

**EXODUS CRY, INC.
AND
SUBSIDIARY**

**INDEPENDENT AUDITOR'S REPORT AND
CONSOLIDATED FINANCIAL STATEMENTS**

DECEMBER 31, 2022

EXODUS CRY, INC. AND SUBSIDIARY

DECEMBER 31, 2022

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EMERICK & COMPANY, P.C.

CERTIFIED PUBLIC ACCOUNTANTS, AUDITING & TAX PROFESSIONALS
David Emerick • James Flanagan • Rick Hann • Kristy Helt

INDEPENDENT AUDITOR'S REPORT

**Board of Directors
Exodus Cry, Inc. and Subsidiary
San Clemente, California**

Opinion

We have audited the accompanying consolidated financial statements of Exodus Cry, Inc. and Subsidiary (a nonprofit organization), which comprise the consolidated statement of financial position as of December 31, 2022, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Exodus Cry, Inc. and Subsidiary as of December 31, 2022, 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.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Exodus Cry, Inc. and Subsidiary 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 Financial Statements

Management is responsible for the preparation and fair presentation of the 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 financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Exodus Cry, Inc. and Subsidiary's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 generally accepted auditing standards 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, including omissions, 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 financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 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 Exodus Cry, Inc. and Subsidiary'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 financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Exodus Cry, Inc. and Subsidiary'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.

Emerick + Company, P.C.

Emerick & Company, P.C.
Kansas City, Missouri
September 21, 2023

EXODUS CRY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
DECEMBER 31, 2022

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 972,429
Prepaid expenses	7,478
Deposits	5,157
Inventory	14,826
Total Current Assets	<u>999,890</u>

PROPERTY AND EQUIPMENT, at cost

Equipment and furniture	641,647
Leasehold improvements	1,911
Vehicles	162,425
Accumulated depreciation	(370,397)
Net Property and Equipment	<u>435,586</u>

OTHER ASSETS

Intangible asset-documentary films	2,233,626
Accumulated amortization	<u>(2,233,626)</u>
	-
Work in progress-documentary films	<u>2,109,329</u>
Total Other Assets	<u>2,109,329</u>

TOTAL ASSETS

\$ 3,544,805

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts payable	\$ 40,370
Accrued expenses	45,185
Current portion of loans payable	31,004
Total Current Liabilities	<u>116,559</u>

NONCURRENT LIABILITIES

Loans payable, net of current portion	51,696
Total Noncurrent Liabilities	<u>51,696</u>

TOTAL LIABILITIES

168,255

NET ASSETS

Without donor restrictions	3,376,550
Total Net Assets	<u>3,376,550</u>

TOTAL LIABILITIES AND NET ASSETS

\$ 3,544,805

See Notes to Consolidated Financial Statements

EXODUS CRY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED DECEMBER 31, 2022

	Net Assets without Donor Restrictions	Net Assets with Donor Restrictions	Total
SUPPORT AND REVENUE			
Contributions	\$ 2,914,054	\$ 32,446	\$ 2,946,500
Sales, net	2,102	-	2,102
Licenses	1,322	-	1,322
Royalties	1,681	-	1,681
Rental income	15,100	-	15,100
Interest	1,354	-	1,354
Gain on forgiveness of Paycheck Protection Program debt	548	-	548
Net assets released from restrictions	32,446	(32,446)	-
Total Support and Revenue	<u>2,968,607</u>	<u>-</u>	<u>2,968,607</u>
EXPENSES			
Program services	2,236,030	-	2,236,030
Supporting services			
Management and general	146,151	-	146,151
Fundraising	191,766	-	191,766
Total Expenses	<u>2,573,947</u>	<u>-</u>	<u>2,573,947</u>
CHANGE IN NET ASSETS	<u>394,660</u>	<u>-</u>	<u>394,660</u>
NET ASSETS, Beginning of year	<u>2,981,890</u>	<u>-</u>	<u>2,981,890</u>
NET ASSETS, End of year	<u>\$ 3,376,550</u>	<u>\$ -</u>	<u>\$ 3,376,550</u>

See Notes to Consolidated Financial Statements

EXODUS CRY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2022

	Program Services					Supporting Services			Total Expenses
	Messaging	Abolition	Intervention	Film	Total	Management and General	Fundraising	Total	
Contributions	\$ -	\$ 12,800	\$ 139,145	\$ 2,250	\$ 154,195	\$ -	\$ -	\$ -	\$ 154,195
Transaction fees	250	-	250	479	979	481	76,081	76,562	77,541
Contract fees	41,986	1,321	1,124	8,951	53,382	23,673	12,424	36,097	89,479
Non-capitalized equipment	20,992	-	399	3,882	25,273	2,979	4,992	7,971	33,244
Equipment rental and maintenance	-	57	1,858	4,507	6,422	90	2,795	2,885	9,307
Occupancy	56,054	-	4,977	14,032	75,063	9,098	26,263	35,361	110,424
Insurance	20,230	-	4,169	15,560	39,959	35,819	8,216	44,035	83,994
Professional fees and contract labor	111,913	611	85,212	42,466	240,202	11,496	3,995	15,491	255,693
Travel	1,467	39	32,657	27,665	61,828	1,290	11,264	12,554	74,382
Office	10,371	166	4,453	15,118	30,108	7,527	9,194	16,721	46,829
Advertising and marketing	1,840	21,562	-	5,811	29,213	-	5,362	5,362	34,575
Personnel expenses	455,261	87,412	173,075	237,804	953,552	51,108	31,180	82,288	1,035,840
Interest expense	-	-	-	8,201	8,201	-	-	-	8,201
Miscellaneous taxes and fees	-	-	-	1,249	1,249	2,590	-	2,590	3,839
Depreciation and amortization	-	-	-	556,404	556,404	-	-	-	556,404
	<u>\$ 720,364</u>	<u>\$ 123,968</u>	<u>\$ 447,319</u>	<u>\$ 944,379</u>	<u>\$ 2,236,030</u>	<u>\$ 146,151</u>	<u>\$ 191,766</u>	<u>\$ 337,917</u>	<u>\$ 2,573,947</u>

See Notes to Consolidated Financial Statements

**EXODUS CRY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022**

CASH FLOWS FROM OPERATING ACTIVITIES

Change in net assets	\$ 394,660
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Depreciation and amortization	556,404
Changes in:	
Accounts receivable	25,334
Prepaid expenses	6,861
Deposits	(1,744)
Inventory	(1,801)
Accounts payable	(10,227)
Accrued expenses	7,711
Net cash provided by operating activities	<u>977,198</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Net purchases and disposals of property and equipment	(169,453)
Costs capitalized for documentary films production	<u>(572,342)</u>
Net cash used by investing activities	<u>(741,795)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Payments on loans payable	<u>(21,236)</u>
Net cash used by financing activities	<u>(21,236)</u>

INCREASE IN CASH AND CASH EQUIVALENTS 214,167

CASH AND CASH EQUIVALENTS, Beginning of year 758,262

CASH AND CASH EQUIVALENTS, End of year \$ 972,429

See Notes to Consolidated Financial Statements

**EXODUS CRY INC, AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Exodus Cry, Inc. (the Organization) is committed to abolishing sex trafficking and breaking the cycle of commercial sexual exploitation, while assisting and empowering its victims.

Principles of Consolidation

The consolidated financial statements include the accounts of the Organization and its wholly owned subsidiary, Magic Lantern Pictures, LLC (MLP). All significant intercompany accounts and transactions have been eliminated upon consolidation. The subsidiary is a single member limited liability company (SMLLC), with the Organization being the sole member. Per Internal Revenue Service (IRS) Announcement 99-102, a SMLLC is disregarded as an entity separate from its owner and takes on the tax-exempt status of its owner. For tax purposes, MLP is treated as a division of the Organization. Furthermore, MLP engages in no activity unrelated to the Organization's tax-exempt purposes.

Basis of Presentation

The consolidated financial statements of the Organization have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles (GAAP). Revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Organization are classified and reported as follows:

Net assets without donor restrictions – Net assets that are not subject to any donor-imposed restrictions.

Net assets with donor restrictions – Net assets subject to donor-imposed restrictions. 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.

Donor restricted contributions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets are classified from net assets with donor restrictions to net assets without donor restrictions in the consolidated statement of activities.

Adoption of Accounting Pronouncement

During the year ended December 31, 2022, the Organization adopted Accounting Standards Update (ASU) No. 2016-02, *Leases*, which requires lessees to recognize leases on the statement of financial position and disclose key information about leasing arrangements. The adoption did not result in recognition of amounts on the statement of financial position, or a significant effect on amounts reported in the statement of activities for the year ended December 31, 2022.

Revenue and Revenue Recognition

The Organization recognizes contributions when cash, securities or other assets; an unconditional promise to give; or a notification of a beneficial interest is received. Conditional promises to give - that is, those with a measurable performance or other barrier and a right of return - are not recognized until the conditions on which they depend have been met.

The Organization records special events revenue equal to the fair value of direct benefits to donors, and contribution income for the excess received when the event takes place.

The Organization recognizes revenue derived from sales as the goods are delivered to the buyer.

EXODUS CRY INC, AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and Revenue Recognition (Continued)

The Organization recognizes revenue from licenses for films based on consideration specified in a contract with a customer and recognizes revenue when it satisfies the performance obligations by transferring control of the film to a customer.

Cash and Cash Equivalents

For purposes of the consolidated statement of cash flows, the Organization considers all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents.

Accounts Receivable

The Organization considers all accounts receivable shown in these consolidated financial statements to be collectible; therefore, no allowance for doubtful accounts has been provided.

Inventory

DVDs, CDs, clothing and other merchandise are valued at the lower of cost or net realizable value.

Intangible Asset – Documentary Films

The intangible asset-documentary films is carried at cost. Amortization is computed based on a ratio of revenue earned in the year to total ultimate (expected) revenue to be earned. When the asset is retired or otherwise disposed of, the cost and related accumulated amortization are removed from the accounts, and any resulting gain or loss is recognized.

Property and Equipment

The Organization capitalizes equipment over \$1,000 at cost. Lesser amounts are expensed. Property and equipment is being depreciated over estimated useful lives of three to five years using the straight-line method.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Functional Allocation of Expenses

The costs of providing program and other activities have been summarized on a functional basis in the consolidated statement of activities. Costs that can be directly attributed to a specific program or supporting service are charged to that program or supporting function. Expenses that relate to more than one program or supporting service are allocated among programs and supporting services benefited, including personnel, occupancy, insurance, travel, office, transaction fees, professional fees and contract labor, and equipment costs. Such allocations are determined by management using an overhead cost allocation matrix which allocates costs based on estimates of time and efforts.

Subsequent Events

Management has evaluated subsequent events through September 21, 2023, the date on which the consolidated financial statements were available to be issued. See Note 11.

EXODUS CRY INC, AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2: INCOME TAXES

The Organization has received an exemption from the IRS from federal income taxes under Section 501(a), as an entity described in Section 501(c)(3) of the Internal Revenue Code (IRC). The Organization's tax returns are subject to possible examination by tax authorities. The tax returns remain open for examination for a period of three years after the filing deadlines.

NOTE 3: OPERATING LEASES

The Organization determines if an arrangement is or contains a lease at inception. Leases are included in right of use (ROU) assets and lease liabilities in the statement of financial position. ROU assets and lease liabilities reflect the present value of the future minimum lease payments over the lease term, and ROU assets also include prepaid or accrued rent. Operating lease expense is recognized on a straight-line basis over the lease term. The Organization does not report ROU assets and lease liabilities for its short-term leases (leases with a term of 12 months or less). Instead, the lease payments of those leases are reported as lease expense on a straight-line basis over the lease term.

During the year ended December 31, 2022, the Organization leased storage space on a month to month basis in several locations. The rent averaged \$337 per month.

Rent expense related to the short-term leases and storage space for the year ended December 31, 2022 was \$48,594.

NOTE 4: LOANS PAYABLE

During the year ended December 31, 2020, the Organization received financing in the form of a loan payable due to a financial institution. The note bears interest at a fixed rate of 7.85% with monthly payments of \$3,070 including principal and interest with a maturity of October 2025. The note is secured by property. The outstanding balance at December 31, 2022 is \$82,700.

Future maturities are:

2023	\$ 31,004
2024	33,527
2025	<u>18,169</u>
	<u>\$ 82,700</u>

NOTE 5: NET ASSETS WITH DONOR RESTRICTIONS

For the year ended December 31, 2022, net assets were released from donor restrictions by satisfying the restricted purposes as follows:

	<u>2022</u>
Abolition	\$ 1,280
Intervention	17,966
Media/film	<u>13,200</u>
	<u>\$ 32,446</u>

**EXODUS CRY INC, AND SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 6: CONCENTRATION OF CREDIT RISK

At various times during the year, the Organization's cash deposits may exceed federally insured limits. The Organization has not experienced any losses due to these credit risks.

NOTE 7: AVAILABILITY AND LIQUIDITY

The Organization strives to maintain liquid financial assets sufficient to cover operating expenditures. The Organization has \$972,429 of financial assets available within one year of the statement of financial position to meet cash needs for general operating expenditures consisting of cash and cash equivalents.

NOTE 8: RETIREMENT PLAN

The Organization sponsors a defined contribution plan under IRC Section 403(b). The plan covers all full-time employees who meet the eligibility requirements. The Organization's contribution to the plan was \$64,685 for the year ended December 31, 2022.

NOTE 9: UNCERTAINTIES

Threatened Claim

In 2021, the Organization received a Cease and Desist Letter in which a former board member demanded that the Organization cease and desist from developing, producing, exhibiting, or otherwise exploiting a production using the former board member's story in any fictionalized account, re-enactment, or has the former board member's story as a substantial story-line.

In February 2022, the Organization hired an attorney to provide legal services regarding the matter. In May 2022, the attorney provided the former board member's attorney with a response to the Cease and Desist Letter. There has been no further communication with the former board member or their attorney.

The amount of liability, if any, cannot be reasonably estimated. The Organization is of the opinion the disposition or ultimate resolution of such claims will not have a material adverse impact on the Organization's financial position.

NOTE 10: RELATED PARTY TRANSACTION

The President of the Organization leases office space utilized by the Organization. The Organization makes the lease payments directly to the lessor. The monthly rent is \$4,525 for the period December 15, 2021 through April 14, 2023. Subsequent to year end, the lease was extended through April 23, 2024 with an increased monthly rent of \$6,216. The President/CEO utilizes approximately 51% of the space and reimbursed the Organization \$22,000 for rent expense during the year ended December 31, 2022. The Organization recorded \$28,864 of rent expense for the year ended December 31, 2022 which is net of the reimbursement made by the President.

NOTE 11: SUBSEQUENT EVENT

In March 2023, the Organization received a \$1 million donation from an anonymous donor.

Subsequent events were evaluated through September 21, 2023, which is the date the financial statements were available to be issued.