FIRST COMMAND EDUCATIONAL FOUNDATION

Financial Statements Years Ended December 31, 2013 and 2012

FIRST COMMAND EDUCATIONAL FOUNDATION

TABLE OF CONTENTS

Financial Statements:	<u>Page</u>
Independent Auditors' Report	1
Statements of Financial Position	2
Statements of Activities	3
Statements of Cash Flows	4
Notes to Financial Statements	5

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
First Command Educational Foundation

We have audited the accompanying financial statements of First Command Educational Foundation (the "Foundation"), 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 audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation 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.

AuldridgeGriffin, P.C.

Fort Worth, Texas July 30, 2014

FIRST COMMAND EDUCATIONAL FOUNDATION STATEMENTS OF FINANCIAL POSITION December 31, 2013 and 2012

		2013		2012
ASSETS				
Current assets:				
Cash and cash equivalents	\$	151,688	\$	98,426
Pledges receivable		3,905		7,020
Due from First Command Financial Services, Inc.		7,722		11,800
Inventory		9,169		11,950
Assets restricted for endowment		1,078,480		1,050,118
Board reserved investments		73,288		-
Total current assets		1,324,252		1,179,314
Property and equipment, net		6,685		7,596
Total assets	\$	1,330,937	\$	1,186,910
LIABILITIES AND NET A	SSETS			
Current liabilities:	\$		\$	5 220
Scholarships payable Accrued expenses and other liablities	Ф	41,175	Ф	5,220 37,010
Pledges payable		3,000		16,500
Total current liabilities		44,175		58,730
Total liabilities		44,175		58,730
Net assets:				
Unrestricted				
Undesignated		171,311		96,066
Board designated		100,000		50,000
Total unrestricted		271,311		146,066
Temporarily restricted		111,451		78,114
Permanently restricted		904,000		904,000
Total net assets		1,286,762		1,128,180
Total liabilities and net assets	\$	1,330,937	\$	1,186,910

FIRST COMMAND EDUCATIONAL FOUNDATION STATEMENTS OF ACTIVITIES Years Ended December 31, 2013 and 2012

		2	013		2012				
	'	Temporarily	Permanently			Temporarily	Permanently		
	Unrestricted	restricted	restricted	Total	Unrestricted	restricted	restricted	Total	
Revenues and other support:									
Contributions	\$ 628,383	\$ 33,835	\$ -	\$ 662,218	\$ 624,293	\$ 21,400	\$ -	\$ 645,693	
Special events	42,825	-	-	42,825	25,100	-	-	25,100	
Donated facilities, materials and services	100,635	-	-	100,635	90,073	-	-	90,073	
Investment income	78,856	12,258	-	91,114	60,778	17,765	-	78,543	
Sales income	-	-	-	-	30	-	-	30	
Net assets released from restriction	8,538	(8,538)	-	-	62,913	(62,913)	-	-	
Total revenues and other support	859,237	37,555	-	896,792	863,187	(23,748)	-	839,439	
Expenses:									
Program services:									
Scholarship program	281,797	-	-	281,797	302,820	-	-	302,820	
Education	292,656	-	-	292,656	274,476	-	-	274,476	
Total program services expenses	574,453	-	-	574,453	577,296	-	-	577,296	
Development and fundraising	110,562	-	-	110,562	108,217	-	-	108,217	
Management and general administrative	53,195			53,195	81,083			81,083	
Total expenses	738,210			738,210	766,596			766,596	
Increase (decrease) in net assets	121,027	37,555	-	158,582	96,591	(23,748)	-	72,843	
Net asset adjustments	4,218	(4,218)	-	-	-	-	-	-	
Net assets at beginning of year	146,066	78,114	904,000	1,128,180	49,475	101,862	904,000	1,055,337	
Net assets at end of year	\$ 271,311	\$ 111,451	\$ 904,000	\$ 1,286,762	\$ 146,066	\$ 78,114	\$ 904,000	\$ 1,128,180	

FIRST COMMAND EDUCATIONAL FOUNDATION STATEMENTS OF CASH FLOWS Years Ended December 31, 2013 and 2012

		2013	2012		
Cash flows from operating activities:	· ·	_			
Increase in net assets	\$	158,582	\$	72,843	
Adjustments to reconcile change in net assets to net					
cash provided by operating activities:					
Depreciation expense		2,770		801	
Gain on investment securities		(40,516)		(46,260)	
Changes in operating assets and liabilities:					
Pledges receivable		3,115		(6,343)	
Amounts due to related parties		4,078		(5,336)	
Inventory		2,781		1,202	
Scholarships payable		(5,220)		5,220	
Accrued expenses and other liabilities		4,165		4,150	
Pledges payable		(13,500)		(8,500)	
Cash provided by operating activities		116,255		17,777	
Cash flows from investing activities:					
Purchases of equipment		(1,859)		(7,396)	
Purchases of investments		(75,317)		-	
Proceeds from redemption and sale of investments		200,000		15,000	
Payments for assets restricted for endowment		(185,817)		(16,537)	
Cash used in investing activities		(62,993)		(8,933)	
Net increase in cash flows		53,262		8,844	
Cash and cash equivalents at beginning of year		98,426		89,582	
Cash and cash equivalents at end of year	\$	151,688	\$	98,426	
Supplemental data - cash paid for interest	\$	<u>-</u>	\$		

NOTE 1 - Nature of Operations and Summary of Significant Accounting Principles

Organization

First Command Educational Foundation (the "Foundation") is a 501(c)(3) public charity that provides grant support for charitable, religious, scientific, literary or educational purposes and conducts financial educational programs. The major programs of the Foundation are as follows:

Scholarship Program - provides scholarships for those military and civilian individuals pursuing undergraduate and graduate degrees as well as trade programs and professional certification.

Education - provides financial education courses and classroom instruction to individuals, businesses, and community organizations.

Basis of Accounting and Presentation

The financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

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

Unrestricted net assets - net assets not subject to donor-imposed stipulation. Unrestricted net assets subject to voluntary resolution of the Board of Directors are reported as board designated.

Temporarily restricted net assets - net assets subject to donor-imposed stipulations that may or will be met by actions of the Foundation and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that will never lapse, thus requiring the funds to be retained permanently with all or part of the income earned on related investments available for general or specific purposes.

Revenues and other support are reported as increases in unrestricted net assets unless use of the related amount is limited by donor-imposed and/or time restrictions. Support and revenues that are restricted by the donor are reported as an increase in unrestricted net assets if the restriction expires in the same reporting period in which the support is recognized. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporarily restricted net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Foundation to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses during the year. Actual results could differ from those estimates.

NOTE 1 - Nature of Operations and Summary of Significant Accounting Principles (Continued)

Tax Exempt Status

The Foundation is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Prior to January 1, 2006, the Foundation was classified as a private foundation as defined in Section 509(a) of the Internal Revenue Code. Effective January 1, 2006, the Foundation voluntarily terminated its private foundation status and is now classified as a public charity as defined in Section 509(a)(1) of the Internal Revenue Code. The Foundation is subject to applicable and Federal unrelated business income tax and federal excise tax.

Because the Foundation is exempt from Federal income taxes, no provision has been made for Federal income tax. The Foundation recognizes interest accrued related to unrecognized tax benefits and penalties in management and general administrative expenses, if any. For 2013 and 2012, there were no interest or penalty expenses. The Foundation is not under examination for tax purposes by any jurisdiction. Open tax years include 2010 forward.

Cash Equivalents

The Foundation considers all interest-bearing deposits and short-term investments purchased with maturities of three months or less to be cash equivalents. As of December 31, 2013, there were \$30,305 held in excess of FDIC limits of \$250,000. As of December 31, 2012, there were no amounts held in excess of FDIC limits.

Pledges Receivable

Unconditional promises to give are recognized as support in the period in which the promise is made. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional. Because all significant receivable balances are due within one year, no present value discount has been applied to the balances for 2013 or 2012.

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation. Donated assets are recorded at their estimated fair value on the date of contribution. Such donations are reported as unrestricted support unless the donor has restricted the donated asset to a specific purpose. Depreciation is provided on the straight-line method over the estimated useful lives of the assets, generally five years. The Foundation capitalized all assets with cost greater than \$1,000 and estimated useful life greater than one year. For the years ended December 31, 2013 and 2012, depreciation expense was \$2,770 and \$801 respectively, and accumulated depreciation was \$17,549 and \$14,778, respectively.

Inventories

Inventories are comprised of educational materials stated at the lower of cost or market determined by the first-in first-out method.

NOTE 1 - Nature of Operations and Summary of Significant Accounting Principles (Continued)

Assets Restricted for Endowment

Assets restricted for endowment consist of investments and cash and cash equivalents permanently restricted by donors. The related investments are stated at fair value using quoted market prices when available. If quoted market prices are not available, estimated fair values are determined based on quoted market prices of similar financial instruments. Realized and unrealized gains and losses are reflected in the statement of activities as investment income or loss.

Scholarship and Pledges Payable

Scholarships and pledges payable are recorded as a liability and scholarship program expense when a commitment is approved by the Chief Executive Officer.

Donated Facilities, Materials and Services

Donated facilities, materials and services are recognized as contributions in accordance with ASC topic *Accounting for Contributions Received and Contributions Made* if the services (a) create or enhance non-financial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by the Foundation. During 2013 and 2012, the Foundation received the use of facilities, materials and services that met these criteria for recognition for the general operation of the Foundation.

Expense Allocation

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

Fair Value of Financial Instruments

The carrying value of pledges receivable, amounts due from First Command Financial Services, Inc., and all liabilities approximate fair value principally because of the short maturity of those items. Estimated fair values of the assets restricted for endowment also approximate their carrying amounts as further described in Note 4.

Concentration of Credit Risk

Financial instruments that potentially subject the Foundation to concentrations of credit risk consist of cash and cash equivalents, investments, pledges receivable, and contributions. The Foundation places its cash with quality financial institutions; however, amounts occasionally exceed federally insured limits. Investments included in assets restricted for endowment are held by third parties and are subject to market risk. As of December 31, 2013 and 2012, there were no concentrations of credit risk related to pledges receivable. Contributions from two related party donors comprise approximately 57% and 57% of total contributions for 2013 and 2012, respectively.

NOTE 2 - Investments

Investments, included as assets restricted for endowment and board reserved investments, at market value as of December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Government securities	\$ 123,329	\$ 129,364
Certificates of deposit	-	200,000
Mutual funds and other securities	900,601	577,015
Total investments	1,023,930	906,379
Cash included in assets restricted for endowment	127,838	143,739
	\$ 1,151,768	\$ 1,050,118

The following summarizes the investment return for the years ended December 31, 2013 and 2012:

	2013			2012
Interest, dividends and realized gains	\$	50,598		\$ 32,283
Unrealized gain (loss) on investments		40,516		46,260
Total investment return	\$	91,114		\$ 78,543

NOTE 3 - Donor Designated Endowment

The Foundation's endowment consists of individual funds established by donor-restricted contributions for the purpose of generating future scholarship funding. As required by generally accepted accounting principles, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors of the Foundation has interpreted the Texas Prudent Management of Institutional Funds Act (TPMIFA) as requiring the preservation of the fair 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 Foundation classifies as permanently restricted net assets the original value of gifts donated to the permanent endowments and 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. 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 Foundation. Net unrealized losses on endowment-related investments are classified as unrestricted net assets.

NOTE 3 - Donor Designated Endowment (Continued)

Investment Return Objectives, Risk Parameters and Strategies

The Foundation has adopted investment and spending policies, approved by the Board of Directors, for endowment assets that attempt to provide a predictable stream of funding for scholarships supported by its endowment funds while also maintaining the purchasing power of those endowment assets over the long-term. The investment process seeks to achieve an after-cost total real rate of return, including investment income as well as capital appreciation, which meets the annual distribution with acceptable levels of risk. Endowment assets are invested in a well-diversified asset mix, which includes equity and debt securities and certificates of deposit that is intended to result in a consistent inflation-protected rate of return that has sufficient liquidity to make annual distributions for scholarship. Investment risk is measured in terms of the total endowment fund; investment assets and allocation between asset classes and strategies are managed to not expose the fund to unacceptable levels of risk.

Spending Policy

Because actual investment returns in any given year vary, the Foundation reviews investment return throughout the year in conjunction with authorizing distributions to ensure the distributions do not liquidate the underlying endowment assets. In general, the Foundation distributes all earnings on the endowment assets, relying on additional donations to grow the principal investment assets.

Endowment asset composition by type of fund as of December 31, 2013 and 2012 is as follows:

	2013			2012	
	Temporary	Permanently		Temporary	Permanently
Unrestricted	Restricted	Restricted	Unrestricted	Restricted	Restricted
\$ 63,029	\$ 111,451	\$ 904,000	\$ 68,004	\$ 78,114	\$ 904,000

Changes in endowment assets as of December 31, 2013 are as follows:

							Total
			Te	mporary	Pei	rmanently	Endowment
	Unrestricted		Restricted		Restricted		Assets
Endowment assets,							
beginning of year	\$	68,004	\$	78,114	\$	904,000	\$ 1,050,118
Prior period adjustment		(83,831)		(4,218)		-	(88,049)
Contributions		-		33,835		-	33,835
Amounts appropriated		-		(8,538)		-	(8,538)
Net unrealized gains		34,831		5,685		-	40,516
Other investment income		44,025		6,573		_	50,598
Endowment assets,							
end of year	\$	63,029	\$	111,451	\$	904,000	\$ 1,078,480

NOTE 3 - Donor Designated Endowment (Continued)

Changes in endowment assets as of December 31, 2012 are as follows:

							Total
			Te	mporary	Pei	rmanently	Endowment
	Un	restricted	Re	estricted	R	estricted	Assets
Endowment assets,							
beginning of year	\$	7,215	\$	91,107	\$	904,000	\$ 1,002,322
Contributions		-		21,400		-	21,400
Amounts appropriated		-		(52,147)		-	(52,147)
Net unrealized losses		35,566		10,694		-	46,260
Other investment income		25,223		7,060			32,283
Endowment assets,							
end of year	\$	68,004	\$	78,114	\$	904,000	\$ 1,050,118

NOTE 4 - Fair Value Measurements

FASB ASC topic *Fair Value Measurements* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this guidance are described as follows:

<u>Level 1</u> Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Foundation has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

<u>Level 3</u> Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 4 - Fair Value Measurements (Continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Government securities, mutual funds and other securities: The fair values of government securities, mutual funds and other securities are based on quoted market price and are classified in level 1 of the fair value hierarchy.

Certificates of deposit: The fair value of certificates of deposit is based on amortized cost or original cost plus accrued interest and are classified in level 2 of the fair value hierarchy.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Foundation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Foundation's assets at fair value as of December 31, 2013 and 2012:

		Assets a	31, 2	013				
		Level 1	I	Level 2	Le	vel 3		Total
Government securities	\$	123,329	\$	-	\$	-	\$	123,329
Mutual funds and other securities		900,601		-		-		900,601
	\$	1,023,930	\$		\$		\$	1,023,930
	_	Assets a		ir Value as Level 2		cember vel 3	31, 2	012
				Level 2				Total
G :::	Φ.		Φ.			VEIS		Total
Government securities	\$	129,364	\$	-	\$	-	\$	Total 129,364
Government securities Mutual funds and other securities	\$		\$	- -		- -	\$	
	\$	129,364	\$	200,000		- - -	\$	129,364

NOTE 5 - Pledges Receivable

As of December 31, 2013 and 2012, no allowance has been recorded for pledges receivable. Pledges are determined to be uncollectable when, based on management's judgment, circumstances indicate that pledges receivable will not be collected. As of December 31, 2013, all pledges are considered to be fully collectible within one year.

NOTE 6 - Pledges Payable

Pledges payable consist of amounts pledged to other organizations, generally to be used by those organizations to provide scholarships. These obligations are expected to be paid out as follows:

Amounts to be paid in:

NOTE 7 - Temporarily Restricted Net Assets

Temporarily restricted net assets are comprised of the following at December 31, 2013 and 2012:

	2013		 2012
Lt. Jay Smith	\$	38,592	\$ 35,859
Dallas Lower Scholarships		11,952	9,733
Konecny		19,866	17,916
Lonestar Squadron		-	3,868
NTAGGL		41,041	10,388
Other scholarships		-	350
	\$	111,451	\$ 78,114

NOTE 8 - Permanently Restricted Net Assets

Permanently restricted net assets include principal amounts of contributions restricted by donor stipulations to investment and reinvestment in perpetuity, income of which is restricted by donor stipulations to be used for scholarships.

NOTE 9 - Advertising Costs

The Foundation uses advertising to promote its programs. Advertising costs are expensed as incurred. Advertising expense for the years ended December 31, 2013 and 2012 were \$150 and \$3,717, respectively.

NOTE 10 - Donated Use of Facilities and Services

The value of donated use of facilities and services included as contributions in the financial statements and corresponding expenses are as follows at December 31, 2013 and 2012:

	2013		_	2012
Use of office space, furniture and equipment	\$	39,220	\$	40,135
Donated materials in support of special events		42,582		29,661
Donated general account services		17,990		19,445
Donated retirement plan adminstration services		843		832
	\$	100,635	\$	90,073

NOTE 11 - Related Party Transactions

The Foundation receives the donated value of facilities and services (see Note 10) from a related organization, First Command Financial Services, Inc. (FCFS). The Foundation reimburses FCFS for personnel expenses and other expenses paid on behalf of the Foundation. FCFS collects certain commissions on behalf of the Foundation. As of December 31, 2013 and 2012, the Foundation had a receivable from FCFS of \$7,722 and \$11,800, respectively.

NOTE 12 - Employee Retirement Plans

The Foundation has a 401(k) and profit sharing plan with a four year vesting schedule. The plan is available to all employees. Employees are immediately covered by a 3% safe harbor match and may begin elective deferrals provided the employee is over 18 years of age. After one year of service, employees are eligible to receive matching contributions from the Foundation. In addition, the Foundation may contribute a percentage of total salaries to employees under the profit sharing plan. For 2013 and 2012, the Foundation has accrued approximately \$26,000 and \$23,000, respectively, to be contributed to the Plan.

NOTE 13 - Litigation

The Foundation is not involved in any lawsuits in the ordinary course of business and there are no actions pending which will have a material adverse impact on the financial condition of the Foundation.

NOTE 14 - Commitments and Contingencies

The Foundation entered into agreements during 2009 for equipment rental and website related services. Expense incurred under these agreements was approximately \$36,700 and \$42,000 for the years ended December 31, 2013 and 2012, respectively.

Future lease payments required under these leases are approximately as follows:

Amounts to be paid in:

NOTE 15 - Net Asset Adjustment

All contributions are considered to be available for unrestricted use unless specifically restricted by the donor. In a prior period amounts received were incorrectly recorded as additions to the temporary restricted net assets. The reclassification of \$4,218 reclassifies the amounts originally reported as temporary restricted to unrestricted.

NOTE 16 - Subsequent Events

There were no subsequent events identified by management as of the issuance date of these financial statements.