ROCK THE VOTE

Financial Statements and Independent Auditor's Report

December 31, 2012

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INDEPENDENT AUDITOR'S REPORT

Board of Directors Rock the Vote

We have audited the accompanying statement of financial position of Rock the Vote, a non-profit organization, as of December 31, 2012, and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of the Organization's management. 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 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 Rock the Vote as of December 31, 2012 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.

Washington, DC May 3, 2013

STATEMENT OF FINANCIAL POSITION

Rock the Vote December 31, 2012

ASSETS

Cash	\$ 242,771
Contributions and grants receivable	250,533
Prepaid expenses	18,432
Property and equipment (Note C)	4,473
Deposits	9,057
Intangible property (Note D)	 166,782
Total assets	\$ 692,048
LIABILITIES	
Accounts payable and accrued expenses	\$ 34,645
Deferred rent	15,651
Due to related organization (Note F)	 151,880
Total liabilities	 202,176
COMMITMENTS (Note G)	
NET ASSETS	
Unrestricted	390,689
Temporarily restricted (Note E)	 99,183
Total net assets	 489,872
Total liabilities and net assets	 692,048

STATEMENT OF ACTIVITIES

Rock the Vote

For the Year Ended December 31, 2012

	U	nrestricted	emporarily Restricted		Total
Support and revenue					
Contributions and grants	\$	1,773,489	\$ 1,247,803	\$	3,021,292
Royalties		62,207	-		62,207
Net assets released from					
program restrictions		1,365,213	 (1,365,213)	-	-
Total support and revenue		3,200,909	 (117,410)		3,083,499
Expenses					
Program services		2,778,068	-		2,778,068
General and administrative		147,238	-		147,238
Fund raising		133,417	 		133,417
Total expenses		3,058,723	 -		3,058,723
Changes in net assets		142,186	(117,410)		24,776
Net assets - Beginning of year		248,503	216,593		465,096
Net assets - End of year	\$	390,689	\$ 99,183	\$	489,872

STATEMENT OF FUNCTIONAL EXPENSES Rock the Vote For the Year Ended December 31, 2012

		Program	Program Services		Supporting	Supporting Services	Total
	High School	Flections	Voting	Total	General and	Fund	Supporting Services
	STATE	SIGNOIS I	CHI BING	1 Ograms	O Commission of the Commission	Sincipal	2011
Staff and benefits							
Salaries and staff compensation	\$ 31,106	\$ 336,815	\$ 15,319	\$ 383,240	\$ 49,096	\$ 48,168	\$ 480,504
Payroll taxes	2,685	26,161	1,221	30,067	3,644	4,694	38,405
Employee benefits	35 487	385 083	1,014	438 124	58 728	55 930	552 782
Professional Fees	,	60,600			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Accounting	•			•	83.598	1.667	85.265
Legal	72	2.781	350	3.203	248	7,740	11,191
Consultants	3.208	881,482	107.839	992,529	148,477		1,141,006
Other					2,853	•	2,853
	3,280	884,263	108,189	995,732	235,176	9,407	1,240,315
Travel and meetings	•				i i		100
I ravel, lodging and rees	2,203	64,139	5,047	71,389	5,786	12,922	90,097
Simplies equipment and maintenance	2,203	04,139	2,047	11,389	3,780	776,71	160,09
Simplies	6 064	2,637	45	11 746	1118	•	12 864
Dies and subscriptions	180	60.0	?	190	654		844
Committee and construction	190	0.770		108 11	434	•	235
Depression and amortization	6,52	9,7,6	• '	10,901	454		92 708
Periodical and amortization		105 064		000001	24,176		116.351
Equipment rental and other Renairs and maintenance	7,000	103,034	2,108	109,828	0,437	00 .	1.228
	11 443	121 107	2153	134 703	101 441	98	736 320
Occupancy	6++,11	121,137	2,133	134,193	101,41	00	220,220
Rent and occupancy costs	30	4 879	41	4 900	94 333	25	99 258
ven and occupancy costs	30	4.829	14	4,900	94,333	25	99,258
Communications and marketing							
Printing and reproduction	136,135	47,694		183,829	4,571	134	188,534
Advertising	430	473,777		474,207	. •		474,207
Other	8,343	34,820	110	43,273	2,140	257	45,670
	144,908	556,291	110	701,309	6,711	391	708,411
Other operating expenses							
Allocated program expenses	32,455	351,432	15,984	399,871	(450,129)	50,258	
Insurance					12,309		12,309
Registration fees		276		276	265	3,230	3,771
Write off of promise-to-give					75,000		75,000
Other operating expenses		2,517		2,517	7,618	1,168	11,303
	32,455	354,225	15,984	402,664	(354,937)	54,656	102,383
In-kind expenses							
Catalist/Voter files		15,000		15,000			15,000
Merchandise	13,997			13,997			13,997
Printing	14,157	15,000		29,157			29,157
Total expenses	\$ 243.963	\$ 2.385.027	\$ 149.078	\$ 2.778,068	\$ 147,238	\$ 133,417	\$ 3,058,723
		1		1			

The accompanying notes are an integral part of these financial statements

STATEMENT OF CASH FLOWS

Rock the Vote For the Year Ended December 31, 2012

Cash flows from operating activities	
Change in net assets	\$ 24,776
Adjustments to reconcile change in net cash	
used by operating activities:	
Depreciation and amortization	92,798
Increase in contributions and grants receivable	(106,212)
Increase in prepaid expenses	(4,994)
Decrease in accounts payable and accrued expenses	(2,954)
Increase in deferred expenses	3,472
Net cash provided by operating activities	6,886
Cash flows from investing activities	
Fixed asset acquisitions net of dispositions	 (4,932)
Net cash used in investing activities	 (4,932)
·Cash flows from financing activities	
Loan to related organization	 (3,422)
Net cash used in financing activities	 (3,422)
Net decrease in cash	(1,468)
Cash balance - Beginning of the year	 244,239
Cash balance - End of the year	\$ 242,771

Rock the Vote December 31, 2012

NOTE A - ORGANIZATION

Rock the Vote, a non-profit corporation, was organized in Washington, DC on December 27, 2005. They were formerly known as the Music for America Education Fund. The corporate offices are located in Washington, DC. The first activity began on or about April 1, 2007. Rock the Vote engages youth in the political process by incorporating the entertainment community, popular culture and new technologies with the goal of encouraging youth and others to vote and take action on issues that affect their lives. Additionally, Rock the Vote conducts voter registration, civic education and GOTV efforts focusing on 18 to 29 year olds who are the most under-represented in our democracy and empowers young people to be active citizens through political participation.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the Organization's significant accounting policies consistently applied in the preparation of the accompanying financial statements.

1. Basis of accounting

The Organization presents its financial statements on the accrual basis of accounting. Under this method, revenues are recognized when they are due or pledged rather than when they are received. Expenses are recognized when they are incurred rather than when they are paid.

2. Audit Procedures

This audit was performed in accordance with guidelines included in "Audits of Certain Non-Profit Organizations" issued by the American Institute of Certified Public Accountants.

3. Property and equipment

Property and equipment is recorded at cost and depreciated, using the straight-line method, over the estimated useful life of the asset. Presently all property and equipment is depreciated over 3 years. It is the policy of the Organization to capitalize and depreciate property with a cost of greater than \$1,500 and a useful life of more than a year.

4. Non-cash contributions

Non-cash contributions are recorded at fair market value on the date of the donation to the extent they are susceptible to valuation. There were non-cash contribution of data services, printing services and merchandise totaling \$29,157 during the year for the benefit of both the High School Civics and Elections Programs. These income and expense items are included in the financial statements.

Rock the Vote December 31, 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

5. Promises to give

Contributions are recognized when the donor makes an unconditional promise to give to the Organization. All donor-restricted contributions are reported as increases in temporarily restricted net assets. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets. All contributions receivable are due within one year.

6. Financial statement presentation

The Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. All donor-restricted contributions are reported as increases in temporarily restricted net assets. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

7. Revenue recognition

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence and/or nature of any donor restrictions. Temporarily restricted net assets become unrestricted when the time restrictions expire or the funds are used for their restricted purpose and are reported in the statements of activities as net assets released from restrictions. Donated goods and services are reflected as contributions at their estimated fair market value at the time of receipt.

8. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. For example, depreciation, amortization and the functional allocation of certain expenses are estimates. Accordingly, actual results could differ from these estimates.

9. Income taxes

The Organization is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and they are also exempt from state income taxes. The Internal Revenue Service has determined that they are a publicly supported organization.

Effective January 1, 2009 the Organization adopted the authoritative guidance related to accounting for uncertainty in income taxes. The Organization performed an evaluation of uncertain tax positions for the year ended December 31, 2012, and determined that there were no matters that would require recognition in the financial statements or which may have any effect on its tax-exempt status. The tax returns for the years 2009 through 2011 are open to examination by federal and state authorities.

Rock the Vote December 31, 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

10. Cash and cash equivalents

For financials statement purposes, the Organization considers cash and cash equivalents to include cash in banks.

11. Allocation of expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Effective for 2012 the Organization has changed the way that they account for certain programmatic expenses. Expenses that benefit multiple programs are accumulated monthly and allocated among the various programs based on the relative salaries allocated to each program.

NOTE C - PROPERTY AND EQUIPMENT

Property and equipment consists of furniture, computers and leasehold improvements. Depreciation is calculated on a straight line basis over 3 years. Depreciation expense for 2012 is \$2,182 and accumulated depreciation as of December 31, 2012 is \$17,632.

NOTE D – INTANGIBLE PROPERTY

Intangible assets consist of trademark and logo acquisition costs and website and portal development costs which totaled \$567,062 as of December 31, 2012. The trademark and logo costs comprise \$230,044 of the total and are being amortized over 20 years. The website development costs totaled \$337,018 with amortization calculated on a straight line basis over three years. Amortization expense for 2012 is \$90,616 and accumulated amortization as of December 31, 2012 is \$400,280.

NOTE E -RESTRICTIONS ON NET ASSETS

There was \$99,183 in net assets that were subject to temporary donor restrictions as of December 31, 2012. All of these restrictions were use-restrictions which means that their use was designated for a certain purpose or program. Of this total, \$25,246 was restricted for use in the High School Civics Program, \$13,015 is to be used in the Elections Program and \$60,922 is to be used in the Electoral Reform Program. As of December 31, 2012 there were no permanently restricted net assets.

Rock the Vote December 31, 2012

NOTE F - RELATED PARTY TRANSACTIONS

Rock the Vote Action Fund is an affiliated non-profit organization which is exempt from taxation under Section 501(c)(4) of the Internal Revenue Code. During the year there were expenses paid by Rock the Vote on behalf of the Action Fund in the amount of \$3,422. As of December 31, 2012, Rock the Vote owed the Action Fund \$151,880.

NOTE G – COMMITMENTS

Office Lease

Effective January 15, 2011 the Organization entered into a lease for office space which extends through January 31, 2016. The initial monthly rental amount was \$5,057 with escalation provisions and expense pass-through adjustments through the term of the lease. The monthly rental for 2012 is \$5,323. The minimum future obligation under this lease is \$197,543.

Data Services

The Organization renewed their data license and service agreement beginning January 1, 2012 which is effective until December 31, 2013. Under the new agreement the Organization is obligated to pay \$150,000 for 2012 and \$125,000 for 2013 with allowable discounts of \$15,000 and \$12,500, respectively. The net cost is \$135,000 for 2012 and will be \$112,500 for 2013.

Mobile Text and Web Services

The Organization renewed an agreement which is effective from December 1, 2012 through November 30, 2013. Under the terms of the agreement, the Organization pays \$4,845 per month. The minimum future obligation under this agreement is \$53,295.

NOTE H – RETIREMENT PLAN

The Organization provides a Simple IRA retirement plan for all eligible employees. This allows employees to elect to have a portion of their payroll contributed to the retirement account on a pre-tax basis. The Organization then provides a matching contribution of up to 3% of participating employee payroll. During 2012 the Organization contributed \$10,018 in matching retirement contributions.

NOTE I – SUBSEQUENT EVENTS

The Organization has evaluated subsequent events through May 3, 2013 which is the date the financial statements were available to be issued.