NAVAL HISTORICAL FOUNDATION

WASHINGTON, D.C.

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2007



Independent Auditors' Report

Board of Directors Naval Historical Foundation Washington, D.C.

We have audited the accompanying statement of financial position of Naval Historical Foundation as of December 31, 2007, and the related statements of activities, changes in net assets, and cash flows for the year then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Foundation's 2006 financial statements and, in our report dated April 19, 2007, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Naval Historical Foundation as of December 31, 2007, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Certified Public Accountants

Councilor Buchanan + Mitchell, P.C.

Bethesda, Maryland April 23, 2008

Statement of Financial Position December 31, 2007

(With Comparative Totals as of December 31, 2006)

	2007	2006
Assets		
Current Assets		
Cash	\$ 119,796	\$ 68,602
Promises to Give	247,500	-
Accounts Receivable	20,026	_
Accrued Interest Receivable	9,322	10,766
Inventory	, -	57,893
Prepaid Expenses	5,288	3,650
Total Current Assets	401,932	140,911
Investments	1,062,155	1,707,639
Promises to Give	177,902	
Property and Equipment		
Furniture, Fixtures, and Equipment	102,895	233,076
Less Accumulated Depreciation	(76,738)	(193,017)
Net Property and Equipment	26,157	40,059
Total Assets	\$ 1,668,146	\$ 1,888,609
Liabilities and Net Assets		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 12,774	\$ 10,624
Deferred Revenue	80,371	71,927
Total Current Liabilities	93,145	82,551
Net Assets		
Unrestricted	1,391,850	1,789,699
Temporarily Restricted	183,151	16,359
Total Net Assets	1,575,001	1,806,058
Total Liabilities and Net Assets	\$ 1,668,146	\$ 1,888,609

Statement of Activities For the Year Ended December 31, 2007 (With Comparative Totals for the Year Ended December 31, 2006)

	Unrestricted	Temporarily Restricted	Total 2007	Total 2006
Net Departmental Sales Museum Store Sales Cost of Sales - Museum Store	\$ 24,438 72,807	\$ -	\$ 24,438 72,807	\$ 111,496 73,713
Gross Profit (Loss) Museum Store Operating Expenses	(48,369) 22,303	-	(48,369) 22,303	37,783 71,070
Net Museum Store Sales Over (Under) Museum Store Operating Expenses	(70,672)	-	(70,672)	(33,287)
Historical Services Sales Cost of Sales - Historical Services	124,967 7,551	- - <u>-</u>	124,967 7,551	124,614 17,761
Gross Profit Historical Services Operating Expenses	117,416 96,787	-	117,416 96,787	106,853 77,168
Net Historical Services Sales Over Historical Services Operating Expenses	20,629		20,629	29,685
Total Net Departmental Sales (Under) Expenses	(50,043)		(50,043)	(3,602)
Support and Other Revenues Donations Contract - Museum	178,341 64,380	- -	178,341 64,380	128,249
Fund-Raising Facility Rental Membership Dues	35,477	613,402	613,402 35,477	65,559
Building 70 Support Royalties - Navy Book/Calendar/Store	37,324 14,736 20,735	- - -	37,324 14,736 20,735	38,770 1,974 29,457
Other Revenues Net Assets Released from Restrictions	585 446,610	(446,610)	585 -	574
Total Support and Other Revenues	798,188	166,792	964,980	264,583
Total Operating Revenues	748,145	166,792	914,937	260,981
Expenses Program Expenses				
Naval Historical Foundation Museum Support Naval Historical Center Support	325,002 446,770 182,281		325,002 446,770 182,281	304,992 210,099 103,380
Total Program Expenses Office Administration and Management Fund-Raising	954,053 107,547 168,968	- - -	954,053 107,547 168,968	618,471 111,139 86,454
Total Operating Expenses	1,230,568		1,230,568	816,064
Excess of Operating Expenses (Over) Under Operating Revenues Investment Income	(482,423)	166,792	(315,631)	(555,083)
Interest and Dividends Net Investment Gain Other Income - Sale of Artifacts	61,107 23,467	- -	61,107 23,467	71,856 111,532 38,544
Increase (Decrease) in Net Assets	\$ (397,849)	\$ 166,792	\$ (231,057)	\$ (333,151)

See accompanying Notes to Financial Statements.

Statement of Changes in Net Assets For the Year Ended December 31, 2007 (With Comparative Totals for the Year Ended December 31, 2006)

	Unrestricted	Temporarily Restricted	Total	Total 2006
Balance at Beginning of Year	\$ 1,789,699	\$ 16,359	\$ 1,806,058	\$ 2,139,209
Increase (Decrease) in Net Assets	(397,849)	166,792	(231,057)	(333,151)
Balance at End of Year	\$ 1,391,850	\$ 183,151	\$ 1,575,001	\$ 1,806,058

Statement of Cash Flows For the Year Ended December 31, 2007 (With Comparative Totals for the Year Ended December 31, 2006)

		2007		2006
Cash Flows from Operating Activities				
Decrease in Net Assets	\$	(231,057)	\$	(333,151)
Adjustments to Reconcile Decrease in Net Assets to	4	(201,007)	Ψ	(555,151)
Net Cash Used in Operating Activities				
Depreciation		12,619		27,341
Loss on Disposal of Property and Equipment		8,794		
Net Investment Gain		(23,467)		(111,532)
(Increase) Decrease in Assets		(20,107)		(111,552)
Promises to Give		(425,402)		_
Accounts Receivable		(20,026)		_
Accrued Interest Receivable		1,444		4,816
Inventory		57,893		4,093
Prepaid Expenses		(1,638)		(110)
Increase (Decrease) in Liabilities		(1,000)		(110)
Accounts Payable and Accrued Expenses		2,150		(204)
Deferred Revenue		8,444		(1,974)
	•	<u> </u>		(1,5 / 1)
Net Cash Used in Operating Activities		(610,246)		(410,721)
Cash Flows from Investing Activities				
Sales and Redemptions of Investments		731,502		572,091
Purchases of Investments		(62,551)		(163,077)
Purchases of Property and Equipment		(7,511)		(11,119)
Net Cash Provided by Investing Activities		661,440		397,895
Net Increase (Decrease) in Cash		51,194		(12,826)
Cash at Beginning of Year		68,602		81,428
Cash at End of Year	_\$_	119,796	\$	68,602

Notes to Financial Statements December 31, 2007

1. ORGANIZATION

Naval Historical Foundation (the "Foundation") was incorporated as a nonprofit organization in the District of Columbia on March 13, 1926.

The Foundation is organized for educational and literary purposes, to acquire and preserve artifacts and memorabilia pertaining to the history and traditions of the United States Navy and to diffuse knowledge respecting such history and traditions. The Foundation operates a store in the National Museum of the United States Navy and an historic photograph and document reproduction service as part of a support agreement with the Naval Historical Center in the Washington, D.C., Navy Yard. Besides offering a nationwide oral history program and a naval speakers service, the Foundation co-sponsors naval history conferences and symposia with other naval heritage organizations, and provides important financial support for the United States Navy's history programs and National Museum of the United States Navy.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Promises to Give

Promises to give that are scheduled to be received after the end of the reporting period are shown as increases in temporarily restricted net assets and reclassified to unrestricted net assets when the purpose or time restriction is met. Promises to give subject to donor-imposed stipulations that the corpus be maintained permanently are recognized as increases in permanently restricted net assets. Conditional promises to give are not recognized until they become unconditional, that is, when the conditions on which they depend are substantially met. Contributions to be received after one year are discounted at the risk-free rate applicable to the years in which the promises are to be received. Amortization of any discount is recorded as contribution revenue. Management believes all promises to give are collectible at December 31, 2007.

Notes to Financial Statements December 31, 2007

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounts Receivable

Accounts receivable are stated at unpaid balances, less an allowance for doubtful accounts, if any. The Foundation provides for losses on accounts receivable using the allowance method. The allowance is based on experience and other circumstances, which may affect the ability of customers to meet their obligations. Receivables are considered impaired if full payments are not received in accordance with the contractual terms. It is the Foundation's policy to charge off uncollectible accounts receivable when management determines the receivables will not be collected. The Foundation's management believes that accounts receivable are fully collectible at December 31, 2007.

Inventory

Inventory of museum store merchandise is stated at cost, with cost being determined using the first-in, first-out (FIFO) method.

Investments

Investments in securities are reported at fair value and, accordingly, gains or losses resulting from market fluctuations are recognized in the accompanying statement of activities in the period in which they occur.

Property and Equipment

Property and equipment additions in excess of \$1,000 are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets ranging from five to seven years. Depreciation expense for 2007 was \$12,619.

Deferred Revenue

The Foundation has received fees and contract payments for work on developing exhibits in a proposed Cold War Gallery for the National Museum of the United States Navy. Payments for the portion of the work not yet completed are included as deferred revenue on the statement of financial position.

Net Assets

To ensure observance of limitations and restrictions placed on the use of resources available to the Foundation, its accounts are maintained by classes of net assets. Consequently, resources are classified for accounting and reporting purposes into three classes of net assets: unrestricted, temporarily restricted, and permanently restricted net assets.

Notes to Financial Statements December 31, 2007

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Donated Facilities

The Foundation occupies premises, without charge, located in a government-owned building. There is no clearly measurable or objective basis for determining the estimated fair rental value of the government-owned premises. Accordingly, no value has been reflected in the statement of activities.

Income Taxes

The Foundation is generally exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. However, the Foundation is subject to federal and state income taxes to the extent that it generates unrelated business income. The Foundation had no unrelated business income for the year ended December 31, 2007.

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 accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Foundation's financial statements for the year ended December 31, 2006, from which the summarized information was derived.

3. Promises to Give

Promises to give are due to be collected as follows:

For the Years Ending December 31,

2008	\$ 247,500
2009	55,000
2010	50,000
2011	50,000
2012	 50,000
	452,500
Discounted at 6%	 (27,098)
Present Value of Promises to Give	\$ 425,402

Notes to Financial Statements December 31, 2007

4. INVESTMENTS

Investments at December 31, 2007, consisted of the following marketable securities:

Cash and U.S. Government Obligations	\$ 148,043
Corporate Obligations	387,773
Equities	324,243
Equity Mutual Funds	 202,096
Total	\$ 1,062,155

5. TEMPORARILY RESTRICTED NET ASSETS

At December 31, 2007, the Foundation had temporarily restricted net assets for the following projects:

Crowe Oral History Project	\$ 12,340
Cold War Gallery Project	170,811
Total	\$183,151

During 2007, temporarily restricted net assets were released for the following projects based on satisfaction of the purpose restrictions:

Crowe Oral History Project	\$ 4,019)
Cold War Gallery Project	442,591	<u> </u>
Total	\$446,610)

6. INVENTORY WRITE-OFF

During the year, the operation of the museum store was contracted out to Sky Retail Partners, Inc., which operates several other naval heritage-related stores. Accordingly, museum store inventory was closed out at the end of 2007. The one-time inventory write-off of \$57,893 is reflected in the statement of activities as part of cost of sales-museum store.

7. RETIREMENT PLAN

The Foundation has a 403(b) plan for all eligible employees who meet length of service requirements. The Foundation matches up to 5% of compensation deferred by employees. The retirement plan cost for the year ended December 31, 2007, was \$19,323.

Notes to Financial Statements December 31, 2007

8. NATIONAL MUSEUM OF THE UNITED STATES NAVY EVENTS

During 2007, the Foundation was granted a license by the United States Navy to generate revenue in support of the National Museum of the United States Navy through the rental of facilities to the public, commercial and non-profit entities, state and local governments, and other federal agencies. This facilities rental program permits the Foundation to offer individuals and organizations the opportunity to hold events in a setting where the history and heritage of the United States Navy can be experienced and appreciated. This program supports the Foundation's mission of promoting increased support for the United States Navy's historical programs in general and its museums in particular. Proceeds from these events will be made available to the National Museum of the United States Navy through current gift acceptance polices of the United States Department of the Navy.

9. HISTORICAL COLLECTION

The Foundation has catalogued approximately 4,000 documents and artifacts of historical interest, obtained as donations during the 81-year life of the Foundation. The collection is not included in the financial accounts of the Foundation because its value is not determinable at a reasonable cost. The collection is being dispersed through donation to appropriate government and non-profit museum, library, and archival organizations.

The Foundation maintains the collection in a secured facility at the Washington Navy Yard in Washington, D.C. Expenses of maintaining the collection of approximately \$21,000 are included in Naval Historical Foundation program expenses on the statement of activities.

10. UNITED STATES NAVY CONTRACT

In September 2007, the Foundation entered into a 12-month fixed price contract that covers the acquisition, installation, and maintenance of exhibits in the National Museum of the United States Navy. The award amount for these services is \$3 million.

Costs for the year ended December 31, 2007, on this project that have been included as part of the Museum Support Expenses are as follows:

Salary	\$ 51,921
Supplies	 12,459
Total	\$ 64,380



Independent Auditors' Report on Supplementary Information

Board of Directors Naval Historical Foundation Washington, D.C.

Our report on our audit of the basic financial statements of Naval Historical Foundation for 2007 appears preceding page 1. That audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information in the accompanying pages 11 to 15 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Bethesda, Maryland April 23, 2008 Certified Public Accountants

Councilor, Buchanan + Mitchell, P.C.

Combining Schedule of Museum Store and Historical Services Operating Expenses For the Year Ended December 31, 2007 (With Comparative Totals for the Year Ended December 31, 2006)

	Unrestricted							
			Board	Designated		Total		Total
	O	perating	Collect	ion Support		2007		2006
Museum Store Operating Expenses								
Advertising	\$	_	\$	_	\$	_	\$	208
Bank Service Charges	*	667	*	_	Ψ	667	Ψ	3,907
Depreciation		265		_		265		1,738
Equipment		127		_		127		2,333
Miscellaneous		831		_		831		40
Postage and Shipping		1,214		_		1,214		3,470
Salaries, Benefits, and Payroll Taxes		18,162		_		18,162		55,857
Supplies		59		_		59		1,890
Telephone		978		~		978		1,627
Total Museum Store								
Operating Expenses	\$	22,303	\$		\$	22,303		71,070
Historical Services Operating Expenses								
Bank Service Charges	\$	4,797	\$	_	\$	4,797	\$	2,995
Consultant		239		_	-	239	•	_,,,,_
Depreciation		1,867		_		1,867		871
Equipment Lease		1,517		_		1,517		_
Insurance		957		_		957		1,025
Miscellaneous		11		_		11		640
Postage and Shipping		7,806		_		7,806		7,494
Salaries, Benefits, and Payroll Taxes		69,650		-		69,650		59,600
Supplies		8,714		-		8,714		3,747
Telephone		1,229		-		1,229		796
Total Historical Services								
Operating Expenses	\$	96,787	\$	<u>-</u>	\$	96,787	\$	77,168

Combining Schedule of Expenses For the Year Ended December 31, 2007 (With Comparative Totals for the Year Ended December 31, 2006)

		Un	cted					
			Во	ard Designated		Total		Total
	(Operating		llection Support				2006
N. III								
Naval Historical Foundation	Ф	2 2 4 1	Φ.		_		_	
Advertising	\$	3,241	\$	-	\$	3,241	\$	879
Awards		809		-		809		1,429
Bank Service Charges		3,756		-		3,756		2,329
Collection Support				334		334		3,743
Conferences		5,276		-		5,276		3,749
Consultants		11,949		-		11,949		5,579
Depreciation		8,390		-		8,390		19,618
Equipment		3,367		-		3,367		5,447
Insurance		5,893		-		5,893		12,937
Internet		-		-		· <u>-</u>		965
Loss on Disposal of Property and								
Equipment		7,035		_		7,035		_
Miscellaneous		3,491		~		3,491		1,992
Oral History - Dillon		, <u>-</u>		_		-,		24,301
Oral History - Other		5,359		_		5,359		17,014
Postage and Shipping		9,218		_		9,218		5,587
Printing		7,843				7,843		8,274
Publications		10,972		_		10,972		0,2/4
Salaries, Benefits, and Payroll Taxes		175,036		-		175,036		141.055
Facility Rental Expenses		49,873		-		•		141,055
Subscriptions		-		-		49,873		31,711
Supplies		2,065		-		2,065		1,467
		6,685				6,685		11,648
Telephone		4,410				4,410		5,268
Total Naval Historical Foundation	\$_	324,668	\$	334		325,002	_\$_	304,992
Museum Support								
Advertising	\$	810	\$	_	\$	810	\$	14,763
Cold War Gallery Support	•	288,358	*	_	Ψ	288,358	Ψ	87,177
Contractors		13,874		_		13,874		32,030
Depreciation		-		_		15,074		209
Educational Programs		2,146		_		2,146		9,573
Exhibits - Other		2,140		12,076		12,076		
Intern Program		_		12,070		12,070		2,269
Miscellaneous		352		-		252		1,200
Printing				_		352		572
		9,986		-		9,986		9,093
Salaries, Benefits, and Payroll Taxes		105,434		-		105,434		50,704
Subscriptions		1,275		-		1,275		2,509
Supplies		12,459		_		12,459		-
Total Museum Support	\$	434,694	\$	12,076	\$	446,770	_\$_	210,099

Combining Schedule of Expenses For the Year Ended December 31, 2007 (With Comparative Totals for the Year Ended December 31, 2006)

	Unrestricted							
				Designated		Total		Total
	(Operating		tion Support		2007		2006
Naval Historical Center Support								
Art Gallery	\$	63	\$	_	\$	63	\$	74
Contemporary History	•	621	•	_	4	621	Ψ	4,863
Curator		-		6,279		6,279		8,881
Early History		28				28		82
Front Office		420		_		420		7,288
Library		14,387		_		14,387		9,541
Miscellaneous		2,948		_		2,948),J+1 -
Naval Warfare Division		2 ,5 10		_		2,740		3,776
Operational Archives		-		2,913		2,913		10,453
Oral History		6,002		2,713		6,002		10,433
Salaries, Benefits, and Payroll Taxes		60,305		_		60,305		56 404
Senior Historian		7,183		_				56,404 2,018
Turner Document Processing		81,132		-		7,183		2,018
						81,132		
Total Naval Historical Center Suppor	·t <u>\$</u>	173,089		9,192		182,281		103,380
Office Administration and								
Management								
Advertising	\$	810	\$	_	\$	810	\$	211
Bank Service Charges		938		_		938		339
Depreciation		2,097		-		2,097		4,905
Dues and Subscriptions		_		_		´ -		305
Equipment		842		_		842		992
Insurance		1,611		-		1,611		2,128
Internet		-		_		, -		241
Investment Fees		8,502		_		8,502		10,686
Loss on Disposal of Property and		·				-,		,
Equipment		1,759		_		1,759		_
Miscellaneous		321		_		321		194
Postage and Shipping		1,651		_		1,651		1,151
Printing		2,711		_		2,711		2,069
Professional Services		38,520		_		38,520		47,056
Salaries, Benefits, and Payroll Taxes		44,884		_		44,884		37,635
Subscriptions		440		-		440		-
Supplies		1,359		_		1,359		2,124
Telephone	-	1,102				1,102		1,103
Total Office Administration								
and Management	\$	107,547	\$	<u> </u>	\$	107,547	\$	111,139
Fund-Raising								
Cold War Gallery Campaign	\$	36,001	\$	_	\$	36,001	\$	7,511
Salaries, Benefits, and Payroll Taxes		132,967				132,967		78,943
Total Fund-Raising	\$	168,968	\$	-	\$	168,968	\$	86,454
-								

Combining Schedule of Changes in Net Assets For the Year Ended December 31, 2007

		Unrestricted		_	
		Board			
		Designated			
		Collection	Total	Temporarily	
	Operating	Support	Unrestricted	Restricted	Total
Balance at Beginning of Year	\$ 1,704,704	\$ 84,995	\$ 1,789,699	\$ 16,359	\$ 1,806,058
Increase (Decrease) in					
Net Assets	(376,247)	(21,602)	(397,849)	166,792	(231,057)
Balance at End of Year	\$ 1,328,457	\$ 63,393	\$ 1,391,850	\$ 183,151	\$ 1,575,001

Schedule of Changes in Investments For the Year Ended December 31, 2007

	Cost	Unrealized Gain (Loss)	Fair Market Value
Beginning of Year	\$ 1,559,135	\$ 148,504	\$ 1,707,639
Interest and Dividends (A)	62,551	-	62,551
Realized Gains	30,614	-	30,614
Unrealized Loss	-	(7,147)	(7,147)
Investment Management Fees	(8,502)	-	(8,502)
Transfer to Operations	(723,000)		(723,000)
	\$ 920,798	\$ 141,357	\$ 1,062,155
(A) Interest and Dividends from Investm	\$ 61,107		
Add Accrued Interest at Beginning	10,766		
Less Accrued Interest at End of Yo	(9,322)		
Interest and Dividends from	\$ 62,551		