UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC.

Financial Statements & Supplemental Schedules

For the Year Ended August 31, 2011

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INDEPENDENT AUDITORS' REPORT

The Board of Directors United States of America Wrestling Association, Inc.

We have audited the accompanying statement of financial position of United States of America Wrestling Association, Inc., d/b/a USA Wrestling (a nonprofit organization), as of August 31, 2011, and the related statements of activities and changes in net assets, and cash flows for the year then ended. These financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior-year summarized comparative information has been derived from the Association's August 31, 2010 financial statements and, in our report dated November 23, 2010, we expressed an unqualified opinion on those financial statements.

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 United States of America Wrestling Association, Inc., d/b/a USA Wrestling, as of August 31, 2011, 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.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of program services and of supporting services for the year ended August 31, 2011 are presented for purposes of additional analysis and are not a required part of the basic 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 financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements additional procedures including comparing and certain and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, other additional and procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Waugh & Goodwin, LLP

December 6, 2011

UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC. d/b/a USA WRESTLING Statement of Financial Position August 31, 2011 (With Comparative Amounts for 2010)

<u>ASSETS</u>

		<u>2011</u>		<u>2010</u>
CURRENT ASSETS:				
Cash and cash equivalents	\$	645,281	\$	883,891
Short-term investments		5,857,613		5,419,715
Accounts receivable, net		213,674		238,317
Short-term pledges receivable, net		65,318		102,652
Inventory		53,254		65,333
Prepaid expenses		285,474		242,336
Total current assets		7,120,614		6,952,244
PROPERTY AND EQUIPMENT:				
Furniture and equipment		881,347		966,023
Building and improvements		425,781		384,666
Land		71,416		71,416
Less accumulated depreciation		(981,359)		(1,048,305)
Property and equipment, net		397,185		373,800
LONG-TERM PLEDGES RECEIVABLE, net				124,339
TOTAL ASSETS	<u>\$</u>	7,517,799	<u>\$</u>	7,450,383
LIABILITIES AND NET	ASS	ETS		
CURRENT LIABILITIES:				
Accounts payable and accrued				
liabilities	\$	579,354	\$	569,737
Due to the USOC		76,948		18,289
Deferred revenue		468,781		220,332
Total current liabilities		1,125,083		808,358
NET ASSETS:				
Unrestricted		62,646		528,485
Unrestricted - Board designated		2,238,576		2,025,624
Temporarily restricted		4,091,494		4,087,916
Total net assets		6,392,716		6,642,025

TOTAL LIABILITIES AND NET ASSETS

See Notes to Financial Statements

<u>\$ 7,517,799</u> <u>\$ 7,450,383</u>

UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC. d/b/a USA WRESTLING Statement of Activities and Changes in Net Assets For the Year Ended August 31, 2011 (With Comparative Totals for 2010)

	<u>Unrestricted</u>	Temporarily Restricted	2011 Totals	2010 Totals
SUPPORT AND REVENUE: Membership USOC grants Educational programs Tour and program revenue Newspaper and internet	\$ 4,160,982 1,297,082 864,819 803,747	\$	\$ 4,160,982 1,297,082 864,819 803,747	\$ 4,087,826 1,498,187 914,648 407,679
income Corporate sponsorship Grants and contributions Investment income Royalties Other Gain on disposal of	614,712 498,787 303,933 218,275 168,822 18,026	193,586 94,400	614,712 498,787 497,519 312,675 168,822 18,026	629,600 394,655 599,058 126,063 155,902 15,165
assets Sports broadcasting Satisfied program restrictions	3,850 500 284,408	(284,408)	3,850 500	1,650
Total support and revenue	9,237,943	3,578	9,241,521	8,830,433
EXPENSES: Program services: National Team Membership Events and educational programs Promotion and sports broadcasting	4,701,058 2,641,002 1,461,455 252,207		4,701,058 2,641,002 1,461,455 252,207	3,937,985 2,546,360 1,337,501 <u>383,522</u>
Total program services	9,055,722		9,055,722	8,205,368
Supporting services: General and administrative	435,108		435,108	485,219
Total supporting services	435,108		435,108	485,219
Total expenses	9,490,830		9,490,830	8,690,587
CHANGE IN NET ASSETS	(252,887)	3,578	(249,309)	139,846
NET ASSETS, beginning of year	2,554,109	4,087,916	6,642,025	6,502,179
NET ASSETS, end of year	<u>\$ 2,301,222</u>	<u>\$</u> 4,091,494	<u>\$ 6,392,716</u>	<u>\$ 6,642,025</u>

See Notes to Financial Statements

UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC. d/b/a USA WRESTLING Statement of Cash Flows For the Year Ended August 31, 2011

(With Comparative Amounts for 2010)

		<u>2011</u>		<u>2010</u>
CASH FLOWS FROM OPERATING ACTIVITIES: Change in net assets	\$	(249,309)	\$	139,846
Adjustments to reconcile change			•	
in net assets to net cash used by operating activities:				
Depreciation		87,670		72,823
Gain on disposal of equipment		(3,850)		,
Restricted investment income		(94,400)		(88,075)
Restricted contributions Realized (gain) loss on investments		(193,586) (224,723)		(228,074) 60,052
Unrealized gain on investments		(48,092)		(112,453)
Decrease (increase) in assets:				
Accounts receivable		24,643		2,429
Inventory Prepaid expenses		12,079 (43,138)		(9,272) (120,879)
Increase (decrease) in liabilities:		(10,100,		(120,0,0)
Accounts payable and accrued liabilities		9,617		14,891
Due to the USOC Deferred revenue		58,659		(35,153)
		248,449		(80,702)
Total adjustments		(166,672)		(524,413)
Net cash used by		(415 001)		
operating activities		(415,981)		(384,567)
CASH FLOWS FROM INVESTING ACTIVITIES: Short-term investments, net		(165,083)		(212,630)
Disposal of property and equipment		3,850		(,,
Acquisition of property and equipment		(111,055)		(118,748)
Net cash used by				
investing activities		(272,288)		(331,378)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Principal payments on capital lease obligations				(3,775)
Restricted investment income		94,400		88,075
Collection of pledges restricted				
for capital campaign Restricted contributions		161,673 193,586		233,018 228,074
		199,900		220,074
Net cash provided by financing activities		449,659		545,392
NET DECREASE IN CASH		(238,610)		(170,553)
CASH AND CASH EQUIVALENTS,				
beginning of year		883,891		1,054,444
CASH AND CASH EQUIVALENTS,				
end of year	<u>\$</u>	645,281	\$	883,891

See Notes to Financial Statements

UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC. d/b/a USA WRESTLING

Notes to Financial Statements

For the Year Ended August 31, 2011

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>Organization</u>

United States of America Wrestling Association, Inc. (the Association) is the national governing body for amateur wrestling, making it responsible for the promotion and development of the sport in the United States.

The Association qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and, accordingly, is not subject to federal income tax. The Association is not a private foundation.

Prior-Year Comparisons

The financial statements include certain prior-year summarized comparative information in total but not by net asset or functional expense 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 in conjunction with the Association's should be read financial statements for the year ended August 31, 2010, from which the summarized information was derived.

Certain reclassifications have been made to the prior-year amounts in order to conform to the current year financial statement format.

Cash and Cash Equivalents

Cash and cash equivalents consist of the Association's checking and money market accounts. At August 31, 2011, the Association had \$645,130 on deposit at one commercial bank. Balances in non-interest bearing accounts are fully insured. The financial institution has collateralized the interest bearing deposits by pledging 102% of the balances on deposit with securities backed by agencies of the federal government, as required by current law. In the event of a bank failure, the Association might only be able to recover the amounts insured in their interest bearing accounts.

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Inventory

Inventory is stated at the lower of cost (first-in, first out method) or market and consists of uniforms and publications.

Accounts Receivable

The Association has recorded accounts receivable at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. An allowance for doubtful accounts of \$2,246 and \$603 was recorded at August 31, 2011 and 2010, respectively.

<u>Depreciation</u>

Furniture and equipment are recorded at cost. The Association capitalizes all assets that have an original cost or fair market value of \$1,000 or greater. Depreciation is recorded using the straight-line method over the estimated useful lives for each asset as follows:

		Years
Furniture and Building	equipment	3-7 40

Depreciation expense for the years ended August 31, 2011 and 2010 was \$87,670 and \$72,823, respectively, and includes depreciation on equipment financed with capital leases.

Functional Allocation of Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Contributions

Gifts of cash and other assets are reported as restricted support if they are received with donor stipulations that limit the use of donated assets. When a restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as satisfied program restrictions.

Membership Revenue

Membership revenue is recognized as revenue in the corresponding year of the license and consists of the following:

	<u>2011</u>	<u>2010</u>
Athlete registrations Non-athlete registrations	\$ 3,287,487 <u>873,495</u>	
	<u>\$ 4,160,982</u>	<u>\$ 4,087,826</u>

Contributed Services

The Association receives a substantial amount of donated services in carrying out the Association's programs. No amounts have been reflected in the financial statements for those services since they do not meet the criteria for recognition under FASB ASC 958.

Income Taxes

The Financial Accounting Standards Board (FASB) issued FASB ASC 740, "Income Taxes", which clarifies the accounting and recognition for income tax positions taken or expected to be taken in the Association's income tax returns.

The Association's income tax filings are subject to audit by various taxing authorities. The Association's open audit periods are 2007-2010. The Association believes that its operations have been conducted in accordance with its tax-exempt status.

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of Estimates in Preparation of Financial Statements

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, the disclosure of contingent liabilities, and the reported amounts of revenues and expenses. Actual results could differ from those estimates.

Date of Management's Review

In preparing the financial statements, the Association has evaluated events and transactions for potential recognition or disclosure through December 6, 2011, the date that the financial statements were available to be issued.

B. FAIR VALUE MEASUREMENTS

The Association applies Generally Accepted Accounting Principles (GAAP) for fair value measurements of financial assets that are recognized or disclosed at fair value in the financial statements on a recurring basis. GAAP establishes fair value hierarchy that prioritizes the inputs to а valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities 1 measurements) and the lowest priority (Level to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Association has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

B. FAIR VALUE MEASUREMENTS - Continued

The following tables present assets that are measured at fair value on a recurring basis at August 31, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
Money market funds Equities	\$ 2,314,755 876,748	\$	\$	\$ 2,314,755 876,748
Corporate bonds Mutual funds	626,954 415,750			626,954 415,750
Government bonds USOF pooled	403,770			403,770
funds			1,219,636	1,219,636
	<u>\$ 4,637,977</u>	<u>\$</u>	<u>\$ 1,219,636</u>	<u>\$ 5,857,613</u>

Assets at Fair Value as of August 31, 2011

Assets at Fair Value as of August 31, 2010

_	Level 1	Level 2	Level 3	Total
Money market funds Corporate	\$ 2,074,978	\$	\$	\$ 2,074,978
bonds Equities	945,714 1,032,905			945,714 1,032,905
Government bonds	297,953			297,953
USOF pooled funds			1,068,165	1,068,165
	<u>\$ 4,351,550</u>	\$	<u>\$ 1,068,165</u>	<u>\$ 5,419,715</u>

Below is a reconciliation of the beginning and ending balance of assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended August 31, 2011:

Beginning balance	\$1,068,165
Interest & dividends	19,203
Net realized and unrealized gains	
included in the statement of activities	132,268
Ending balance	<u>\$1,219,636</u>
Gain included in the statement of activities attributable to the change in unrealized gains relating to assets still held at	
August 31, 2011	<u>\$ 93,273</u>

B. FAIR VALUE MEASUREMENTS - Continued

Investment income (loss) consists of the following at August 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Interest and dividends Realized gains (losses)	\$ 39,860	\$ 73,662
on securities	224,723	(60,052)
Unrealized gains on securities	 48,092	 112,453
	\$ 312,675	\$ 126,063

C. PLEDGES RECEIVABLE

Pledges receivable represent promises to give which have been made by donors but have not yet been received by the Association. Short-term pledges receivable are reflected net of an allowance for doubtful accounts of \$20,066.

During the years ended August 31, 2011 and 2010, the Association collected \$162,334 and \$220,000, respectively, of pledges which had been recognized as support in previous years.

Total unconditional promises to give were as follows at August 31, 2011:

Pledges receivable in less than one year	\$ 85,384
Less allowance for doubtful accounts	 (20,066)
Short-term pledges receivable	\$ 65,318

D. DEFERRED REVENUE

Deferred revenue consists of the following at August 31, 2011 and 2010:

		<u>2011</u>		<u>2010</u>
Sponsorship Membership USOC grants 2012 Trials management fee	\$	171,722 154,593 64,966 62,500	\$	142,803 19,968 31,236
Tour & participant revenue Advertising income		15,000		23,500 2,825
	Ş	<u>468,781</u>	Ş	220,332

E. OPERATING LEASES

The Association leases a mailing system under an operating lease through September 2012. This lease requires monthly payments of \$846.

Future minimum lease payments for the years ended August 31 are as follows:

2012	\$ 10,152
2013	846

F. BOARD DESIGNATED NET ASSETS

In prior years, the Board of Directors established separate cash and investment accounts for the purpose of creating an operating reserve and a reserve for future increases in insurance costs.

The Board designated net assets amount to the following at August 31, 2011 and 2010:

	2011	<u>2010</u>
Operating reserve Insurance reserve	\$1,351,187 	\$1,303,249 722,375
	<u>\$2,238,576</u>	<u>\$2,025,624</u>

Any use of the operating reserve requires approval by a twothirds majority vote of the Board of Directors.

G. TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets at August 31, 2011 and 2010 consist of the following:

	<u>2011</u>	<u>2010</u>
Capital campaign	\$3,854,085	\$3,854,486
Multiple medal incentive program	163,308	163,081
Greco Roman programs	40,414	41,109
Living the Dream program	33,687	29,240
	<u>\$4,091,494</u>	<u>\$4,087,916</u>

The capital campaign donations are restricted for the national team and at-risk youth programs. The multiple medal incentive donations are to be used to offer wrestlers who have won multiple medals an incentive to stay involved in the sport.

G. TEMPORARILY RESTRICTED NET ASSETS - Continued

Net assets are released from donor restriction by incurring expenses that satisfy the restricted purpose. During the years ended August 31, 2011 and 2010, net assets were released from restrictions as follows:

	<u>2011</u>	<u>2010</u>
Athlete stipends Greco Roman programs	\$ 60,408 41,109	\$ 74,100
Consulting Cadet world championships Freestyle Junior World Cup	35,000 30,000 28,500	4,890
Regional training programs Camp scholarship program	23,400	30,550 50,000
Living the Dream Medal Fund President's award	18,500 11,091	,
Greco special program Living the Dream Medal Fund promotions	5,000 5,000	
Engel grant program Beat the Streets	4,000 1,200	
Book project National Team	1,000 200	10,000 1,100
Grappling event Marketing study		75,000 47,500
Women's stipend program SME case study Travel	 	 25,000 16,975 <u>12,165</u>
	\$ 284,408	\$ 347,280

H. RELATED PARTY TRANSACTIONS

During the years ended August 31, 2011 and 2010, the United States Olympic Committee (USOC) provided grants to the Association under the following categories:

	<u>2011</u>	<u>2010</u>
NGB funding	\$1,235,228	\$1,423,119
Value in-kind	51,292	59,447
International relations grant	10,562	15,621
	<u>\$1,297,082</u>	<u>\$1,498,187</u>

H. RELATED PARTY TRANSACTIONS - Continued

At August 31, 2011 and 2010 the Association owed the USOC \$76,948 and \$18,289, respectively, for Olympic Games and Olympic Training Center expenses.

The USOC also paid stipends directly to athletes in the years ended August 31, 2011 and 2010.

The Association is economically dependent upon grants from the USOC in order to maintain its programs at current levels.

I. PENSION PLAN

The Association has a tax sheltered annuity pension plan that covers substantially all of its employees. The plan allows employer and employee contributions. During the years ended August 31, 2011 and 2010, pension expense for employer contributions amounted to \$121,402 and \$114,539, respectively.

UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC. $$\rm d/b/a\ USA\ WRESTLING$

Schedule of Program Services

For the Year Ended August 31, 2011

	National Team	Membership	Events and Educational Programs	Promotion and Sports Broadcasting	Total
Accident insurance	\$	\$ 555,847	\$	\$	\$ 555,847
Apparel	ې 10,652	\$ 555,647	ې 33,896	ş	\$
Athlete assistance	510,450		55,090		510,450
Bad debt expense	510,450	584	314	135	1,841
Bank charges & fees	12,793	150,800	5,810	2,132	171,535
Communications	23,793	17,505	12,999	3,798	58,095
Depreciation	20,385	14,723	25,716	3,398	64,222
Dues & subscriptions	20,385	566	305	131	1,785
Event expenses	1,262	345	28,027	17,735	47,369
FILA & international relations	1,202	345	10,639	17,755	47,369
Gifts & awards	460	3,962		2,846	•
		•	105,308	•	112,576
Hospitality & protocol	10,042	5,834	15,426 8,975	11,955 868	43,257
Insurance	29,369	28,220		000	67,432
Internet/bracketing		38,431	16,776		55,207
Liability insurance	2 464	272,371	1 245		272,371
Maintenance & repair	3,464	2,502	1,347	577	7,890
Medical expenses	4,875	F F 40	4 165	1 500	4,875
Occupancy	10,717	7,740	4,167	1,786	24,410
Office activities	15,474	11,176	8,108	2,579	37,337
Other expenses	58,663	6,704	18,156	450	83,973
Other professional fees	22,285	31,095	8,667	2,221	64,268
Outside services & honoraria	367,209	63,787	56,186	11,064	498,246
Postage & shipping	12,211	160,327	14,947	2,396	189,881
Printing	3,920	1,880	2,042	6,218	14,060
Production costs		195,378		16,000	211,378
Professional development	171	123	66	28	388
Promotions & publicity		20,092	11,722	341	32,155
Recruiting	4,816	780	420	180	6,196
Salaries, benefits &					
payroll taxes	1,410,142	758,916	672,708	70,781	2,912,547
Site costs	7,217	150	66,130	233	73,730
Sponsor & employee relations				31,769	31,769
State association expense		111,755			111,755
Supplies & equipment	171,129	41,774	19,584	39	232,526
Trainers			10,860		10,860
Travel & lodging	1,884,571	137,355	292,251	62,547	2,376,724
Visas & FILA stamps	103,397	280	9,903		113,580
	<u>\$ 4,701,058</u>	<u>\$ 2,641,002</u>	<u>\$ 1,461,455</u>	<u>\$252,207</u>	<u>\$ 9,055,722</u>

UNITED STATES OF AMERICA WRESTLING ASSOCIATION, INC. d/b/a USA WRESTLING Schedule of Supporting Services For the Year Ended August 31, 2011

	Board of National Directors & Office Committees		Total	
Bad debt expense	\$ 404	\$	\$ 404	
Bank & credit card fees	6,396		6,396	
Communications	11,567	2,803	14,370	
Depreciation	10,193		10,193	
Dues & subscriptions	392		392	
Employee recruitment	540		540	
FILA & international relations	6,355		6,355	
Gifts & awards		2,320	2,320	
Insurance	2,604	3,573	6,177	
Legal & accounting fees	6,662		6,662	
Maintenance & repair	1,732		1,732	
Occupancy	18,169		18,169	
Office activities	7,737		7,737	
Other expenses	6,984	2,936	9,920	
Other professional fees	4,480		4,480	
Outside services	8,905		8,905	
Postage & shipping	5,875	1,670	7,545	
Printing	943	37	980	
Professional development	85		85	
Promotions, hospitality & protocol	26,878	187	27,065	
Salaries, benefits & payroll taxes	212,342		212,342	
Supplies	5,358		5,358	
Travel & lodging	37,768	39,213	76,981	
	<u>\$ 382,369</u>	<u>\$52,739</u>	<u>\$ 435,108</u>	