statement of activities as follows:

Contributions and sponsorships	\$ 126,484
Convention	54,450
Total sponsorship revenue	<u>\$ 180,934</u>

Donated materials and services - Donated materials and services are reflected as contributions in the accompanying consolidated financial statements at their estimated fair values as of the date of donation. Donated services are recognized as contributions if the services create or enhance nonfinancial assets, or require specialized skills are performed by people with those skills and would otherwise be purchased. The Organization utilizes and depends on the services of volunteers to perform a variety of tasks that assist the Organization with specific programs. The value of this contributed time is not reflected in these consolidated financial statements since the services did not require specialized skills and it was not susceptible to objective measurement.

Rental income - Commercial space is rented under long-term operating lease agreements and rent income related to commercial space is recorded on a straight-line basis. Rent income from tenants is recognized in the month in which it is earned rather than received. Any rent received prior to the month of occupancy is reported as prepaid rent. Tenant securities deposits are included in other long-term liabilities.

Advertising and promotion costs - The Organization expenses advertising and promotion costs as incurred. Advertising and promotion expense for the year ended December 31, 2022 was \$48,612.

Functional expense allocation - The costs of providing program and supporting services activities have been summarized on a functional basis in the consolidated statement of activities and change in net assets. The consolidated statement of functional expenses presents the natural classification detail of expense by function. Accordingly, certain departmental costs have been allocated among the programs and supporting services benefited by natural classification. Such allocations are determined by management on an equitable basis.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies (continued)

The departmental expenses that are allocated by natural classification include the following:

<u>Expense</u>	<u>Method of Allocation</u>
Occupancy	Square footage
Information technology	Full time equivalent
Office support services	Full time equivalent
Communications	Full time equivalent
Tucson support office	Full time equivalent

Income and certain excise taxes - SBA is organized as an Arizona non-profit corporation. The Internal Revenue Service has determined that SBA is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6). Management has determined the CPF is a grantor trust and as such it is a disregarded entity treated as a division of SBA solely for income tax purposes. Accordingly, contributions to either organization do not qualify for the charitable contribution deduction under Section 170(b)(1)(A). The combined entity is annually required to file a Return of Organization Exempt from Income Tax (Form 990) with the IRS. In addition, the combined entity is generally subject to income tax on net income that is derived from business activities that are unrelated to their exempt purposes and it files an Exempt Organization Business Income Tax Return (IRS Form 990-T) and the Arizona equivalent (Form 99-T) to report its unrelated business taxable income.

SBA believes that it has appropriate support for any material income tax positions taken, and, as such, does not have any uncertain tax positions that are material to the consolidated financial statements. SBA would recognize future accrued interest and penalties related to unrecognized tax benefits and liabilities in income tax expense if such interest and penalties are incurred. The Organization's federal Form 990, 990-T and Arizona Form 99-T are no longer subject to tax examination for years before 2019 and 2018, respectively.

Fair value measurements - The Organization's significant financial instruments include investments, and deferred compensation plan assets. For these financial instruments, carrying values approximate fair value. FASB ASC 820-10, *Fair Value Measurement*, establishes a common definition for fair value to be applied to accounting principles generally accepted in the United States of America requiring the use of fair value, establishes a framework for measuring fair value, and expands disclosures about such fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal, or most advantageous, market at the measurement date under current market conditions regardless of whether that price is directly observable or estimated using another valuation technique. Inputs used to determine fair value refer broadly to the assumptions that market participants would use in pricing the asset including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(1) Principal business activity and significant accounting policies (continued)

A three-tier hierarchy categorizes the inputs as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Organization can access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and market-corroborated inputs.

Level 3 - Unobservable inputs for the asset or liability. In these situations, the Organization develops inputs using the best information available in the circumstances.

In some cases, the inputs used to measure the fair value of an asset or a liability might be categorized within different levels of the fair value hierarchy. In those cases, the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Assessing the significance of a particular input to entire measurement requires judgment, taking into account factors specific to the asset or liability. The categorization of an asset within the hierarchy is based upon the pricing transparency of the asset and does not necessarily correspond to the Organization's assessment of the quality, risk or liquidity profile of the asset or liability.

All the Organization's investment assets are classified within Level 1 because they are comprised of open-end mutual funds with readily determinable fair values based on daily redemption values.

Recent accounting pronouncements - In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). ASU 2016-02 requires that a lease liability and related right-of-use-asset representing the lessee's right to use or control the asset be recorded on the consolidated statement of financial position upon the commencement of all leases except for short-term leases. Leases will be classified as either finance leases or operating leases, which are substantially similar to the classification criteria for distinguishing between capital and operating leases under legacy lease accounting guidance. The Organization adopted this lease accounting standard effective January 1, 2022 and utilized all of the available practical expedients. The adoption had no material impact on the Organization's consolidated financial statements.

Subsequent events - The Organization has evaluated subsequent events through August 15, 2023, which is the date the consolidated financial statements were available to be issued.

(2) Certificates of deposit

In 2021, the CPF invested in the Certificate of Deposit Account Registry Service ("CDARS"). The CDARS program allows the Organization to purchase certificates of deposit, each within the applicable federal insurance limit, from participating U.S. banks. All certificates of deposit were recorded at amortized cost and matured in 2022. The balance of the CDARS at maturity were \$2,529,224 and were re-invested into the Client Protection Fund Vanguard account, which consists of mutual funds, and cash.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(3) Liquidity and availability of resources

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date are as follows:

Financial assets at year-end	
Cash and cash equivalents	\$ 3,498,235
Cash and cash equivalents – Board designated	711,557
Cash and cash equivalents – Statute designated	88,658
Investments – Board designated	8,343,535
Investments – Undesignated	346,941
Investments – Statute designated	2,163,036
Investments restricted for benefit plan	329,841
Accounts receivable, net	<u>77,595</u>
Total financial assets available within one year	15,559,398
Less:	
Investments restricted for benefit plan	329,841
Board-designated funds	9,055,092
Statute designated funds	<u>2,251,694</u>
	<u>11,636,627</u>
Financial assets available to meet general expenditures over the next twelve months	<u>\$ 3,922,771</u>

As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. Additionally, the Organization had Board-designated net assets without donor restrictions that, while the Organization does not intend to spend for these purposes, the amounts could be made available for current operations, if necessary upon Board approval.

(4) Investments and fair value measurements

The following table presents investments measured at fair value on a recurring basis at December 31, 2022.

	<u>Total</u>	<u>Fair Value Measurements at Report Date Using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets Level 1</u>	<u>Significant Other Observable Inputs Level 2</u>	<u>Significant Unobservable Inputs Level 3</u>
Assets				
Equity mutual funds	\$ 5,514,856	\$ 5,514,856	\$ -	\$ -
Fixed income mutual funds	5,338,656	5,338,656	-	-
Equity securities for benefit plan	<u>329,841</u>	<u>329,841</u>	-	-
Total	<u>\$ 11,183,353</u>	<u>\$ 11,183,353</u>	<u>\$ -</u>	<u>\$ -</u>

The Organization had no other assets or liabilities subject to recurring fair value measurement at December 31, 2022.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(5) Property and equipment

Property and equipment consisted of the following at December 31, 2022:

Land	\$ 1,753,943
Land improvements	116,195
Buildings	7,739,696
Building improvements	5,937,102
Furniture and equipment	2,059,931
Computer hardware	1,371,517
Computer software	<u>615,082</u>
Total cost or donated value	19,593,466
Accumulated depreciation	<u>(\$10,171,082)</u>
Property and equipment, net	<u>\$ 9,422,384</u>

(6) Net assets

Each of the Organization's 31 sections charge separate fees and may only spend out of their current year income or their cumulative surplus, if any. The remaining balances are designated by the Organization's Board of Governors for that specific section. The section carryover totaled \$711,557 as of December 31, 2022.

The Board of Directors adopted a cash reserve policy during the year ended December 31, 2017 which established a Member Fees Reserve and Capital Projects Reserves. During the year ended December 31, 2022, the Board of Governors amended the Reserves Policy adding the Opportunity Reserve which was established to provide needed cash resources for targets of opportunity or need that further the mission of the organization such as special projects, innovation, mission driven expenses and unexpected emergencies.

As of December 31, 2022, the funds have been designated and allocated between the reserve accounts as follows:

Capital Reserve	\$ 2,677,405
Annual Fees Reserve	4,275,405
Section Carryover	711,557
Opportunity Reserve	<u>1,390,725</u>
Total Board Designated	<u>\$ 9,055,092</u>

Additionally, the net assets of the CPF are designated by Arizona State Statue to only be used for the purposes of the CPF as set forth in the trust agreement and per statute mandate.

(7) Leasing activities

The Organization leases office space to the Arizona Foundation for Legal Services & Education (the "Foundation"), a related party, under an operating lease agreement ending on January 31, 2028. In addition to this lease agreement, the State Bar has a memorandum of understanding in which the State Bar donates 1% of membership fees collected to the Foundation. This donation is required to be utilized to implement pro bono legal service programs and promote pro bono involvement with legal services. For years beginning 2019 and forward, the reduction of rent is expected to be \$60,000 annually, to be adjusted based on the actual membership fees collected. Minimum future rental payments to be received under this lease including the above referenced in-kind reductions at December 31, 2022 are as follows:

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(7) Leasing activities (continued)

<u>Years Ending December 31,</u>	
2023	\$ 96,552
2024	96,759
2025	96,759
2026	96,759
2027	96,759
Thereafter	8,063
Total minimum lease receipts	<u>\$ 491,651</u>

The Organization also leases office space to unrelated third parties. The lease terms call for monthly payments of approximately \$33,816 maturing through November 2027. Minimum future rental payments to be received on these non-cancelable leases at December 31, 2022 are as follows:

<u>Years Ending December 31,</u>	
2023	\$ 433,100
2024	435,571
2025	439,372
2026	371,072
2027	320,024
Total minimum lease receipts	<u>\$ 1,999,139</u>

(8) Retirement plans

Defined contribution plan - SBA sponsors a defined contribution plan (the Plan) qualified under Section 401(k) of the Internal Revenue Code covering substantially all employees who meet specified age and years of service requirements. SBA may make discretionary contributions on behalf of participants. This plan was amended in March 2021 to clarify definitions per the Plan Document. The entry date is the first day of the month following the date the employee satisfies the eligibility requirements. The plan includes an automatic deferral feature and safe harbor plan. Under the safe harbor election SBA is required to make safe harbor matching contributions equal to 100% of the salary deferrals that do not exceed 1% of the employee's compensation plus 50% of the employee's salary deferrals between 1% and 6% of compensation. The safe harbor matching contribution is subject to a different vesting schedule from the employer discretionary non-elective contributions to the plan. The vesting schedule for the employer qualified safe harbor contributions is 0% for one year of service or less and 100% for two years of service or more. During the year ended December 31, 2022, SBA contributed approximately \$428,000 to the 401(k) plan.

Deferred compensation plan - The Organization sponsors a non-qualified deferred compensation plan (the Non-Qualified 457b Plan) for top management employees. This plan allows for deferral of employee salary, as well as discretionary contributions from SBA. Participant contributions are fully vested upon funding. Discretionary employer contributions are made in the first quarter of each fiscal year and fully vest on June 30 of the same year. As of December 31, 2022, all contributions to this plan are fully vested. This plan was restated as of January 1, 2015 and maintains all qualities and characteristics with the exception employees are divided between two tiers with only the top tier eligible to benefit from discretionary employer contributions, and that vesting is achieved over the employee's period of service. The liability related to the plan totaled approximately \$330,000 at December 31, 2022 and is included in other liabilities on the consolidated statement of financial position. During the year ended December 31, 2022, SBA contributed \$30,000 to the 457b plan.

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Year Ended December 31, 2022

(9) Related parties

SBA appoints six of the 25 members of the Board of Directors for the Foundation. Transactions with the Foundation include the following as of and for the year ended December 31, 2022:

In-kind expense - rent (see Note 7)	\$ 60,000
In-kind advertising revenue	\$ 3,530
In-kind expense – convention booth	\$ 1,550
Accounts payable	\$ 87,016
Rental income - straight line (see Note 7 – includes common area maintenance recovery)	\$ 147,930
Expenses (cash paid - 1% Pro Bono & Mock Trial)	\$ 58,769

(10) Risks and uncertainties

Investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect account balances and the amounts reported in the accompanying financial statements.

From time to time, the Organization may become involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on the consolidated financial statements.

(11) Commitments

As of December 31, 2022, SBA had signed various contracts with convention locations for future years. These contracts include minimum revenue guarantees and are subject to a cancellation fee if terminated early. The following is a summary of approximate future minimum guaranteed payments under these contracts:

Years Ending December 31,	
2023	\$ 488,327
2024	87,086
2025	<u>106,000</u>
Total minimum payments	<u>\$ 681,413</u>

SUPPLEMENTARY INFORMATION

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

SUPPLEMENTARY INFORMATION

CONSOLIDATING STATEMENT OF FINANCIAL POSITION

December 31, 2022

<u>ASSETS</u>	<u>SBA</u>	<u>CPF</u>	<u>Eliminations</u>	<u>Total</u>
CURRENT ASSETS				
Cash and cash equivalents	\$ 3,463,236	\$ 34,999	\$ -	\$ 3,498,235
Accounts receivable, net	115,435	105,900	(143,740)	77,595
Inventories	85,570	-	-	85,570
Prepaid expenses and other assets	451,369	-	-	451,369
TOTAL CURRENT ASSETS	4,115,610	140,899	(143,740)	4,112,769
CASH AND CASH EQUIVALENTS - BOARD DESIGNATED	711,557	-	-	711,557
CASH AND CASH EQUIVALENTS - STATUTE DESIGNATED	-	88,658	-	88,658
INVESTMENTS - BOARD DESIGNATED	8,343,535	-	-	8,343,535
INVESTMENTS - UNDESIGNATED	346,941	-	-	346,941
INVESTMENTS - STATUTE DESIGNATED	-	2,163,036	-	2,163,036
INVESTMENTS RESTRICTED FOR BENEFIT PLAN	329,841	-	-	329,841
OTHER ASSETS	95,744	-	-	95,744
DEFERRED RENT - LONG TERM	77,760	-	-	77,760
PROPERTY AND EQUIPMENT, net	9,422,384	-	-	9,422,384
TOTAL ASSETS	\$ 23,443,372	\$ 2,392,593	\$ (143,740)	\$ 25,692,225
 <u>LIABILITIES AND NET ASSETS</u>				
CURRENT LIABILITIES				
Accounts payable	\$ 98,709	\$ -	\$ -	\$ 98,709
Property taxes payable	83,534	-	-	83,534
Accrued liabilities	1,338,839	37,839	(143,740)	1,232,938
Prepaid rent liability	11,237	-	-	11,237
Deferred rent - short term	17,911	-	-	17,911
Membership and other fees collected in advance	3,223,175	103,060	-	3,326,235
TOTAL CURRENT LIABILITIES	4,773,405	140,899	(143,740)	4,770,564
OTHER LIABILITIES	421,881	-	-	421,881
TOTAL LIABILITIES	5,195,286	140,899	(143,740)	5,192,445
 NET ASSETS				
Net assets without donor restrictions				
Undesignated	9,192,994	-	-	9,192,994
Board designated	9,055,092	-	-	9,055,092
Statute designated	-	2,251,694	-	2,251,694
TOTAL NET ASSETS	18,248,086	2,251,694	-	20,499,780
TOTAL LIABILITIES AND NET ASSETS	\$ 23,443,372	\$ 2,392,593	\$ (143,740)	\$ 25,692,225

See Independent Auditors' Report

**STATE BAR OF ARIZONA AND THE
CLIENT PROTECTION FUND OF THE STATE BAR OF ARIZONA**

SUPPLEMENTARY INFORMATION

CONSOLIDATING STATEMENT OF ACTIVITIES AND CHANGE IN NET ASSETS

Year Ended December 31, 2022

	SBA	CPF	Eliminations	Total
SUPPORT AND REVENUE				
Membership fees				
Active	\$ 9,180,991	\$ -	\$ -	\$ 9,180,991
Inactive	1,202,972	-	-	1,202,972
Membership fees penalties	393,400	-	-	393,400
Sections	327,585	-	-	327,585
Board of legal specializations	90,350	-	-	90,350
Admission on motion	90,017	-	-	90,017
	<u>11,285,315</u>	<u>-</u>	<u>-</u>	<u>11,285,315</u>
PROGRAM SERVICE REVENUE				
Regulatory				
Judgement receipts	67,987	-	-	67,987
Professional services	65,866	-	-	65,866
Reinstatement fees	13,842	-	-	13,842
Trust account ethics program	8,200	-	-	8,200
Miscellaneous charges	19,006	-	-	19,006
	<u>174,901</u>	<u>-</u>	<u>-</u>	<u>174,901</u>
COMPLIANCE				
Board of legal specializations	29,450	-	-	29,450
Legal Services	138,684	-	(138,684)	-
Pro Hac Vice fees	572,256	-	-	572,256
Reinstatement fees	10,266	-	-	10,266
Mandatory continuing legal education - late fees	500,124	-	-	500,124
Miscellaneous charges	23,435	-	-	23,435
	<u>1,274,215</u>	<u>-</u>	<u>(138,684)</u>	<u>1,135,531</u>
PROFESSIONAL DEVELOPMENT				
Continuing legal education	2,645,510	-	-	2,645,510
Convention	571,562	-	-	571,562
Publications, net of cost of goods sold of \$103,174	278,770	-	-	278,770
Advertising sales	1,204,616	-	-	1,204,616
Arizona Attorney magazine	1,105	-	-	1,105
Sections meetings and conferences	165,960	-	-	165,960
Contributions and sponsorships	126,484	-	-	126,484
Membership benefits	98,238	-	-	98,238
Other miscellaneous	153,283	-	-	153,283
	<u>5,245,528</u>	<u>-</u>	<u>-</u>	<u>5,245,528</u>
ACCESS TO JUSTICE				
Lawyer referral services	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
CLIENT PROTECTIONS FUND				
Assessments	-	446,100	(460)	445,640
Restitution receipts	-	12,191	-	12,191
	<u>-</u>	<u>458,291</u>	<u>(460)</u>	<u>457,831</u>
OTHER REVENUE				
Rental income	569,350	-	-	569,350
Other	21,716	-	-	21,716
TOTAL SUPPORT AND REVENUE	<u>18,571,025</u>	<u>458,291</u>	<u>(139,144)</u>	<u>18,890,172</u>
EXPENSES				
Program Services:				
Regulatory	6,204,146	-	-	6,204,146
Compliance	1,783,478	-	(127,714)	1,655,764
Professional development	6,081,069	-	-	6,081,069
Access to justice	489,857	-	-	489,857
Client Protection Fund	-	501,201	-	501,201
Total program services	<u>14,558,550</u>	<u>501,201</u>	<u>(127,714)</u>	<u>14,932,037</u>
Management and general	2,377,101	-	(11,430)	2,365,671
TOTAL EXPENSES	<u>16,935,651</u>	<u>501,201</u>	<u>(139,144)</u>	<u>17,297,708</u>
CHANGE IN NET ASSETS BEFORE INVESTMENT ACTIVITY	1,635,374	(42,910)	-	1,592,464
Interest and dividends	165,778	47,154	-	212,932
Realized and unrealized losses, net of investment expenses	(1,412,365)	(348,430)	-	(1,760,795)
CHANGE IN NET ASSETS	<u>388,787</u>	<u>(344,186)</u>	<u>-</u>	<u>44,601</u>
NET ASSETS, BEGINNING OF YEAR	<u>17,859,299</u>	<u>2,595,880</u>	<u>-</u>	<u>20,455,179</u>
NET ASSETS, END OF YEAR	<u>\$ 18,248,086</u>	<u>\$ 2,251,694</u>	<u>\$ -</u>	<u>\$ 20,499,780</u>

See Independent Auditors' Report