



**American Civil Liberties Union Foundation of Massachusetts
Financial Statements
For the Years Ended
March 31, 2014 and 2013**

American Civil Liberties Union Foundation of Massachusetts

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Independent Auditor's Report

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Independent Auditor's Report

To the Board of Directors of
American Civil Liberties Union Foundation of Massachusetts
Boston, MA

We have audited the accompanying financial statements of American Civil Liberties Union Foundation of Massachusetts (a nonprofit Foundation), which comprise the statement of financial position as of March 31, 2014, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 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.

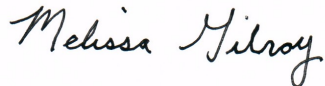
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the 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 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 financial statements referred to above present fairly, in all material respects, the financial position of American Civil Liberties Union Foundation of Massachusetts as of March 31, 2014 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.

Prior Period Financial Statements

The financial statements of American Civil Liberties Union Foundation of Massachusetts as of March 31, 2013, were audited by other auditors whose report dated November 20, 2013 expressed an unmodified opinion on those statements.

A handwritten signature in cursive script that reads "Melissa Gilroy".

Melissa Gilroy, Certified Public Accountant
Westwood, Massachusetts
September 29, 2014

American Civil Liberties Union Foundation of Massachusetts

Statements of Financial Position

As of March 31, 2014 and 2013

Assets

	2014	2013
Current Assets		
Cash and cash equivalents	\$ 552,312	\$ 453,069
Investments	4,316,840	5,628,153
Accounts receivable, net	-	10,225
Due from Union	90,671	-
Pledge receivable, net	347,345	241,310
Prepaid expenses and other current assets	44,041	17,213
Total current assets	<u>5,351,209</u>	<u>6,349,970</u>
Non-Current Assets		
Pledge receivables, net of current portion	978,255	1,304,340
Security deposits	12,745	12,745
Beneficial interest in trusts - investment	1,031,198	959,462
Bill of Rights Trust - investment	1,435,115	1,395,519
Property and equipment, net	72,676	72,992
Total non-current assets	<u>3,529,989</u>	<u>3,745,058</u>
Total Assets	<u>\$ 8,881,198</u>	<u>\$ 10,095,028</u>

Liabilities and Net Assets

Current Liabilities		
Accounts payable	\$ 41,090	\$ 32,520
Accrued expenses	142,950	131,469
Deferred revenue	110,512	148,700
Due to ACLU National	377,560	1,131,205
Due to Union	-	21,516
Total Liabilities	<u>672,112</u>	<u>1,465,410</u>
Net Assets		
Unrestricted	5,720,513	5,404,948
Temporarily restricted	1,457,487	2,265,487
Permanently restricted	1,031,086	959,183
Total net assets	<u>8,209,086</u>	<u>8,629,618</u>
Total Liabilities and Net Assets	<u>\$ 8,881,198</u>	<u>\$ 10,095,028</u>

American Civil Liberties Union Foundation of Massachusetts

Statement of Activities and Changes in Net Assets

For the year ended March 31, 2014 with comparative totals at March 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2014	2013
Operating					
Revenue and Support					
Contributions	\$ 820,930	-	-	820,930	\$ 3,281,468
Special events	417,503	-	-	417,503	391,410
Grants	146,000	-	-	146,000	135,750
Interest and dividends	134,026	-	-	134,026	135,096
Bequests	148,840	-	-	148,840	53,077
Legal awards	59,968	-	-	59,968	43,806
Donated goods, space and services	65,326	-	-	65,326	22,964
Other income	4,830	-	-	4,830	8,173
Net assets released from restriction	808,000	(808,000)	-	-	
Total revenue and support	2,605,423	(808,000)	-	1,797,423	4,071,744
Expenses					
Program services	1,816,976	-	-	1,816,976	1,680,567
Management, general and administrative	301,427	-	-	301,427	284,592
Fundraising	497,853	-	-	497,853	507,797
Total expenses	2,616,256	-	-	2,616,256	2,472,956
Changes in net assets from operations	(10,833)	(808,000)	-	(818,833)	1,598,788
Non-operating					
Net unrealized gains / (losses)	298,919	-	-	298,919	135,140
Net realized gains / (losses)	27,479	-	-	27,479	74,699
Change in carrying value of beneficial interest in trust	-	-	71,903	71,903	66,931
Total	326,398	-	71,903	398,301	276,770
Changes in Net Assets	315,565	(808,000)	71,903	(420,532)	1,875,558
Net Assets at Beginning of Year	5,404,948	2,265,487	959,183	8,629,618	6,754,060
Net Assets at End of Year	\$ 5,720,513	1,457,487	1,031,086	8,209,086	\$ 8,629,618

American Civil Liberties Union Foundation of Massachusetts

Statement of Activities and Changes in Net Assets

For the year ended March 31, 2013 with comparative totals at March 31, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total 2013	2012
Operating					
Revenue and Support					
Contributions	\$ 1,015,981	2,265,487	-	3,281,468	\$ 1,068,854
Special events	391,410	-	-	391,410	308,030
Grants	135,750	-	-	135,750	61,500
Investment income	135,096	-	-	135,096	127,576
Bequests	53,077	-	-	53,077	416,979
Legal awards	43,806	-	-	43,806	78,754
Donated goods, space and services	22,964	-	-	22,964	46,560
Other income	8,173	-	-	8,173	7,023
Net assets released from restriction	-	-	-	-	-
Total revenue and support	<u>1,806,257</u>	<u>2,265,487</u>	<u>-</u>	<u>4,071,744</u>	<u>2,115,276</u>
Expenses					
Program services	1,680,567	-	-	1,680,567	1,290,336
Management, general and administrative	284,592	-	-	284,592	309,771
Fundraising	507,797	-	-	507,797	564,108
Total expenses	<u>2,472,956</u>	<u>-</u>	<u>-</u>	<u>2,472,956</u>	<u>2,164,215</u>
Changes in net assets from operations	(666,699)	2,265,487	-	1,598,788	(48,939)
Non-operating					
Net unrealized gains / (losses)	135,140	-	-	135,140	(21,093)
Net realized gains / (losses)	74,699	-	-	74,699	14,552
Gain (loss) on sale of property and equipment	-	-	-	-	(29,717)
Change in carrying value of beneficial interest in trust	-	-	66,931	66,931	23,487
Total	<u>209,839</u>	<u>-</u>	<u>66,931</u>	<u>276,770</u>	<u>(12,771)</u>
Changes in Net Assets	(456,860)	2,265,487	66,931	1,875,558	(61,710)
Net Assets at Beginning of Year	<u>5,861,808</u>	<u>-</u>	<u>892,252</u>	<u>6,754,060</u>	<u>6,815,770</u>
Net Assets at End of Year	<u>\$ 5,404,948</u>	<u>2,265,487</u>	<u>959,183</u>	<u>8,629,618</u>	<u>\$ 6,754,060</u>

American Civil Liberties Union Foundation of Massachusetts

Statement of Functional Expenses

For the year ended March 31, 2014

	Program			Support	
	Program	Management and General	Fundraising	2014 Total	
Salaries	\$ 1,002,345	178,178	226,419	\$	1,406,942
Employee benefits	231,217	36,776	57,192		325,185
Payroll taxes	70,534	12,274	15,581		98,389
Subtotal	1,304,096	227,228	299,192		1,830,516
Occupancy	150,677	18,192	23,317		192,186
Professional fees	147,373	27,236	11,255		185,864
Event expense	17,630	5,394	93,651		116,675
Printing and publishing	29,434	211	30,979		60,624
Technology	34,743	4,221	10,401		49,365
Due and fees	22,060	3,930	9,255		35,245
Travel	17,448	5,064	6,579		29,091
Books, subscriptions	23,451	641	1,123		25,215
Postage	15,597	1,105	3,690		20,392
Depreciation	14,695	1,787	2,294		18,776
Insurance	15,200	1,106	1,224		17,530
Telephone	9,532	1,979	1,121		12,632
Office expenses and supplies	8,393	2,335	1,568		12,296
Equipment lease and maintenance	3,511	277	497		4,285
Meetings and conferences	3,010	-	-		3,010
Miscellaneous	126	721	1,707		2,554
Total Functional Expenses	\$ 1,816,976	301,427	497,853	\$	2,616,256

American Civil Liberties Union Foundation of Massachusetts

Statement of Functional Expenses For the year ended March 31, 2013

	Program		Support		2013 Total
	Program	Management and General	Fundraising		
Salaries	\$ 896,451	151,604	215,299	\$	1,263,354
Employee benefits	207,763	38,023	54,617		300,403
Payroll taxes	72,489	11,576	20,090		104,155
Subtotal	1,176,703	201,203	290,006		1,667,912
Occupancy	142,755	18,114	26,487		187,356
Consultants and contractors	156,049	5,783	15,477		177,309
Special events	29,174	5,029	105,366		139,569
Printing and publishing	19,853	1,323	32,784		53,960
Due and fees	25,245	4,760	11,046		41,051
Technology	25,814	4,138	11,017		40,969
Travel	20,830	5,724	4,646		31,200
Books, subscriptions	22,424	1,377	164		23,965
Depreciation	16,339	2,298	2,697		21,334
Professional fees	2,919	11,912	-		14,831
Donated legal services	-	14,330	-		14,330
Insurance	11,926	1,219	882		14,027
Postage	9,751	707	2,322		12,780
Telephone	7,578	2,335	929		10,842
Office expenses and supplies	4,968	2,290	1,790		9,048
Meetings and conferences	5,060	644	963		6,667
Equipment lease and maintenance	3,179	1,406	722		5,307
Miscellaneous	-	-	499		499
Total Functional Expenses	\$ 1,680,567	284,592	507,797	\$	2,472,956

American Civil Liberties Union Foundation of Massachusetts

Statements of Cash Flows

For the years ended March 31, 2014 and 2013

Cash Flows from Operating Activities	2014	2013
Changes in Net Assets	\$ (420,532)	\$ 1,875,558
Adjustments to reconcile change in net assets to cash provided by operations		
Depreciation	18,776	21,334
Net unrealized (gains) losses on investments	(298,919)	(135,140)
Net realized (gains) / losses on investments	(27,479)	(74,699)
Change in carrying value of beneficial interest in trust	(71,903)	(66,931)
Increase (decrease) in cash resulting from a change in:		
Accounts receivable	10,225	(10,225)
Pledge receivable	220,050	(1,464,650)
Due from ACLU National		137,690
Due from Union	(90,671)	-
Due to Union	(21,516)	19,032
Prepaid expenses and other assets	(26,828)	15,456
Accounts payable	8,570	(15,138)
Accrued expenses	11,481	19,292
Due to ACLU National	(753,645)	1,131,205
Deferred revenue	(38,188)	115,690
Net Cash Provided by / (Used in) Operating Activities	(1,480,579)	1,568,474
Cash Flows from Investing Activities		
Purchase of investments	(4,061,164)	(4,259,852)
Proceeds from the sale of investments	5,659,446	2,839,984
Purchases of property and equipment	(18,460)	(22,970)
Net Cash Provided by / (Used in) Investing Activities	1,579,822	(1,442,838)
Net (Decrease) Increase in Cash and Cash Equivalents	99,243	125,636
Cash and Cash Equivalents - Beginning	453,069	327,433
Cash and Cash Equivalents - Ending	\$ 552,312	\$ 453,069
Supplement Disclosure of Cash Flow Information		
Cash paid during the year for interest	\$ <u>0.00</u>	\$ <u>0.00</u>
Cash paid during the year for taxes	\$ <u>0.00</u>	\$ <u>0.00</u>
Supplement Data for Noncash Investing and Financing Activities		
Other noncash investing and financing activities	\$ 0.00	\$ 4,425

American Civil Liberties Union Foundation of Massachusetts

Notes to Financial Statements

1. Nature of the Business

American Civil Liberties Union Foundation of Massachusetts (the “Foundation”) is a non-profit Foundation whose mission is to defend freedoms guaranteed in the United States Constitution and Bill of Rights. The Foundation is affiliated with the American Civil Liberties Union Foundation, Inc. (the “National Foundation”), the American Civil Liberties Union, Inc. (the “National Union”) and the American Civil Liberties Union of Massachusetts, Inc. (the “Union”).

The Foundation is exempt from Federal income taxes under section 501(c)(3) of the Internal Revenue Code. The Foundation is also exempt from state income taxes under the general laws of Massachusetts.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis with net assets, revenues, expenses, gains, and losses classified in three categories based on the existence or absence of externally imposed restrictions. Operating revenues consist of those monies received and contributions attributable to the Foundation’s ongoing efforts. The net assets of the Foundation are classified and defined as follows:

Unrestricted

Net assets that are not subject to donor-imposed stipulations are considered unrestricted.

Temporarily Restricted

Temporarily restricted net assets are those whose use by the Foundation has been limited by donors to a specific time period or purpose. Temporarily restricted contributions whose restrictions are met within the same reporting period are reported as unrestricted.

Permanently Restricted

Permanently restricted net assets are those subject to a donor-imposed restriction which requires the corpus to be invested in perpetuity to produce returns for general or specific purposes. Generally, donors of these assets permit the Foundation to use part or all of the income earned on related investments for general or specific purposes.

Use of Estimates

The financial statements are prepared in conformity with generally accepted accounting principles in the United States of America (“GAAP”) which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the 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.

American Civil Liberties Union Foundation of Massachusetts

Notes to the Financial Statements

2. Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents

The Foundation considers all highly liquid investments with an original maturity of three months or less, when acquired, to be cash equivalents.

Accounts Receivable

The Foundation carries its accounts receivable at an amount equal to uncollected but earned revenue less an allowance for doubtful accounts. On a periodic basis, the Foundation evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs and collections and current credit conditions. As of March 31, 2014 and 2013, management has determined that any allowance would be immaterial.

The Foundation does not have a policy to accrue interest on accounts receivable. The Foundation has no policies requiring collateral or other security to secure the accounts receivable.

Property and Equipment

Property and equipment are stated at cost at the time of acquisition or fair market value at the time of donation. Donated assets are considered unrestricted support unless the donor has restricted the donated asset for a specific purpose. Expenditures for maintenance and repairs are charged to expenses as incurred; major renewals, additions and betterments are capitalized. When assets are sold or retired, the related costs and accumulated depreciation are removed from the respective accounts and any resulting gain or loss is credited or charged to operations. Depreciation is recorded on a straight-line basis over the respective asset's estimated useful lives.

Impairment of Long-Lived Assets

The Foundation reviews long-lived assets for impairment whenever events or circumstances indicate that the carrying amount of any asset may not be recoverable and, if so, the carrying value is reduced to the estimated fair value.

Beneficial Interests

The Foundation is at times named a beneficiary under the terms of various wills and trusts agreements, the total realizable amounts of which may not be determinable. The Foundation's share of such interests is recorded when the proceeds are measurable.

The Foundation was named beneficiary of a perpetual trust ("the trust") held by third-party trustees with a determinable value. Accordingly, the Foundation has recorded the value of the trust in the accompanying financial statements. The trust has been recorded at fair value in the statement of financial position. Due to the inactive market and unobservable inputs related to the trust, it is considered to be Level 3 in the fair value measurement hierarchy.

As stipulated by the donor, the principal balance of the trust plus any gains and losses is restricted in perpetuity. As such, the balance of the trust as of March 31, 2014 and 2013 has been classified as a permanently restricted net asset in the accompanying financial statement.

The Foundation receives quarterly distributions of interest and dividends which are considered unrestricted net assets according to the donor's stipulations.

American Civil Liberties Union Foundation of Massachusetts

Notes to the Financial Statements

2. Summary of Significant Accounting Policies (continued)

Bill of Rights Trust

The Bill of Rights Trust represents the Foundation's unit holdings in the National Endowment held by the National Foundation. The National Endowment's underlying investments are comprised of cash and cash equivalents and publicly traded securities. Due to the inactive market and unobservable inputs available, the Foundation's shares in the Bill of Rights Trust is considered a Level 3 input on the fair value measurement hierarchy.

Investments

The Foundation values its investments at fair value in the statement of financial position. The statement of activities includes net investment income including, unrealized gains or losses, interest and dividend income. Realized gains and losses are calculated on the basis of specific identification of the securities sold. Purchases and sales of securities are recognized on a trade-date basis.

Fair Value Measurements

In accordance with GAAP, assets and liabilities recorded at fair value in the statement of financial position are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Pursuant to this guidance, level inputs are defined as follows:

Level 1: Inputs that reflect unadjusted quoted market prices in active markets for identical assets or liabilities that the Foundation has the ability to access at the measurement date.

Level 2: Inputs other than quoted prices in active markets that are observable for the asset or liability either directly or indirectly, including inputs in markets that are considered active.

Level 3: Inputs that are unobservable for the asset or liability and that include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimates.

Revenue Recognition

Contributions, including unconditional promises to give, are recognized as unrestricted, temporarily restricted, or permanently restricted revenues in the year received in accordance with the donor requirements. When a restriction expires, restricted net assets are reclassified to unrestricted net assets and are reported on the statement of activities as net assets released from restriction. Pledge receivables are recorded at the present value of expected future cash flows, net of an allowance for estimated unfulfilled promises to give. The discount on these amounts is computed using risk-adjusted interest rates applicable to the years in which the promises are received. Amortization of the discount is included in contribution revenue. Revenue from pledges due from two donors represented 56% of total revenue for the year ended March 31, 2013. Conditional promises to give are not recognized until the conditions on which they depend are substantially met. Contributions of noncash assets are recorded at fair market value upon the date of receipt. The related expenses are also recorded in accordance with the form of benefits received. Bequests are recorded when received. Special event revenue is recorded when pledged or when the event occurs. The Foundation may receive attorney's fees awarded by the court as a result of the settlement of certain types of litigation. Because the awards are not determinable until the resolution of the litigation, such amounts are not recorded until received. This may be several years after the litigation commences.

American Civil Liberties Union Foundation of Massachusetts

Notes to the Financial Statements

2. Summary of Significant Accounting Policies (continued)

Deferred Revenue

Deferred revenue represents event income received prior to the occurrence of such events.

Donated Services

Donated services are recorded at the estimated fair value of the services provided to the Foundation. Contributed services are recognized for services that require specialized skills and are provided by persons possessing those skills in the period in which they are received in accordance with GAAP. Donated services consisting of primarily donated legal services amounted to \$65,326 and \$22,964 for the years ended March 31, 2014 and 2013, respectively.

A number of unpaid volunteers have made significant contributions of their time to the Foundation. However, the value of these services is not reflected in these statements because the criteria for recognition have not been satisfied.

Advertising Costs

Advertising costs are charged to operations as incurred. Advertising costs were not material and are included with printing and publishing expense in the accompanying financial statement.

Functional Allocation of Expenses

The costs of providing the various program and support services of the Foundation have been summarized on a functional basis in the accompanying financial statements. Certain costs and expenses have been allocated between program and supporting services on a reasonable basis by management.

Income Taxes

The Foundation follows the provisions in GAAP, *Accounting for Uncertainty in Income Taxes*, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken, or expected to be taken, in a tax return. This interpretation also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, and disclosure requirements for uncertain tax positions. The Foundation has determined that there are no material unrecognized tax effects as of March 31, 2014 and 2013. The three prior tax years through the current year remain open for examination by the Federal and State tax authorities.

Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

American Civil Liberties Union Foundation of Massachusetts

Notes to the Financial Statements

3. Related Party Transactions

The Union

The Foundation is affiliated with the Union through shared management and administrative costs. The total amount due from the Union to the Foundation was \$90,671 for the year ended March 31, 2014. As of March 31, 2013, the Union had a payable to the Foundation amounting to \$21,516. The Foundation charged the Union \$370,535 and \$350,987, respectively, for salaries and related payroll taxes for the years ended March 31, 2014 and 2013.

The National Foundation

The Foundation is an affiliated chapter of the National Foundation. In accordance with the affiliation agreement, the Foundation receives its share of certain contributions and bequests as defined in that agreement. As of March 31, 2014 and 2013, amounts due the Foundation from the National Foundation for shared revenue in accordance with the Affiliate agreement were \$377,560 and \$1,131,205, respectively.

4. Fair Value Measurements

Assets and liabilities measured at fair value are based on one or more of three valuation techniques noted in GAAP. The three valuation techniques are as follows: a) market approach – prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities; b) cost approach – amounts that would be required to replace the service capacity of an asset (i.e., replacement cost); and c) income approach – techniques to convert future amounts to a single present amount based on market expectations (including present value techniques). The Union used the market technique to value their assets requiring fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes to the methodologies used at March 31, 2013. The methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value measurements. Further, the Foundation believes its valuation techniques are appropriate and consistent with other market participants. The use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value as of the reporting date.

Common stocks – Valued at the closing price reported as of March 31, 2014 and 2013 on the active market on which the individual securities are traded.

Mutual funds and money market accounts – Valued at the net asset value (NAV) of shares held as of March 31, 2014 and 2013.

Beneficial interest in perpetual trust - Valued at closing valuation price reported by the Trustee at March 31, 2014 and 2013. The fair value of these assets is based on the underlying investments held by the trust which consists of publicly traded money market funds, fixed income mutual funds, and various common stock securities.

Bill of Rights Trust – Valued at the Foundation’s unit share of the closing valuation price reported by the National ACLU at March 31, 2014 and 2013.

American Civil Liberties Union Foundation of Massachusetts
Notes to the Financial Statements

4. Fair Value Measurements (continued)

Type	As of March 31, 2014			
	Level I	Level II	Level III	Total
Money market fund	\$ 577,321	\$ -	\$ -	\$ 577,321
Equities:				
Global emerging market mutual funds	237,083			237,083
Global real estate mutual funds	234,802			234,802
International mutual funds	934,802			934,802
Growth and Indexed funds	2,332,832			2,332,832
Total equities	3,739,519	-	-	3,739,519
Total Investments	4,316,840	-	-	4,316,840
Bill of Rights Trust	-	-	1,435,115	1,435,115
Beneficial interest in perpetual trust	-	-	1,031,198	1,031,198
Total Fair Value Measurements	\$ 4,316,840	\$ -	\$ 2,466,313	\$ 6,783,153

The following table presents information about the Foundation's fair value measurements using Level 3 inputs, and changes therein, for the year ended March 31, 2014:

	Bill of Rights		Beneficial	Total
	Trust	Interest in Trust		
Balance as of March 31, 2013	\$ 1,395,519	\$ 959,462	\$	2,354,981
Net investment gains (losses)	44,681	71,736		116,417
Distributions	(59,241)	-		(59,241)
Interest and dividends	54,156	-		54,156
Balance as of March 31, 2014	\$ 1,435,115	\$ 1,031,198	\$	2,466,313

American Civil Liberties Union Foundation of Massachusetts
Notes to the Financial Statements

4. Fair Value Measurements (continued)

Fair Value Measurements as of March 31, 2013:

Type	As of March 31, 2013			Total
	Level I	Level II	Level III	
Money market fund	\$ 325,358	\$ -	\$ -	\$ 325,358
Equities:				
Global emerging market mutual funds	77,216			77,216
Global real estate mutual funds	235,044			235,044
International mutual funds	320,906			320,906
Dynamic asset funds		845,943		845,943
Equity funds	791,039			791,039
Total equities	1,424,205	845,943	-	2,270,148
Fixed income:				
Government - short-term	1,625,176			1,625,176
Intermediate duration portfolio	1,407,471			1,407,471
Total fixed income	3,032,647	-	-	3,032,647
Total Investments	4,782,210	845,943	-	5,628,153
Bill of Rights Trust	-	-	1,395,519	1,395,519
Beneficial interest in perpetual trust	-	-	959,462	959,462
Total Fair Value Measurements	\$ 4,782,210	\$ 845,943	\$ 2,354,981	\$ 7,983,134

The following table presents information about the Foundation's fair value measurements using Level 3 inputs, and changes therein, for the year ended March 31, 2013:

	Bill of Rights Trust	Beneficial Interest in Trust	Total
Balance as of March 31, 2012	\$ 1,344,517	\$ 892,531	\$2,237,048
Net investment gains (losses)	106,626	66,931	173,557
Distributions	(52,836)	-	(52,836)
Expenses and fees	(2,788)	-	(2,788)
Balance as of March 31, 2013	\$ 1,395,519	\$ 959,462	\$2,354,981

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5. Retirement Plans

Pension Plan

The Foundation participates in a non-contributory defined benefit plan, the “American Civil Liberties Union Retirement Plan”, through the National Union. The plan covers all employees hired before April 1, 2009 who satisfied minimum age and service requirements. Benefits are paid to eligible employees at retirement based on years of service and average career compensation.

The total pension expense is allocated to the Foundation based on the number of participating employees. Pension expense amounted to \$74,750 and \$101,773 for the years ended March 31, 2014 and 2013, respectively and is included with employee benefits on the accompanying statement of functional expenses.

As of April 1, 2009, the National Union instituted a “soft freeze” on the plan. Employees hired on or after April 1, 2009 are enrolled in the National Union’s 401k plan.

The National Union’s defined benefit plan is currently underfunded according to actuarial projections. A portion of the National Union’s unfunded liability is for the employees of the Foundation. Accumulated plan benefits information, as provided by consulting actuaries, has not been distinguished from the benefits of other affiliated organizations participating in the pension plan and accordingly, such information is not presented herein. As of March 31, 2014 and 2013, the financial statements of the pension plan reflected the fair value of plan assets of \$70,048,765 and \$75,633,248 available for benefit obligations of \$104,104,561 and \$122,433,776 in accumulated plan benefits, respectively.

401k Plan

The Foundation participates in the National Union’s 401k plan which covers substantially all of its employees who meet certain eligibility requirements. Under the plan employees may voluntarily contribute pre-tax compensation subject to IRS regulations related to dollar limits. The Foundation will match 100% of the first 1% of employee contributions plus 50% of the next 5% of employee contributions. Additionally, the Foundation contributes 2% of employee wages for the benefit of each employee each pay period. The Foundation’s employer contributions vest after two years of employment. Total contributions for the years ended March 31, 2014 and 2013 were \$36,988 and \$26,389, respectively, and are included with employee benefits on the accompanying statement of functional expenses.

6. Property and Equipment

Property and equipment as of March 31 consisted of the following:

	<u>2014</u>	<u>2013</u>	<u>Useful lives</u>
Computer equipment	\$ 74,789	\$ 56,329	5 years
Leasehold improvements	14,963	14,963	Term of lease
Office equipment	38,274	38,274	5 - 7 years
Furniture and fixtures	34,920	34,920	7 years
Less - accumulated depreciation	<u>(90,270)</u>	<u>(71,494)</u>	
	<u>\$ 72,676</u>	<u>\$ 72,992</u>	

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7. Pledge Receivables

Pledge receivables are recorded as support when pledged unless designated otherwise. Management deemed all pledges collectible; accordingly no allowance for doubtful accounts has been established for uncollectible pledges. Additionally, all pledges are valued at their estimated realizable value at March 31, 2014, discounted at less than 1%. The pledge receivables are due from two donors amounting to 98% of total pledge receivables as of March 31, 2014 and 2013. Total pledge receivables to be collected are as follows:

Year ended March 31,	
2015	\$ 347,345
2016	326,085
2017	326,085
2018	326,085
2019	-
	<u>\$ 1,325,600</u>

8. Temporary restricted net assets

The Foundation's temporarily restricted net assets consist of time restricted pledge receivables. As of the March 31, 2014 and 2013, temporary net assets were as follows:

Description	As of 03/31/2013	Released from restriction	Additions	As of 03/31/2014
Pledge receivable - time restriction	\$ 2,265,487	(808,000)	-	\$ 1,457,487

9. Bill of Rights Trust Endowment

In 1997, the National Foundation established the Bill of Rights Trust (the "Trust"). The purpose of the Trust, a portion of which is an endowment fund of the Foundation, is to build an enduring endowment to carry out the work of the National Foundation and its affiliates in protecting, preserving and expanding the civil liberties of all persons in the United States of America. The Trust has 100,000,000 authorized units, which are issued to or among the Foundation and Affiliate Foundations based upon their respective interests in the Trust. Unit shares held by the affiliates have a unit value based upon the fair value of the net assets of the Trust divided by the total number of unit shares outstanding. The Trust provides for annual distributions to the Foundation and Affiliate Foundations in accordance with the Foundation's approved spending policy, prorated in accordance with the percentage of the fair value of each unit share. The Foundation owns 101,298 unit shares in the Trust with a cost basis of \$552,996 and \$607,757 as of March 31, 2014 and 2013, respectively. The investment goals of the Trust are to invest assets in a prudent manner that will produce a reasonable distribution to the National Foundation and affiliated foundations and provide long-term growth in value of these assets in the Trust.

The Foundation's unit shares in the Trust are considered unrestricted, however, the Foundation's share of this investment is subject to certain withdrawal limitations as disclosed in the Trust agreement. Under the National spending policy, the Foundation receives a distribution equal to 4% of the three-year average unit value of the fair value of investments at the beginning of each of the preceding fiscal years. Distributions are typically in the form of cash or additional unit shares of the fund. As of March 31, 2014 and 2013, distributions to the Foundation from the National Foundation amounted to \$54,761 and \$52,836, respectively.

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10. Lease Commitments

The Foundation has an equipment lease which expires in December 2016. Monthly payments under the lease are \$162. Future minimum lease payments are as follows:

<u>Fiscal year</u>	<u>Amount</u>
2015	\$ 1,944
2016	\$ 1,944
2017	\$ 1,458

11. Line of Credit

The Foundation has a \$500,000 line of credit that bears interest at the bank's lending rate (3.25% as of March 31, 2014 and 2013) with a minimum rate of 4.5%. As of March 31, 2014 and 2013, there were no outstanding amounts due on the line. The line is secured by certain assets of the Foundation. The Foundation is subject to certain covenants and was in compliance with those covenants as of March 31, 2014 and 2013.

12. Concentration of Credit Risk

The Foundation maintains its cash balances in a Massachusetts bank. At various times during the year, the Foundation's cash balances exceeded the FDIC insured limits. The Foundation monitors its exposure to credit risk and has determined that it has no significant exposure to credit risk.

13. Contingencies

The Foundation is involved in legal actions arising in the ordinary course of business. Management is of the opinion that the ultimate outcome of these matters would not have a material adverse impact on the financial position of the Foundation or the results of its activities.

14. Subsequent Events

The Foundation has evaluated subsequent events through September 29, 2014, which is the date financial statements were available to be issued and determined that no events met the criteria for recognition or disclosure in the financial statements.