CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT

DECEMBER 31, 2015

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Independent Auditor's Report on Consolidated Financial Statements and Supplementary Information

Board of Directors NPower Inc. and Subsidiary

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of NPower Inc. and Subsidiary, which comprise the consolidated balance sheet as of December 31, 2015, 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.

Management's Responsibility for the Consolidated 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 consolidated 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 did not audit the financial statements of NPower Canada, a related entity, as disclosed in Note 1, which statements reflect total assets as of December 31, 2015 of \$165,661, which is 5% of the consolidated total assets and total revenues of \$634,477, which is 8% of the consolidated total revenues for the year then ended. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for NPower Canada listed in Note 1, is based solely on the reports of the other auditors. 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 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, based on our audit and the reports of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NPower Inc. and Subsidiary as of December 31, 2015 and the changes in their net assets and their 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 NPower Inc. and Subsidiary's December 31, 2014 consolidated financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated October 7, 2015. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2014 is consistent, in all material respects, with the audited financial statements from which it has been derived.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The information as of and for the year ended December 31, 2015 included in Schedules 1 and 2 is presented for purposes of additional analysis and is not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, based on our audits and the reports of the other auditors, the information as of and for the year ended December 31, 2015 is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Loveb & Tropus LLP

July 5, 2016



CONSOLIDATED BALANCE SHEET

DECEMBER 31, 2015 (With Summarized Financial Information for December 31, 2014)

		2015	. <u> </u>	2014
ASSETS				
Cash and cash equivalents	\$	1,846,727	\$	1,270,978
Investments - equities				25,040
Contributions receivable - current		944,144		1,317,755
Accounts receivable (net of allowance for uncollectible				
accounts of \$5,000 in 2015 and 2014)		166,343		197,066
Prepaid expenses		14,360		43,616
Security deposit		12,422		11,819
Fixed assets - net (Note 3)		56,164		49,191
Total assets	\$	3,040,160	\$	2,915,465
LIABILITIES AND NET ASSETS				
x + x + x + x +				
Liabilities	\$	222 500	\$	150 627
Accounts payable and accrued expenses Accrued vacations payable	Ф	222,590 67,663	Ф	150,637 42,525
Accrued vacations payable Accrued salaries, bonuses and related benefits		144,881		42,323 59,050
Deferred income		106,591		59,050
Deterred meone		100,371	· .	
Total liabilities	_	541,725	. <u> </u>	252,212
Net assets (Exhibit B)				
Unrestricted		1,710,514		1,618,019
Temporarily restricted (Note 4)		787,921		1,045,234
1 2 7		,	· <u> </u>	
Total net assets		2,498,435	. <u> </u>	2,663,253
Total liabilities and net assets	\$	3,040,160	\$	2,915,465

See independent auditor's report.

CONSOLIDATED STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2015 (With Summarized Financial Information for the Year Ended December 31, 2014)

			Temporarily	Total			
		Unrestricted	Restricted	2015	2014		
Revenues, gains and other support							
Contributions		\$ 4,312,489	\$ 559,176 \$	4,871,665 \$	3,470,973		
In-kind contributions (Note 8)		654,826		654,826	412,374		
Special events	\$ 2,038,172						
Less direct cost of special events	(363,769)	1,674,403		1,674,403	1,112,957		
Program service fees		744,557		744,557	749,557		
Exchange rate loss		(22,432)		(22,432)	(6,231)		
Interest income		615		615	901		
Net assets released from							
restrictions (Note 4)		816,489	(816,489)				
Total revenues, gains							
and other support		8,180,947	(257,313)	7,923,634	5,740,531		
Expenses (Exhibit B)							
Program services							
The Community Corps		1,691,984		1,691,984	1,189,334		
Consulting		, ,		, ,	434,967		
Technology Service Corps		5,262,592		5,262,592	3,172,997		
Total program services		6,954,576		6,954,576	4,797,298		
Supporting services							
Management and general		557,479		557,479	434,210		
Fund raising		576,397		576,397	444,036		
Total expenses		8,088,452		8,088,452	5,675,544		
Change in net assets (Exhibit D)		92,495	(257,313)	(164,818)	64,987		
Net assets - beginning of year		1,618,019	1,045,234	2,663,253	2,598,266		
Net assets - end of year (Exhibit A)		\$	\$ 787,921 \$	2,498,435 \$	2,663,253		

See independent auditor's report.

CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2015 (With Summarized Financial Information

for the Year Ended December 31, 2014)

		Program Services				Supporting Services					_	Total			
		The Community Corps		Technology Service Corps		Total		Management and General	Fund Raising		Direct Cost of Special Events		2015		2014
Salaries	\$	647,927	\$	2,748,401 \$	6	3,396,328	\$	225,301	\$	377,625		5	\$	3,999,254 \$	2,719,115
Payroll taxes and employee benefits		130,902		684,789		815,691		39,625		111,166				966,482	664,938
Rent (Note 5)		38,240		111,361		149,601		7,018		21,244				177,863	145,421
Professional fees		265,455		432,948		698,403		153,713		20,507				872,623	594,536
Subcontractors				23,549		23,549								23,549	356,312
Stipends				693,491		693,491								693,491	329,562
Equipment leases (Note 5)		3,958		16,794		20,752		6,571		2,199				29,522	19,880
Printing and marketing (Note 8)		491,664		13,432		505,096		33,213						538,309	6,539
Office supplies		14,409		109,421		123,830		24,087		4,085				152,002	60,419
Travel, conferences and food		14,040		96,666		110,706		13,506		27,222				151,434	80,224
Insurance		5,527		27,635		33,162		4,913						38,075	36,920
Postage and delivery		524		4,615		5,139		3,190		1,315				9,644	9,827
Dues and subscriptions		3,109		4,767		7,876		4,047		1,853				13,776	7,331
Information technology (Note 8)		75,260		61,746		137,006		3,326		8,583				148,915	90,396
Depreciation and amortization				6,900		6,900		17,199						24,099	23,934
Caterer and hall rental											\$	363,769		363,769	350,685
Repairs and maintenance				14,708		14,708		479						15,187	1,664
Software and hardware - clients (Note 8)				83,576		83,576								83,576	413,199
Bad debt				801		801								801	21,263
Other		969		126,992		127,961		21,291		598				149,850	94,064
Total		1,691,984		5,262,592		6,954,576		557,479		576,397		363,769		8,452,221	6,026,229
Less expenses deducted directly from revenues on the statement of activities Direct cost of special events	_						_					(363,769)		(363,769)	(350,685)
Total expenses reported by function on the statement of activities (Exhibit B)	\$	1,691,984	\$	5,262,592 \$	6	6,954,576	\$_	557,479	\$	576,397	\$		\$	8,088,452 \$	5,675,544

See independent auditor's report.

EXHIBIT D

NPOWER INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2015 AND 2014

		2015	2014
Cash flows from operating activities			
Change in net assets (Exhibit B)	\$	(164,818)	\$ 64,987
Adjustments to reconcile change in net assets to net	Ŧ	(+,,
cash provided by operating activities			
Depreciation and amortization		24,099	23,934
Donated securities			(25,040)
Decrease (increase) in assets			,
Contributions receivable		371,611	10,745
Accounts receivable		32,723	229,002
Prepaid expenses		29,256	(43,616)
Security deposits		(603)	(132)
Increase (decrease) in liabilities			
Accounts payable and accrued expenses		71,953	50,621
Accrued vacations payable		25,138	(11,163)
Accrued salaries, bonuses and related benefits		85,831	22,300
Deferred income		106,591	
Due to Tekmark-Global Solutions			(230,725)
Net cash provided by operating activities		581,781	90,913
Cash flows from investing activities			
Purchase of fixed assets		(31,072)	(26,948)
Proceeds from sales of investments	_	25,040	
Net cash used by investing activities		(6,032)	(26,948)
Net change in cash and cash equivalents		575,749	63,965
Cash and cash equivalents - beginning of year		1,270,978	1,207,013
Cash and cash equivalents - end of year	\$	1,846,727	\$

See independent auditor's report.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 1 - NATURE OF ORGANIZATION

NPower Inc. (NPower) is a national nonprofit that provides IT services and training to nonprofits and young adults by harnessing the power of technology and the support of socially responsible companies and corporate IT volunteers.

NPower was incorporated on November 15, 2000 in the State of New York. It is exempt from federal income tax as a public charity under Section 501(c)(3) of the Internal Revenue Code.

NPower Canada (NC) was incorporated in Canada on January 13, 2014. NC is a national organization that mobilizes the tech community and provides individuals, nonprofits and schools opportunities to build tech skills and achieve their potential. NC is exempt from Canadian income tax.

NPower is the sole member of NC. NPower received \$81,671 from NC in 2015 for program and administrative support services. This transaction was eliminated in this consolidation.

NPower's services are delivered through the following programs - The Community Corps and Technology Service Corps. Our community of corporate partners, nonprofits, foundations, dedicated staff, and skilled volunteers provides NPower with unparalleled reach to have a profound impact on thousands of local communities and hundreds of young adults and veterans.

The Community Corps matches nonprofit organizations with skilled IT professionals who provide services on a pro bono basis across a range of project scopes and a skills matching algorithm. In 2015, our community of over 2,000 nonprofits and schools, and 10,000 volunteers, joined together to dedicate 45,000 volunteer hours to inspire the next generation of STEM (Science, Technology, Engineering and Mathematics) professionals and to help nonprofits use technology more effectively.

The FoundationConnect product and related activities were transferred to Round Corner, Inc. in May 2014.

The Technology Service Corps is a 22-week classroom and internship training program for urban young adults between the ages of 18 and 25 and veterans that results in career enhancing opportunities including jobs, technical certification and qualification for higher education. Approximately 600 young adults are accepted into the program each year, and over 1,300 graduates participate in the alumni network.

NPower is supported by contributions, special events and program service fees.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting - The financial statements are prepared on the accrual basis of accounting.

Principles of consolidation - All material intercompany transactions and balances have been eliminated in the consolidation.

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 the 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.

Foreign currency translation - The assets and liabilities of NC, which are stated in Canadian dollars, are translated to U.S. dollars (USD) using the exchange rate in effect at the date of the consolidated balance sheet. Revenues, expenses, gains and losses are translated using the average exchange rate for the year. Gains or losses on foreign currency translation are recognized in the accompanying consolidated financial statements.

Summarized financial 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 NPower's financial statements for the year ended December 31, 2014, from which the information was derived.

Contributions receivable - Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on those amounts are computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discounts is included in contribution revenue. Conditional promises to give are not included as support until the conditions are substantially met.

Accounts receivable/program service fees - Program service fees are recognized when earned. Clients are charged fees based on a contractual agreement. Receivables are recorded for services rendered but unpaid and are included in accounts receivable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Allowance for doubtful accounts - NPower determines whether an allowance for uncollectibles should be provided for contributions and accounts receivable. Such estimates are based on management's assessment of the aged basis of its receivables, current economic conditions, subsequent collections and historical information. Contributions receivable are recorded as bad debt when all reasonable collection efforts have been exhausted. Accounts receivable are written off against the allowance for doubtful accounts when they are for a previous year's receivable and against the bad debts when they are within the current year, and when all reasonable collection efforts have been exhausted. NPower does not charge interest on outstanding receivables.

Fixed assets - Fixed assets are stated at cost. NPower capitalizes all property and equipment having a cost in excess of \$2,500 with a useful life of greater than one year. Depreciation is computed on the straight-line method over the useful lives of the assets. Amortization of leasehold improvements is computed on the straight-line method over the lesser of the term of the lease or their estimated useful lives.

Deferred income - Deferred income consists of advance payments received on services to be rendered in the future.

Unrestricted net assets - Unrestricted net assets include funds having no restriction as to use or purpose imposed by donors.

Temporarily restricted net assets - Temporarily restricted net assets are those assets whose use has been limited by donors to a specific time period or purpose.

Contributions - Unconditional promises to give cash and other assets are reported at fair value at the date the contribution is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor 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 as unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Donor restricted contributions received and expended in the same year are reflected as unrestricted contributions.

In-kind contributions - In-kind contributions, including equipment and supplies, are recorded at fair value at the date of donation.

Rent expense - NPower leases space at seven locations. All leases are operating leases and are reflected on the straight-line basis. Deferred rent is recorded when material.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Advertising - Advertising costs are expensed as incurred.

Functional allocation of expenses - The costs of providing NPower's services have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Uncertainty in income taxes - NPower has determined that there are no material uncertain tax positions that require recognition or disclosure in the financial statements. Periods ending December 31, 2012 and subsequent remain subject to examination by applicable taxing authorities.

Subsequent events - Subsequent events have been evaluated through July 5, 2016, which is the date the financial statements were available to be issued.

NOTE 3 - FIXED ASSETS

		Estimated Useful Lives
Leasehold improvements Furnishings and equipment	\$ 10,000 92,536	4 - 5 years 3 - 7 years
Accumulated depreciation and amortization	 102,536 (46,372)	

NOTE 4 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purpose:

The Community Corps Technology Service Corps Technology Service Corps - Canada	\$ 129,000 512,500 146,421
Total	\$ 787,921

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 4 - TEMPORARILY RESTRICTED NET ASSETS (continued)

Temporarily restricted net assets were released from donor restrictions by incurring expenses satisfying the following restricted purposes:

Technology Service Corps \$<u>816,489</u>

NOTE 5 - COMMITMENTS

NPower entered into lease agreements for locations at 3 MetroTech Center, Brooklyn, NY and 4 MetroTech Center, Brooklyn, NY. Both leases were set to expire April 30, 2016. Effective May 1, 2016, the lease at 3 MetroTech Center was extended through April 30, 2019 and the lease at 4 MetroTech Center was extended through June 30, 2016.

On April 27, 2016, NPower entered into a 10-year lease agreement for space at 50 Greene Avenue, Brooklyn, NY, that will commence on July 1, 2016. Under this agreement, NPower will receive one month free rent and the landlord will incur \$125,000 of leasehold improvements.

NPower entered into a lease agreement for its location in Harlem, NY. The agreement expires May 31, 2016. NPower is currently in the process of negotiating a new lease.

NPower entered into a lease agreement for a location in Jersey City, New Jersey. The lease expires June 30, 2017.

NPower entered into a lease agreement for a location in Dallas, Texas. The lease expires February 20, 2016. NPower is currently in the process of negotiating a new lease.

NPower entered into a lease agreement for a location in Fort Worth, Texas. The lease expires September 30, 2016.

NPower entered into a lease agreement for a location in San Mateo, California. The lease expires June 7, 2016.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 5 - COMMITMENTS (continued)

Minimum future payments under the terms of the leases are as follows:

2016	\$ 189,371
2017	211,854
2018	212,238
2019	145,036
2020	113,130
Thereafter	685,194
Total	\$ <u>1,556,823</u>

Rent expense for 2015 was \$177,863.

NPower has various equipment leases which expire on various dates through October 2020. Equipment rental expense for 2015 was \$29,522. All equipment leases are noncancelable.

Minimum lease payments are as follows:

2016	\$ 21,771
2017	19,782
2018	14,581
2019	14,280
2020	 11,900
	\$ 82,314

NOTE 6 - CONCENTRATIONS

Financial instruments which potentially subject NPower to a concentration of credit risk are cash accounts with financial institutions in excess of FDIC insurance limits.

NOTE 7 - PENSION PLAN

NPower has a defined contribution annuity retirement plan which covers substantially all employees. Pension expense in 2015 was \$7,655.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015

NOTE 8 - IN-KIND CONTRIBUTIONS

In 2015, NPower received the following non-cash donations:

IT consulting	\$ 50,000
Marketing	30,000
Linked-in advertisements	491,250
Equipment	 83,576

\$____654,826

SCHEDULE 1

NPOWER INC. AND SUBSIDIARY

CONSOLIDATING BALANCE SHEET

DECEMBER 31, 2015

		NPOWER	 NC	 Total
ASSETS				
Cash and cash equivalents	\$	1,746,684	\$ 100,043	\$ 1,846,727
Contributions receivable		944,144		944,144
Accounts receivable		103,039	63,304	166,343
Prepaid expenses		12,046	2,314	14,360
Security deposit		12,422		12,422
Fixed assets - net	_	56,164		 56,164
Total assets	\$_	2,874,499	\$ 165,661	\$ 3,040,160
LIABILITIES AND NET ASSETS				
Liabilities				
Accounts payable and accrued expenses	\$	209,941	\$ 12,649	\$ 222,590
Accrued vacations payable		67,663		67,663
Accrued salaries, bonuses and related benefits		144,881		144,881
Deferred income	_	100,000	 6,591	 106,591
Total liabilities		522,485	 19,240	 541,725
Net assets				
Unrestricted		1,710,514		1,710,514
Temporarily restricted	_	641,500	 146,421	 787,921
Total net assets	_	2,352,014	 146,421	 2,498,435
Total liabilities and net assets	\$_	2,874,499	\$ 165,661	\$ 3,040,160

See independent auditor's report.

CONSOLIDATING STATEMENT OF ACTIVITIES

YEAR ENDED DECEMBER 31, 2015

	-	NPOWER	-	NC	•	Eliminations	_	Total
Revenues, gains and other support								
Contributions	\$	4,337,383	\$	534,282			\$	4,871,665
In-kind contributions		654,826		,				654,826
Special events - net		1,674,403						1,674,403
Program service fees		703,601		122,627	\$	(81,671)		744,557
Exchange rate loss				(22,432)				(22,432)
Interest income	-	615	_		_			615
Total revenues, gains								
and other support	-	7,370,828	-	634,477	-	(81,671)	_	7,923,634
Expenses								
Program services								
The Community Corps		1,691,984						1,691,984
Technology Service Corps		4,798,554		504,874		(40,836)		5,262,592
	•	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	-		-	(10,000)	_	0,202,072
Total program services	-	6,490,538	-	504,874	-	(40,836)	_	6,954,576
Supporting services								
Management and general		513,079		85,235		(40,835)		557,479
Fundraising		553,205		23,192				576,397
-	-		•		-		_	
Total supporting services	-	1,066,284	-	108,427	-	(40,835)		1,133,876
Total expenses	-	7,556,822	-	613,301	-	(81,671)	_	8,088,452
Change in net assets		(185,994)		21,176		-		(164,818)
Net assets - beginning of year	-	2,538,008	-	125,245	-			2,663,253
Net assets - end of year	\$	2,352,014	\$	146,421	\$	-	\$_	2,498,435

See independent auditor's report.