THE HONOR FOUNDATION

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
The Honor Foundation

We have audited the accompanying consolidated financial statements of The Honor Foundation, a nonprofit organization, which comprise the consolidated statements of financial position as of December 31, 2020 and 2019, and the related consolidated statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of The Honor Foundation, a nonprofit organization, as of December 31, 2020 and 2019, 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.

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April 22, 2021

THE HONOR FOUNDATION CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2020 AND 2019

	2020	2019
ASSETS		
CURRENT ASSETS Cash Contributions receivable Prepaid expenses Other receivables (note 9)	\$ 2,084,597 10,000 29,070 85,075	\$ 1,329,306 8,200 34,166
	2,208,742	1,371,672
PROPERTY AND EQUIPMENT (note 3)	168,471	357,210
TOTAL ASSETS	2,377,213	1,728,882
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES Accounts payable Accrued liabilities	24,789 89,350 114,139	32,502 67,316 99,818
NET ASSETS (note 4)		
Without donor restrictions With donor restrictions	2,028,074 235,000	1,628,961 103
	2,263,074	1,629,064
TOTAL LIABILITIES AND NET ASSETS	\$ 2,377,213	\$ 1,728,882

THE HONOR FOUNDATION CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2020

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
SUPPORT AND REVENUE			
Grants	\$ 300,000	\$ 1,200,000	\$ 1,500,000
Contributions	1,082,651	24,500	1,107,151
Donated services and facilities (note 5)	333,699	-	333,699
Tuition	55,000	-	55,000
Other income (note 9)	386,068		386,068
	2,157,418	1,224,500	3,381,918
NET ASSETS RELEASED FROM RESTRICTIONS			
Restrictions satisfied by payments	989,603	(989,603)	
TOTAL REVENUE AND SUPPORT	3,147,021	234,897	3,381,918
EXPENSES			
Program	2,160,651	-	2,160,651
Management and general	189,989	-	189,989
Development	397,268		397,268
TOTAL EXPENSES	2,747,908		2,747,908
CHANGE IN NET ASSETS	399,113	234,897	634,010
NET ASSETS, BEGINNING OF YEAR	1,628,961	103	1,629,064
NET ASSETS, END OF YEAR	\$ 2,028,074	\$ 235,000	\$ 2,263,074

THE HONOR FOUNDATION CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEAR ENDED DECEMBER 31, 2019

	WITHOUT DONOR RESTRICTIONS	WITH DONOR RESTRICTIONS	TOTAL
REVENUE AND SUPPORT			
Grants	\$ 56,500	\$ 1,078,060	\$ 1,134,560
Contributions	1,096,444	19,500	1,115,944
Donated services and facilities (note 5)	362,710	-	362,710
Other income	3,920		3,920
	1,519,574	1,097,560	2,617,134
NET ASSETS RELEASED FROM RESTRICTIONS			
Restrictions satisfied by payments	1,261,117	(1,261,117)	
TOTAL REVENUE AND SUPPORT	2,780,691	(163,557)	2,617,134
EXPENSES			
Program	2,292,211	-	2,292,211
Management and general	381,086	-	381,086
Development	416,092		416,092
TOTAL EXPENSES	3,089,389		3,089,389
CHANGE IN NET ASSETS	(308,698)	(163,557)	(472,255)
NET ASSETS, BEGINNING OF YEAR	1,937,659	163,660	2,101,319
NET ASSETS, END OF YEAR	\$ 1,628,961	\$ 103	\$ 1,629,064

THE HONOR FOUNDATION CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2020

	F	PROGRAM	NAGEMENT D GENERAL	DEV	'ELOPMENT	TOTAL
EXPENSES						
Personnel	\$	1,151,324	\$ 163,796	\$	300,432	\$ 1,615,552
Facilities and equipment		346,308	9,876		12,898	369,082
Event specific		328,950	-		28,035	356,985
Professional fees		55,676	14,305		9,473	79,454
Marketing		37,827	-		17,585	55,412
Meetings and travel		38,597	-		2,086	40,683
Administrative		7,627	931		14,072	22,630
Bank and merchant fees		10	304		12,274	12,588
Insurance		9,271	 		-	 9,271
		1,975,590	189,212		396,855	2,561,657
Depreciation		185,061	777		413	186,251
TOTAL EXPENSES	\$	2,160,651	\$ 189,989	\$	397,268	\$ 2,747,908

THE HONOR FOUNDATION CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2019

	PROGRAM		NAGEMENT D GENERAL			MENT TOTAL	
EXPENSES							
Personnel	\$	980,056	\$ 290,321	\$	331,947	\$	1,602,324
Event specific		487,439	1,614		18,573		507,626
Facilities and equipment		353,452	18,177		18,177		389,806
Meetings and travel		129,681	5,385		24,569		159,635
Professional fees		89,225	53,260		5,441		147,926
Marketing		33,485	190		4,342		38,017
Administrative		6,631	1,913		3,539		12,083
Insurance		-	9,220		-		9,220
Bank and merchant fees			 513		7,895		8,408
		2,079,969	380,593		414,483		2,875,045
Depreciation		212,242	493		1,609		214,344
TOTAL EXPENSES	\$	2,292,211	\$ 381,086	\$	416,092	\$	3,089,389

THE HONOR FOUNDATION CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	 2020	 2019
CASH FLOWS PROVIDED/(USED) BY OPERATING ACTIVITIES Change in net assets	\$ 634,010	\$ (472,255)
ADJUSTMENTS TO RECONCILE CHANGE IN NET ASSETS		
TO NET CASH PROVIDED/(USED) BY OPERATING ACTIVITIES:		
Depreciation expense	186,251	214,344
Loss on disposal of property and equipment	7,957	-
Change in operating assets and liabilities:		
Contributions receivable	(1,800)	43,300
Prepaid expenses	5,096	(4,182)
Other receivables	(85,075)	930
Accounts payable	(7,713)	(44,335)
Accrued liabilities	22,034	24,796
NET CASH PROVIDED/(USED) BY OPERATING ACTIVITIES	760,760	(237,402)
CASH FLOWS USED BY INVESTING ACTIVITIES		
Purchase of property and equipment	 (5,469)	 (2,499)
NET INCREASE/(DECREASE) IN CASH	755,291	(239,901)
CASH, BEGINNING OF YEAR	 1,329,306	 1,569,207
CASH, END OF YEAR	\$ 2,084,597	\$ 1,329,306

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NOTE 1 THE ORGANIZATION

The Honor Foundation (the "Organization") is a California non-profit organization that was incorporated in 2013. Headquartered in San Diego, California, with an additional campus in Virginia Beach, Virginia, the Organization's mission to educate and provide Navy SEALs and U.S. Special Operations the tools to transition from active duty to the private sector. The Organization's support comes primarily from contributions including donated services and facilities.

The Honor for Life Foundation (the "HFLF") is a California non-profit organization that was incorporated in 2018. Headquartered in San Diego, California, the HFLF's mission is to support the Organization. The HFLF is managed by a board of directors appointed by the Organization's board of directors and has no members. The HFLF's support comes primarily from contributions.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting – The accompanying consolidated financial statements are prepared using the accrual method in conformity with United States generally accepted accounting principles (GAAP).

Basis of consolidation – The Organization formed Honor for Life Foundation, LLC, a single-member LLC, to operate a future endowment for the Organization. The consolidated financial statements include the accounts of the Organization and HFLF. All significant interorganization balances and transactions have been eliminated.

Estimates – The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

Basis of presentation – Under accounting standards on financial statements of not-for-profit organizations, the Organization is required to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restrictions and net assets with donor restrictions.

Net assets without donor restrictions – Net assets without restriction amounts consist of assets which are fully available, at the discretion of management and the Board of Directors, for the Organization to utilize for its programs and supporting services.

Net assets with donor restriction — Net assets with donor restrictions consist of contributed funds subject to donor-imposed restrictions contingent upon specific performance of a future event or a specific passage of time before the Organization may spend the funds. At December 31, 2020 and 2019 there were \$235,000 and \$103, respectively, of net assets with donor restrictions.

Cash – The Organization considers financial instruments with a fixed maturity date of less than three months from the statement of financial position date to be cash equivalents.

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The Organization maintained its cash in one commercial bank as of December 31, 2020 and 2019. Cash deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At December 31, 2020 and 2019, the Organization had balances in its bank of approximately \$1,795,330 and \$997,260, respectively, that was in excess of the FDIC limit.

Contributions receivable — Contributions receivable consist of donor promises to give. It is the Organization's policy to charge off uncollectible contributions receivable when management determines the receivable will not be collected. Contributions receivable that are expected to be received in excess of one year are reported at present value and a discount is recorded. All contributions receivable are considered collectible as of December 31, 2020 and 2019.

Prepaid expenses – Prepaid expenses are stated at cost less applicable amortization and includes expenses prepaid for events that will occur in the next fiscal year and for insurance premiums, which are expensed over their useful lives using the straight-line method.

Property and equipment – Property and equipment are recorded at cost if purchased, or at fair value at date of gift if donated, less depreciation. Depreciation is computed using the straight-line method over the assets' estimated useful lives of three to thirty-nine years. Maintenance and repairs are charged to expense as incurred. Major renewals and betterments are capitalized. It is the Organization's policy to capitalize all property and equipment costs in excess of \$2,000. When items of property and equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts, and any gain or loss is recognized in the current period financial statements.

Fair value measurement – The Organization follows accounting standards consistent with the Financial Accounting Standards Board ("FASB") Codification which defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements for all financial assets and liabilities.

Revenue recognition – Contributions received are recorded as without donor restrictions or with donor restrictions support depending on the existence and/or nature of any donor restrictions. All donor-restricted support is reported as an increase in with donor restricted net assets. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), with donor restricted net assets are reclassified to without donor restricted net assets and reported in the consolidated statements of activities and changes in net assets as net assets released from restrictions.

Contributions received and contributions made – The Organization follows accounting standards consistent with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 958 ("ASC 958") Not-for-Profit Entities, Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made. This ASC's core principle includes clarification regarding the accounting for contracts and agreements as exchange transactions or contributions and provides improved guidance to better distinguish between conditional and unconditional contributions.

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Functional allocation of expenses – The Organization allocates its expenses on a functional basis among its various programs and support services. Expenditures which can be identified with specific program or support service are allocated directly, according to their natural expenditure. Costs that are common to several functions are allocated among the program and supporting services on the basis of time records, space utilized, and estimates made by the Organization's management. The costs include:

- Depreciation which is allocated based on an estimated percentage determined by the Organization's management.
- Personnel expenses which are allocated based on time spent.
- Professional services which are allocated based on the number of fellows participating in each cohort.
- Rent, utilities, and janitorial services which are allocated based on square footage and class days.

Donor-imposed restrictions — All contributions are considered to be unrestricted unless specifically restricted by the donor. Amounts received designated for future periods or restricted by the donor for specific purposes are reported as with donor restrictions, increasing that net asset class. If a restriction is fulfilled in the same period in which the contribution is received, the support is reported as with donor restrictions and then released from restriction in the same period.

Donated services and facilities – The Organization follows standards relating to contributions received and contributions made as consistent with FASB codification. These standards require recording the value of donated services and facilities that create or enhance non-financial assets or require specialized skills. The fair value donated services and facilities has been measured on a nonrecurring basis using quoted prices for similar financial statement elements in inactive market (level 2 inputs).

Marketing – Marketing expenses are charged to expense as incurred.

Income taxes — As a nonprofit organization, the Organization has obtained exempt status. Under Internal Revenue Section 501(c)(3) and Section 23701(d) of the California Franchise Tax Code, the Organization is not subject to income taxes for operations related to its exempt purpose.

Management has considered its tax positions taken in its exempt Organization tax returns are more than likely than not to be sustained upon examination. As of December 31, 2020 and 2019, the Organization believes it does not have any taxable unrelated business income, and accordingly, has not accrued interest or penalties related to uncertain tax positions. The Organization files tax returns in the U.S. Federal jurisdiction and the State of California.

Not-for-profit accounting update – The Organization follows accounting standards that were issued in August 2016. FASB issued Accounting Standards Update (ASU) 2016-14, Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for Profit Entities. The update addresses the complexity and understandability of new asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return.

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Revenue recognition — The Organization follows Financial Accounting Standard Board ("FASB") Accounting Standards Codification ("ASC") Topic 606 ("ASC 606") Revenue from Contracts with Customers, which provides guidance for revenue recognition. This ASC's core principle requires an organization to recognize revenue when it transfers promised goods or services to customers in an amount that reflects consideration to which the organization expects to be entitled in exchange for those goods or services. The standard also clarifies the principal versus agent considerations. Providing the evaluation must focus on whether the entity has control of the goods or services before they are transferred to the customer.

NOTE 3 PROPERTY AND EQUIPMENT

Major categories of property and equipment are summarized as follows:

	 2020	2019	
Software	\$ 583,495	\$	583,495
Website	72,010		72,010
Furniture and fixtures	41,794		41,794
Equipment	 35,278		29,808
	732,577		727,107
Accumulated depreciation	(564,106)		(377,854)
	168,471		349,253
Work in progress			7,957
	\$ 168,471	\$	357,210

Depreciation expense was \$186,251 and \$214,344 for the years ended December 31, 2020 and 2019, respectively.

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NOTE 4 NET ASSETS

Net assets were available for the following purposes as of December 31:

	2020	2019
Without donor restrictions:		
Unrestricted and undesignated	\$ 1,579,501	\$ 1,206,506
Board designated - operations and general reserves	448,573	422,455
	2,028,074	1,628,961
With donor restrictions:		
Subject to expenditure for specific purpose:		
Program support	235,000	103
Total net assets	\$ 2,263,074	\$ 1,629,064

Net assets released from donor restrictions by incurring expenses satisfying the restricted purpose of by occurrence of the passage of time or other events specified by donors during the years ended December 31 are as follows:

	 2020		2019	
Purpose restrictions accomplished				
Program - general	\$ 90,000	\$	345,560	
Program - Honor Institute	24,603		144,960	
Program - alumni	 10,000		70,597	
	124,603		561,117	
Expiration of time restrictions				
Navy SEAL Foundation grant	700,000		700,000	
Marine Raider Foundation grant	 165,000		-	
	 865,000		700,000	
	\$ 989,603	\$	1,261,117	

NOTE 5 DONATED SERVICES AND FACILITIES

The following summarizes donated services and facilities as of December 31:

	2020	 2019
Space usage	\$ 248,065	\$ 287,856
Training faculty services	85,634	 74,854
	\$ 333,699	\$ 362,710

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NOTE 6 COMMITMENTS

On July 20, 2017, the Organization entered into a lease agreement with a third party. The sixty month lease commenced on February 12, 2018. Monthly rent expense includes base rent and general operating costs. The base rent portion of monthly rent expense begins in year three and cannot exceed \$2,500, \$2,575, and \$2,652 per month for the years three, four, and five, respectively. General operating costs are paid monthly by the Organization for the entirety of the lease.

Minimum future lease payments, including general operating costs, for the years ended December 31 are as follows:

2021	\$ 105,852
2022	106,779
2023	5,932
	\$ 218,563

NOTE 7 RETIREMENT PLAN

In March 2018, the Organization created a 401(k) plan for its employees. The Organization provides for discretionary matching contributions. The total matching contribution for the years ended December 31, 2020 and 2019 was \$0. All contributions to the plan are 100% vested.

NOTE 8 LIQUIDITY AND AVAILABILITY

The Organization is substantially supported by restricted contributions. Because a donor's restriction requires resources to be used in a particular manner or in a future period, the Organization must maintain sufficient resources to meet those responsibilities to its donors. Thus, financial assets may not be available for general expenditure within one year. As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. Although the Organization does not intend to spend from its board designated endowment fund other than the amounts appropriated for general expenditures as part of its annual budget and approval process, amounts from the fund could be made available in the event of an unanticipated liquidity need.

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\$ 1,496,099

The following reflects the Organization's financial assets as of December 31, 2020, reduced by the amounts not available for general use because of board designated and donor-imposed restrictions within one year of the statement of financial position date:

Financial assets, at year-end:	
Cash	\$ 2,084,597
Contributions receivable	10,000
Other receivables	85,075
	2,179,672
Less those unavailable for general expenditures within one year due to	
contractual or donor imposed restrictions:	
Board designated reserves	(448,573)
Donor-restricted to specified programs	(235,000)
	(683,573)
Financial assets available to meet cash needs for general expenditures	

NOTE 9 GOVERNMENT GRANTS

within one year

In response to COVID-19 pandemic, the Paycheck Protection Program (PPP) was established under the Coronavirus Aid, Relief, and Economic Security (CARES) Act and administered by the Small Business Administration (SBA). Organizations who met the eligibility requirements set forth by the PPP could qualify for PPP loans. If the loan proceeds are fully utilized to pay qualified expenses, the principal amount of the PPP loan, along with any accrued interest, may qualify for loan forgiveness, subject to potential reduction based on the level of full-time employees maintained by the Organization.

In April 2020 the Organization received a loan totaling \$264,400 under the PPP. The loan bears interest at 1.0%, with principal and interest payments deferred for the first six months of the loan. After that, the loan and interest would be paid back over a period of 18 months, if the loans are not forgiven under the terms of the PPP.

The Organization received forgiveness for the full portion of the loan on December 1, 2020. As such, the Organization has accounted for the loan as a government grant. While GAAP does not contain guidance on the accounting for government grants, the Organization is following guidance of International Accounting Standards, or IAS, 20, Accounting for Government Grants and Disclosure of Government Assistance. Under the provisions of IAS 20, the Organization has recognized PPP grant income for the full amount of the PPP loan, \$264,400, and the forgiveness of the loan is included in other income on the consolidated statement of activities for the year ended December 31, 2020.

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The CARES Act also provided an employee retention credit ("Employee Retention Credit"), which is a refundable tax credit against certain employment taxes of up to \$5,000 per employee for eligible employers. The tax credit is equal to 50% of qualified wages paid to the employees during a quarter, capped at \$10,000 of qualified wages per employee throughout the year. The Organization qualified for the tax credit in the first, second and fourth quarters of 2020 and accrued a benefit of \$85,000 related to the Employee Retention Credit in other income on the Organization's consolidated statement of activities and in other receivables on the consolidated statements of financial position.

NOTE 10 SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through April 22, 2021, the date the consolidated financial statements were ready to be issued. There were not material subsequent events which affected the amounts or disclosures in the consolidated financial statements, except as noted below.

While the Organization has not experienced decreased revenue due to the COVID-19 pandemic, it continues to monitor the effects on the not-for-profit industry and, as needed, adjusts its operations based on the health orders issued by governmental authorities. The future financial impact of the pandemic cannot be reasonably estimated at this time.