Financial Statements and Independent Auditors' Report

December 31, 2013

Financial Statements December 31, 2013

Contents

Independent Auditors' Report	1-2
Audited Financial Statements	
Statement of Financial Position Statement of Activities Statement of Cash Flows Notes to Financial Statements	4 5
Supplemental Information	
Schedule of Functional Expenses	16





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INDEPENDENT AUDITORS' REPORT

To the Board of Directors Greenpeace, Inc.

We have audited the accompanying financial statements of Greenpeace, Inc. ("the Organization"), which comprise the statement of financial position as of December 31, 2013, the related statements of activities and cash flows for the year 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 Organization as of December 31, 2013, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

We have previously audited the Organization's 2012 financial statements, and our report, dated June 21, 2013, expressed an unmodified opinion on those audited financial statements. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2012, is consistent, in all material respects, with the audited financial statements from which it has been derived.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental information included on page 16 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Vienna, Virginia May 16, 2014

Rogers & Company PLLC

Statement of Financial Position December 31, 2013

(With Summarized Financial Information for December 31, 2012)

	2013		2012
Assets			
Cash and cash equivalents	\$	1,497,394	\$ 1,148,735
Other receivables		172,004	31,832
Investments		67,222	60,206
Due from Greenpeace Fund, Inc.		1,452,712	1,372,957
Due from Stichting Greenpeace Council		1,516,861	694,498
Due from other Greenpeace affiliates		115,086	116,778
Prepaid expenses and deposits		818,445	804,980
Property and equipment, net		695,994	 891,073
Total assets	\$	6,335,718	\$ 5,121,059
Liabilities and Net Assets			
Liabilities			
Accounts payable and accrued expenses	\$	2,169,133	\$ 1,518,569
Due to other Greenpeace affiliates		41,155	80,162
Deferred rent		751,819	696,958
Line of credit - Greenpeace Fund, Inc.		1,771,862	 1,652,086
Total liabilities		4,733,969	3,947,775
Net Assets			
Unrestricted		1,494,260	1,173,284
Temporarily restricted		107,489	<u> </u>
Total net assets		1,601,749	1,173,284
Total liabilities and net assets	\$	6,335,718	\$ 5,121,059

Statement of Activities For the Year Ended December 31, 2013 (With Summarized Financial Information for the Year Ended December 31, 2012)

	Unrestricted	Temporarily Restricted	2013 Total	2012 Total
Revenue and Support				-
Contributions	\$ 25,067,082	\$ 625	\$ 25,067,707	\$ 24,279,389
Grants - Greenpeace Fund, Inc.	-	5,721,042	5,721,042	6,088,001
Grants - Stitching Greenpeace		, ,	, ,	, ,
Council	_	2,462,807	2,462,807	2,416,844
Other income	114,644	-	114,644	5,944
Investment income	7,015	_	7,015	4,596
Net assets released from	•		•	•
restrictions	8,076,985	(8,076,985)		
Total revenue and support	33,265,726	107,489	33,373,215	32,794,774
Expenses				
Program services:				
Climate campaign	4,444,790	_	4,444,790	3,427,487
Forests campaign	2,755,598	_	2,755,598	3,935,741
Public information and	, ,		,	
education	3,904,237	-	3,904,237	5,914,293
Oceans campaign	5,744,691	-	5,744,691	4,904,419
Toxics campaign	2,189,939	-	2,189,939	1,122,288
Action resources	2,869,962	-	2,869,962	2,360,508
Outreach campaign	3,557,768		3,557,768	4,276,371
Total program services	25,466,985		25,466,985	25,941,107
Supporting services:				
Fundraising	4,586,020	-	4,586,020	4,452,777
Management and general	2,891,745		2,891,745	2,051,662
Total supporting services	7,477,765		7,477,765	6,504,439
Total expenses	32,944,750		32,944,750	32,445,546
Change in Net Assets	320,976	107,489	428,465	349,228
Net Assets, beginning of year	1,173,284		1,173,284	824,056
Net Assets, end of year	\$ 1,494,260	\$ 107,489	\$ 1,601,749	\$ 1,173,284

Statement of Cash Flows For the Year Ended December 31, 2013 (With Summarized Financial Information for the Year Ended December 31, 2012)

	2013			2012
Cash Flows from Operating Activities				
Change in net assets	\$	428,465	\$	349,228
Adjustments to reconcile change in net assets to net				
cash provided by (used in) operating activities:				
Net realized and unrealized gain		(6,006)		(3,625)
Depreciation and amortization		270,131		292,324
Change in operating assets and liabilities:				
(Increase) decrease in:				
Other receivables		(140,172)		347,192
Due from Greenpeace Fund, Inc.		(79,755)		(974,472)
Due from Stichting Greenpeace Council		(822,363)		(23,354)
Due from other Greenpeace affiliates		1,692		(7,476)
Prepaid expenses and deposits		(13,465)		(337,597)
Increase (decrease) in:				
Accounts payable and accrued expenses		650,564		(872,939)
Due to other Greenpeace affiliates		(39,007)		35,301
Deferred rent		54,861		75,739
Net cash provided by (used in) operating activities		304,945		(1,119,679)
Cash Flows from Investing Activities				
Purchases of property and equipment		(75,052)		(122,976)
Purchases of investments		(5,831)		(2,678)
Proceeds from sales of investments		4,821		
Net cash used in investing activities		(76,062)		(125,654)
Cash Flows from Financing Activity				
Net borrowings under line of credit -				
Greenpeace Fund, Inc.		119,776		880,551
Net cash provided by financing activity		119,776		880,551
T			-	
Net Increase (Decrease) in Cash and Cash Equivalents		348,659		(364,782)
Cash and Cash Equivalents, beginning of year		1,148,735		1,513,517
Cash and Cash Equivalents, end of year	\$	1,497,394	\$	1,148,735

Notes to Financial Statements December 31, 2013

1. Nature of Operations

Greenpeace, Inc. ("the Organization") was established in 1987 as a non-profit corporation to promote the protection and preservation of the environment through lobbying, education, advocacy, and peaceful direct action. Its activities are carried out through various programs and campaigns in support of this mission. The Organization's primary sources of revenues are contributions from individuals, grants from the Greenpeace Fund, Inc. ("the Fund"), and grants from Stichting Greenpeace Council ("the Council").

2. Summary of Significant Accounting Policies

Basis of Accounting and Presentation

The Organization's financial statements are prepared on the accrual basis of accounting and are in accordance with generally accepted accounting principles for not-for-profit organizations. Net assets are reported based on the presence or absence of donor-imposed restrictions, as follows:

- *Unrestricted net assets* represent funds that are not subject to donor-imposed stipulations and are available for support of the Organization's operations.
- *Temporarily restricted net assets* represent funds that are subject to donor-imposed restrictions that are met through specific actions of the Organization or through the passage of time.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash Equivalents

The Organization considers as cash equivalents demand deposits and all highly liquid investments, which can be converted into known amounts of cash and have a maturity period of 90 days or less at the time of purchase. However, cash equivalents held in the Organization's investment portfolio are included as a component of investments.

Notes to Financial Statements December 31, 2013

2. Summary of Significant Accounting Policies (continued)

Investments

Investments are recorded at fair value. All unrealized gains and losses, realized gains and losses, and interest income, net of investment management fees are included in investment income in the accompanying statement of activities.

Property and Equipment

Property and equipment with a cost in excess of \$3,000 and a projected useful life exceeding one year are capitalized and recorded at cost. Leasehold improvements are amortized using the straight-line method over the shorter of their estimated useful lives or the lease term. Depreciation and amortization on all other property and equipment is computed using the straight-line method over the estimated useful lives of the related assets, which range from three to five years. Repairs and maintenance costs are expensed as incurred. Upon the retirement or disposal of assets, the cost and accumulated depreciation are eliminated from the respective accounts and any resulting gain or loss is included in revenues or expenses.

Revenue Recognition

Contributions, including unconditional promises to give, are recognized at fair value in the period received. All grants and contributions are considered to be available for unrestricted use unless specifically restricted by the donor. The Organization reports grants and contributions as temporarily restricted support if they are received with donor or grantor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Other income consists of licensing, royalties, merchandise sales, and revenues from training sessions, and is recognized when earned.

Donated Services

A number of volunteers have donated significant time to develop and assist with the Organization's programs and other activities. However, these donated services are not reflected in the accompanying financial statements, since they do not meet the criteria for recognition under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958, *Not-For-Profit Entities*.

Notes to Financial Statements December 31, 2013

2. Summary of Significant Accounting Policies (continued)

Functional Allocation of Expenses

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

Comparative Information

The financial statements include certain prior-year summarized comparative information in total, but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. GAAP. Accordingly, such information should be read in conjunction with the Organization's 2012 financial statements, from which the summarized information was derived.

Reclassifications

Certain amounts in the 2012 summarized financial statements have been reclassified to conform to the 2013 presentation. These reclassifications have no effect on the change in net assets previously reported.

Subsequent Events

The Organization follows the guidance of ASC 855, Subsequent Events, which establishes general standards of accounting for and disclosure of events that occur after the statement of financial position date but before the financial statements are issued. In preparing these financial statements, the Organization has evaluated events and transactions for potential recognition or disclosure through May 16, 2014, the date the financial statements were available to be issued.

3. Concentrations

Revenue Risk

Approximately 17% of the Organization's support was provided by the Fund for the year ended December 31, 2013. Any reduction in the level of support from the Fund could affect the Organization's program activities.

Notes to Financial Statements December 31, 2013

3. Concentrations (continued)

Credit Risk

Financial instruments that potentially subject the Organization to significant concentrations of credit risk consist of cash and investments. The Organization maintains cash deposit and transaction accounts, along with investments, with various financial institutions and these values, from time to time, exceed insurable limits under the Federal Depository Insurance Corporation (FDIC) and Securities Investor Protection Corporation (SIPC). The Organization has not experienced any credit losses on its cash and investments to date as it relates to FDIC and SIPC insurance limits. Management periodically assesses the financial condition of these financial institutions and believes that the risk of any credit loss is minimal.

4. Investments and Fair Value Measurements

The Organization follows ASC 820, Fair Value Measurements and Disclosures, for its financial assets. This standard establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, and requires an entity to maximize the use of observable inputs (such as quoted prices in active markets) and minimize the use of unobservable inputs (such as appraisals or other valuation techniques) to determine fair value. The categorization of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the entity's perceived risk of that instrument.

The inputs used in measuring fair value are categorized into three levels. Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority. Level 2 is based upon observable inputs other than quoted market prices, and Level 3 is based on unobservable inputs. In general, and where applicable, the Organization uses quoted prices in active markets for identical assets to determine fair value. This pricing methodology applies to Level 1 investments. The Organization recognizes transfers between levels in the fair value hierarchy at the end of the reporting period.

Notes to Financial Statements December 31, 2013

4. Investments and Fair Value Measurements (continued)

The following table presents the Organization's fair value hierarchy for those investments measured on a recurring basis at December 31, 2013:

	Level 1		Level 2 Lev		Level 3	Total
Equities						_
Domestic	\$ 48,659	\$	-	\$	- \$	48,659
International	6,806		-		-	6,806
Money market funds	11,757		-		-	11,757
						_
Total investments	\$ 67,222	\$	_	\$	- \$	67,222

Investment income consists of the following for the year ended December 31, 2013:

Net realized and unrealized gain Interest and dividends, net of investment fees	\$ 6,006 1,009
Total investment income	\$ 7,015

5. Property and Equipment

Property and equipment consists of the following at December 31, 2013:

Leasehold improvements	\$ 1,103,793
Action equipment	624,062
Office equipment	226,512
Vehicles	83,453
Construction in progress	23,482
Total property and equipment Less: accumulated depreciation and amortization	2,061,302 (1,365,308)
Property and equipment, net	\$ 695,994

Depreciation and amortization expense for the year ended December 31, 2013 was \$270,131, of which \$18,263 was allocated to the Fund.

Notes to Financial Statements December 31, 2013

6. Related Party Transactions

The Organization has entered into various agreements and transactions with the Fund; the Council; and other Greenpeace affiliates as follows:

Greenpeace Fund, Inc.

The Fund provides funding for various program activities performed by the Organization. Grants from the Fund totaled \$5,721,042 for the year ended December 31, 2013 and are included in the accompanying statement of activities. Contributions receivable of \$855,959 were due from the Fund as of December 31, 2013 and are included as a component of the Due from Greenpeace Fund, Inc. balance.

In addition, the Organization has a \$2 million line of credit arrangement with the Fund to help support its operations. Interest has been accrued at a rate of 7.25% during 2013. Interest expense was \$119,776 for 2013 and is included in the accompanying statement of activities. The line of credit's balance was \$1,771,862 at December 31, 2013, and is included in the accompanying statement of financial position.

During 2012, the Fund purchased a subscriber email list from an unrelated third-party. In 2013, the Organization purchased a portion of this subscriber email list from the Fund, to promote environmental protection. The total of this transaction amounted to \$2,000 and is included as an expense in the accompanying statement of activities for the year ended December 31, 2013.

Stichting Greenpeace Council

The Council, comprised of 27 voting members, develops general policies regarding environmental programs known as campaigns. The Organization is a voting member of the Council. All Greenpeace entities are influenced by decisions of the Council; however, the Organization has ultimate responsibility for and control over its own activities and decisions.

During 2013, the Organization received contributions and grants from the Council of \$2,462,807. Contributions receivable of \$565,000 was due from the Council as of December 31, 2013 and is included as a component of the Due from Stitching Greenpeace Council balance.

Notes to Financial Statements December 31, 2013

6. Related Party Transactions (continued)

Expenses Shared with Greenpeace Fund, Inc.; Stitching Greenpeace Council; and Other Greenpeace Affiliates

The Organization shares certain management and general costs with the Fund and the Council. All shared costs are charged to the appropriate entity based upon specific identification or are allocated based on time incurred. The Organization's share of such costs is then allocated to the various programs and supporting services included in the accompanying statement of activities.

The Organization pays certain expenses on behalf of the Fund, the Council, and other Greenpeace affiliates. The Organization also has certain expenses paid on its behalf by the Fund, the Council, and other Greenpeace affiliates. A summary of the net result of these transactions as well as contribution receivable balances due from the Fund, the Council, and other Greenpeace affiliates, are as follows at December 31, 2013:

Due from Greenpeace Fund, Inc expense sharing Due from Greenpeace Fund, Inc contributions receivable	\$ 596,753 855,959
Due from Greenpeace Fund, Inc.	\$ 1,452,712
Due from Stitching Greenpeace Council - expense sharing Due from Stitching Greenpeace Council - contributions receivable	\$ 951,861 565,000
Due from Stitching Greenpeace Council	\$ 1,516,861
Due from other Greenpeace affiliates Due to other Greenpeace affiliates	\$ 115,086 (41,155)
Net receivable due from other Greenpeace affiliates	\$ 73,931

7. Temporarily Restricted Net Assets

At December 31, 2013, temporarily restricted net assets consist of amounts restricted to support certain individuals on the Indonesia Forest Campaign.

Notes to Financial Statements December 31, 2013

8. Allocation of Joint Costs

The Organization achieves some of its programmatic goals by direct mail, telemarketing, and similar campaigns that include requests for donations. The cost of conducting those campaigns was allocated as follows for the year ended December 31, 2013:

Program expenses Fundraising	\$ 11,129,146 2,567,544
Total joint costs	\$ 13,696,690

9. Commitments and Contingencies

Operating Leases

The Organization leases office facilities, warehouse space, and equipment under various operating leases with restrictive cancellation clauses. Certain leases require the Organization to pay its proportionate share of real estate taxes and other operating expenses.

On June 30, 2009, the Organization renegotiated the terms of the existing office lease in Washington, DC and entered into two new lease agreements for existing and additional office space for 11 years, commencing July 1, 2009. The leases call for certain rent abatements and a fixed base rent with annual rental increases of 2.5% of the base rent.

During 2012, the Organization entered into an agreement to lease office space in San Francisco, California, which commenced on October 1, 2012 and expires on September 30, 2019. The lease calls for certain rent abatements and a fixed base rent with annual rental increases of approximately 3% of the base rent.

During 2013, the Organization entered into an extension to continue to lease warehouse space in Landover, Maryland. The original lease began in February 2000. This addendum commenced on September 1, 2013 and expires on May 31, 2020. The extension calls for certain rent abatements and a fixed base rent with annual rental increases defined in the agreement. In addition, the lease provides for allowances of improvements in the years 2014 and 2015.

During 2013 the Organization also entered into an agreement to lease warehouse space in Oakland, California, which commenced on November 1, 2013 and expires on September 30, 2019. The lease calls for certain rent abatements and a fixed base rent with annual rental increases of approximately 3% of the base rent.

Notes to Financial Statements December 31, 2013

9. Commitments and Contingencies (continued)

The effects of the scheduled rent increases are being recognized by the Organization on a straight-line basis over the lease terms, in accordance with U.S. GAAP. The difference between rent paid and straight-line rent expense is reflected as deferred rent in the accompanying statement of financial position. Rent expense totaled \$1,668,689 for the year ended December 31, 2013.

Future minimum lease payments on all operating leases are as follows for the years ending December 31:

2014	\$ 1,590,204
2015	1,486,171
2016	1,475,096
2017	1,514,275
2018	1,554,280
Thereafter	 1,898,479
Future minimum lease payments	\$ 9,518,505

General Contingencies

From time to time, the Organization may be a party to lawsuits or have claims pending against it. In the opinion of management, the ultimate liabilities, if any, resulting from such lawsuits and claims will not materially affect the financial position of the Organization.

10. Retirement Plan

The Organization maintains a 401(k) plan open to all employees after three months of full-time employment. Employees contribute by payroll deductions on a pre-tax basis up to the amount allowable by Federal law. Employee deferrals are immediately 100% vested. The Organization contributes to the 401(k) plan under a Safe Harbor matching provision, which requires the Organization to match 100% of employee contributions up to the first 6% of the eligible employee's salary. Employer contributions made after December 31, 2011 vest immediately, and employer contributions prior to that date vest over three years. Employer contributions totaled \$539,571 for the year ended December 31, 2013.

Notes to Financial Statements December 31, 2013

11. Income Taxes

The Organization is recognized as a tax-exempt organization under Section 501(c)(4) of the Internal Revenue Code, and is exempt from income taxes except for taxes on unrelated business activities. No tax expense is reflected in the accompanying financial statements for the year ended December 31, 2013, as there were no unrelated business activities. Management evaluated the Organization's tax positions and concluded that the Organization has taken no uncertain tax positions that qualify for either recognition or disclosure in the accompanying financial statements.

SUPPLEMENTAL INFORMATION

Schedule of Functional Expenses For the Year Ended December 31, 2013

(With Summarized Financial Information for the Year Ended December 31, 2012)

		Program Services									
	Climate	Forests	Public Information and Education	Oceans	Toxics	Action Resources	Outreach	Fundraising	Management and General	2013 Total	2012 Total
Salaries, taxes, and											
employee benefits Conferences and	\$ 2,515,640 \$	1,735,497	\$ 2,489,109 \$	3,552,625 \$	1,395,137 \$	1,542,283 \$	2,437,642	\$ 2,481,941	\$ 1,304,323	\$ 19,454,197	\$ 19,016,255
meetings	110,857	57,570	109,277	135,977	37,689	69,108	91,347	94,517	116,665	823,007	531,147
Professional fees	633,981	267,885	621,522	578,476	243,931	256,409	361,584	636,497	680,093	4,280,378	3,943,734
Travel	228,940	114,607	103,947	259,327	63,127	207,146	157,958	123,987	67,437	1,326,476	1,461,672
Office expenses Information	424,905	269,683	129,629	591,899	210,955	147,408	92,850	473,473	83,472	2,424,274	2,645,057
technology	57,994	36,946	105,216	65,693	25,683	71,440	83,282	174,467	168,719	789,440	615,695
Direct mail-printing	195,091	141,837	28,875	324,864	117,544	´ -	4,980	187,607	, <u>-</u>	1,000,798	1,083,369
Books and											
publications	5,863	2,748	15,242	3,822	953	4,727	5,358	1,888	6,548	47,149	83,154
List rental expenses	25,423	18,483	3,763	42,334	15,318	-	649	48,151	-	154,121	449,950
Penalties and fines	2,981	1,152	-	2,597	948	338	296	1,471	64	9,847	45,339
Taxes/permits/fees	5,923	4,223	5,286	9,295	3,434	2,298	2,527	17,669	8,418	59,073	133,192
Miscellaneous	32,475	2,060	-	6,542	1,460	11,509	29,711	8,919	13,121	105,797	162,472
Insurance	6,006	3,921	14,555	6,213	2,996	67,536	15,483	18,119	24,543	159,372	127,029
Occupancy	114,362	85,569	204,444	142,379	60,736	348,141	218,388	271,209	324,278	1,769,506	1,659,478
Interest	7,318	3,259	13,920	5,238	2,313	11,708	13,857	12,428	49,735	119,776	106,551
Grants	18,466	2,188	33,833	3,508	1,556	7,810	11,145	-	-	78,506	58,000
Advertising and											
promotion	50,991	2,926	3,879	6,516	2,360	2,137	7,428	7,529	7,399	91,165	31,128
Depreciation and											
amortization	7,574	5,044	21,740	7,386	3,799	119,964	23,283	26,148	36,930	251,868	292,324
Total Expenses	\$ 4,444,790 \$	2,755,598	\$ 3,904,237 \$	5,744,691 \$	2,189,939 \$	2,869,962 \$	3,557,768	\$ 4,586,020	\$ 2,891,745	\$ 32,944,750	\$ 32,445,546