

**SLEEPING CHILDREN AROUND THE WORLD
CONSOLIDATED FINANCIAL STATEMENTS**

February 28, 2014

INDEPENDENT AUDITOR'S REPORT

To the Directors

SLEEPING CHILDREN AROUND THE WORLD

We have audited the accompanying consolidated financial statements of Sleeping Children Around the World, which consist of the consolidated statement of financial position as at February 28, 2014 and the consolidated statements of operations, changes in net assets and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Canadian accounting standards for not-for-profit organizations and for such internal control as management determines is necessary to enable the preparation 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 conducted our audit in accordance with Canadian Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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 qualified audit opinion.

Basis of Qualified Opinion

In common with many charitable organizations, the Organization derives revenue from donations, the completeness of which is not susceptible to complete verification by audit procedures. Accordingly, our examination of these revenues was confined to tests of recorded receipts in authorized depositories. We were not able to determine whether any adjustments may be required to donations, excess of revenues over expenditures, current assets and net assets.

Qualified Opinion

In our opinion, except for the effects of the adjustments and disclosures in the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements present fairly, in all material respects, the financial position of Sleeping Children Around the World as at February 28, 2014, and its financial performance and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

MNP_{up}

Mississauga, Ontario

August 13, 2014

Chartered Professional Accountants

Licensed Public Accountants

Sleeping Children Around The World
Consolidated Statement of Financial Position

As at February 28, 2014

	Operating Account	Capital Assets	Bedkit Account	Legacy Account	Pinehurst Club	2014 Total	2013 Total
ASSETS							
Current:							
Cash	\$ 34,942	\$ -	\$ 170,431	\$ 342,912	\$ 16,403	\$ 564,688	\$ 903,836
Prepaid expenses	-	-	-	-	9,000	9,000	10,978
Accrued interest	-	-	-	29,748	-	29,748	37,369
Accounts receivable	3,429	-	-	-	-	3,429	-
Marketable securities (schedule)	-	-	-	988,659	-	988,659	380,180
Interaccount receivables (payables) (Note 3)	<u>(11,178)</u>	<u>-</u>	<u>8,027</u>	<u>135</u>	<u>3,016</u>	<u>-</u>	<u>-</u>
	27,193	-	178,458	1,361,454	28,419	1,595,524	1,332,363
Marketable securities (schedule)	-	-	-	2,316,197	-	2,316,197	3,021,957
Property and building (Note 4)	-	293,000	-	-	-	293,000	301,000
Computer software (Note 5)	<u>29,290</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>29,290</u>	<u>-</u>
Total Assets	<u>\$ 56,483</u>	<u>\$ 293,000</u>	<u>\$ 178,458</u>	<u>\$ 3,677,651</u>	<u>\$ 28,419</u>	<u>\$ 4,234,011</u>	<u>\$ 4,655,320</u>
LIABILITIES							
Accounts payable and accruals	\$ 7,601	\$ -	\$ -	\$ -	\$ -	\$ 7,601	\$ 6,215
Donations received in advance	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,150</u>
	<u>7,601</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>7,601</u>	<u>17,365</u>
NET ASSETS							
Restricted	-	293,000	178,458	3,677,651	28,419	4,177,528	4,615,294
Unrestricted	<u>48,882</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>48,882</u>	<u>22,661</u>
Total Net Assets	<u>48,882</u>	<u>293,000</u>	<u>178,458</u>	<u>3,677,651</u>	<u>28,419</u>	<u>4,226,410</u>	<u>4,637,955</u>
Total Liabilities and Net Assets	<u>\$ 56,483</u>	<u>\$ 293,000</u>	<u>\$ 178,458</u>	<u>\$ 3,677,651</u>	<u>\$ 28,419</u>	<u>\$ 4,234,011</u>	<u>\$ 4,655,320</u>

Director _____

Treasurer _____

The accompanying notes are an integral part of these consolidated financial statements

Sleeping Children Around The World
Consolidated Statement of Operations

For the year ended February 28, 2014

	Operating Account		Capital Assets		Bedkit Account		Legacy Account		Pinehurst Club	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Revenues:										
Regular donations	\$ 500	\$ 400	\$ -	\$ -	\$ 1,953,345	\$ 2,175,631	\$ 5,000	\$ 15,000	\$ 204,469	\$ 192,345
Sales	1,716	16	-	-	413	1,376	-	-	-	-
Investment income	-	-	-	-	702	1,076	114,961	126,012	-	-
	<u>2,216</u>	<u>416</u>	<u>-</u>	<u>-</u>	<u>1,954,460</u>	<u>2,178,083</u>	<u>119,961</u>	<u>141,012</u>	<u>204,469</u>	<u>192,345</u>
Expenditures:										
Postage	6,968	13,740	-	-	-	-	-	-	-	-
Administrative services	48,939	45,623	-	-	-	-	-	-	-	-
Pinehurst Club breakfast	-	-	-	-	-	-	-	-	42,038	41,254
Maintenance and janitorial	3,572	3,336	-	-	-	-	-	-	-	-
Insurance	4,785	1,438	-	-	-	-	-	-	-	-
Bank charges	12,015	6,699	-	-	-	-	-	-	869	849
Office and printing	30,814	29,951	-	-	-	-	-	-	-	-
Property taxes	7,327	7,269	-	-	-	-	-	-	-	-
Utilities	3,766	3,303	-	-	-	-	-	-	-	-
Communications	6,385	5,790	-	-	-	-	-	-	-	-
Professional fees	8,085	7,185	-	-	-	-	-	-	-	-
HST refund	(6,698)	(3,098)	-	-	-	-	-	-	(3,016)	(3,663)
Distributions (schedule)	-	-	-	-	2,520,008	2,167,500	-	-	-	-
Amortization (Note 4)	-	-	8,000	8,000	-	-	-	-	-	-
Foreign exchange loss (gain)	37	-	-	-	(1,243)	(1,121)	-	-	-	-
	<u>125,995</u>	<u>121,236</u>	<u>8,000</u>	<u>8,000</u>	<u>2,518,765</u>	<u>2,166,379</u>	<u>-</u>	<u>-</u>	<u>39,891</u>	<u>38,440</u>
Excess (deficiency) of revenues over expenditures	<u>\$ (123,779)</u>	<u>\$ (120,820)</u>	<u>\$ (8,000)</u>	<u>\$ (8,000)</u>	<u>\$ (564,305)</u>	<u>\$ 11,704</u>	<u>\$ 119,961</u>	<u>\$ 141,012</u>	<u>\$ 164,578</u>	<u>\$ 153,905</u>

The accompanying notes are an integral part of these consolidated financial statements

Sleeping Children Around The World
Consolidated Statement of Changes in Net Assets

For the year ended February 28, 2014

	Operating Account	Restricted Funds			Total Restricted Funds	2014 Total	2013 Total	
		Capital Assets	Bedkit Account	Legacy Account				Pinehurst Club
Net assets, beginning of year	\$ 22,661	\$ 301,000	\$ 739,763	\$ 3,546,163	\$ 28,368	\$ 4,615,294	\$ 4,637,955	\$ 4,460,154
Excess (deficiency) of revenues over expenditures	(123,779)	(8,000)	(564,305)	119,961	164,578	(287,766)	(411,545)	177,801
Legacy Account to other accounts (Note 3)	150,000	-	3,000	(153,000)	-	(150,000)	-	-
Pinehurst Club to Legacy Account (Note 3)	-	-	-	<u>164,527</u>	<u>(164,527)</u>	-	-	-
Balance, end of year	<u>\$ 48,882</u>	<u>\$ 293,000</u>	<u>\$ 178,458</u>	<u>\$ 3,677,651</u>	<u>\$ 28,419</u>	<u>\$ 4,177,528</u>	<u>\$ 4,226,410</u>	<u>\$ 4,637,955</u>

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Sleeping Children Around The World
Consolidated Statement of Cash Flows

For the year ended February 28, 2014

	2014	2013
Cash flow was provided from (applied to):		
Operating activities:		
Cash received from donations and other activities	\$ 2,151,570	\$ 2,384,720
Cash paid for bedkits and operating expenses	(2,681,290)	(2,349,305)
Interest received	<u>123,074</u>	<u>142,325</u>
	<u>(406,646)</u>	<u>177,740</u>
Investing activities:		
Purchases of marketable securities	(591,889)	(200,000)
Purchase of computer software	(29,290)	-
Proceeds from marketable securities	<u>688,677</u>	<u>314,749</u>
	<u>67,498</u>	<u>114,749</u>
Increase (decrease) in cash	(339,148)	292,489
Cash, beginning of year	<u>903,836</u>	<u>611,347</u>
Cash, end of year	<u>\$ 564,688</u>	<u>\$ 903,836</u>

These accompanying notes are an integral part of these financial statements

Sleeping Children Around The World
Consolidated Schedule of Investments

As at February 28, 2014

Marketable Securities	2014 Cost	2013 Cost
Bank of Nova Scotia 4.94% due April 15, 2019	\$ 204,060	\$ 204,060
Bank of Nova Scotia 3.43% due July 16, 2014	101,690	101,690
Canada Housing Trust 4.1% due December 15, 2018	207,710	207,710
Enbridge 5.0% due August 9, 2016	267,860	267,860
GE Capital 5.1% due June 1, 2016	160,296	160,296
Manulife Financial Money Market Investment Savings Account	196,642	76,849
Province of New Brunswick 4.45% due March 26, 2018	175,695	175,695
Province of Ontario 4.2% due March 8, 2018	276,081	276,081
Province of Quebec 4.5% due December 1, 2017	172,678	172,678
Province of Quebec 4.5% due December 1, 2019	148,210	148,210
Royal Bank of Canada Money Market Investment Savings Account	81,941	80,996
Royal Bank of Canada 3.66% due January 25, 2017	152,154	152,154
Toronto Dominion Bank Money Market Investment Savings Account	208,835	23,310
Wells Fargo 3.97% due November 3, 2014	207,340	207,340
407 International 3.88% due June 16, 2015	209,060	209,060
Industrial Alliance 4.75% due December 14, 2021	79,993	79,992
GIC Equitable Trust 1.85% due January 21, 2015	100,000	100,000
GIC Equitable Bank 2.15% due July 8, 2016	100,000	-
GIC Bank of Nova Scotia 1.825% due January 21, 2015	100,000	100,000
GIC Home Trust Company 2.1% due March 20, 2017	100,000	-
GIC Manulife Trust 2.1% due August 2, 2016	100,000	-
Securities matured and called during the year	<u>-</u>	<u>689,171</u>
	3,350,245	3,433,152
Amortization of bond premium	<u>(45,389)</u>	<u>(31,015)</u>
	3,304,856	3,402,137
Securities maturing within a year	<u>(988,659)</u>	<u>(380,180)</u>
	\$ 2,316,197	\$ 3,021,957
Securities maturing after a year	<u>\$ 2,316,197</u>	<u>\$ 3,021,957</u>
Market value of marketable securities	<u>\$ 3,432,916</u>	<u>\$ 3,572,803</u>

The accompanying notes are an integral part of these consolidated financial statements

Sleeping Children Around The World
Consolidated Schedule of Bedkit Funding
For the year ended February 28, 2014

	2014	2013
Kenya	\$ 175,000	\$ -
Sri Lanka	140,000	140,000
Nicaragua	140,000	140,000
Bangladesh	-	210,000
India	857,500	857,500
Philippines	210,000	210,000
Togo	175,000	175,000
Tanzania	240,003	50,000
Honduras	197,505	175,000
Uganda	<u>385,000</u>	<u>210,000</u>
	\$ <u>2,520,008</u>	\$ <u>2,167,500</u>
 Total bedkits funded (Note 6)	 <u>72,000</u>	 <u>61,929</u>

These accompanying notes are an integral part of these consolidated financial statements

Sleeping Children Around The World

Notes to Consolidated Financial Statements

For the year ended February 28, 2014

1. Purpose of the Organization

Sleeping Children Around the World (the "Organization") is a federally-incorporated charity and qualifies as a not-for-profit organization that is exempt from taxation under provisions of the Income Tax Act (Canada).

The Organization's objectives are:

- To provide bedkits, consisting of a mat, pillow, sheet, blanket, mosquito net, clothing and school supplies to needy children in underdeveloped and developing countries around the world
- To maximize the number of bedkits distributed annually based on the current level of donations and
- To safeguard the Organization's ability to continue to fulfill its mandate over the long-term.

To achieve the above objectives, the Organization's policy with respect to managing its capital is as follows:

- Bedkit donations are monitored relative to the planned number of bedkits to be distributed. Any temporary surplus cash held in the Bedkit Account is at all times invested based on the requirements for preservation of capital, income and liquidity.
- The Legacy Account generates investment income to pay operating expenses. The account is maintained at a minimum threshold balance approved by the Board of Directors to ensure the Organization's long-term viability. The Board may, at its discretion, make capital withdrawals from the account to purchase bedkits or pay expenses, so long as any such withdrawal does not cause the total market value of the account to fall below the minimum threshold balance, which is currently at \$3,200,000.
- Funds are invested in accordance with prudent and sound investment policies. Given the need for investment income to cover the Organization's expenses, funds held in the Legacy Account are at all times invested based on the requirements for preservation of capital, income and liquidity.
- The Pinehurst Club Account was established to generate funds to supplement the Legacy Account and help ensure that 100% of bedkit donations are used for bedkits.

2. Summary of significant accounting policies

Basis of consolidation

These consolidated financial statements include the assets, liabilities and operating results for the Organization and Sleeping Children Around the World-USA, Inc. (SCAW USA). SCAW USA has the same Board of Directors as the Organization and is considered to be controlled by the Organization. Transactions between the organizations have been eliminated on consolidation.

SCAW USA was established in 2010 as a Massachusetts corporation organized exclusively for charitable purposes and is exempt from taxation under the Internal Revenue Code in the United States. The purpose of SCAW USA is the same as SCAW as described above. For the year ended February 28, 2014, SCAW USA raised U.S. \$38,341 (2013 - \$18,461) in bedkit donations, it made a bedkit distribution of \$43,000 (2013 - \$Nil) and had a balance of U.S. \$16,322 (2013 - \$21,068) held in cash at year end.

Sleeping Children Around The World

Notes to Consolidated Financial Statements

For the year ended February 28, 2014

2. Summary of significant accounting policies *(Continued from previous page)*

Recognition of contributions

The Organization follows the restricted fund method in which restricted contributions are recognized when they are received in the account corresponding to the purpose for which they were donated.

Investment income earned on marketable securities in the Legacy Account and on short-term investments in the Bedkit and Pinehurst Accounts, are recognized as revenue in the account when it is earned.

Basis of reporting

These consolidated financial statements reflect the assets, liabilities, sources of financing and expenditures of the following accounts:

Operating Account - The Organization utilizes this account to pay operating expenses to fulfil its mandate.

Bedkit Account - Established at inception as an account to be used solely for the provision of bedkits under the Organization's mandate. Large estate donations of \$100,000 or more are shown separately from regular donations.

Legacy Account - Established at inception to provide funds for the Operating Account for use by the Organization in fulfilling its mandate. \$3,000 of earned interest from a \$50,000 donation in prior years is stipulated to be used annually to buy bedkits.

Large bequests, donated to fund bedkits, can not always be utilized for that purpose in the year received. In such cases, the bequest may be temporarily invested in the Legacy Account to optimize investment income. The bequest, along with interest earned, will be used to fund bedkits as soon as practical. The amount of any such bequests held in the Legacy Account is shown as an Interaccount payable to the Bedkit Account.

Except as noted above, interest earned in this account is used for operations. Legacy Account funds not required to pay operating expenses may, with the approval of the Board of Directors, be transferred to either the Bedkit Account or the Operating Account with the condition that, after any such transfer, there would remain in the Legacy Account a minimum threshold balance of net assets of at least \$3,200,000.

Capital Assets - Property and building are carried at the lower of cost less accumulated amortization and estimated net recoverable amount. Contributed capital assets are recorded at fair value at the date of contribution. Amortization on the building is provided on a straight-line basis over 25 years.

Pinehurst Club - Established in 2008 by a group of business leaders to raise awareness and funds for the Legacy Account.

Bedkit funding distributions

The Organization recognizes bedkits as having been distributed at the time the funding for the bedkits is transferred to the Organization's representatives in recipient countries.

Contributed services

Volunteers contribute their time to assist the Organization in carrying out its community service activities. Contributed services are not recognized in the consolidated financial statements because of the difficulty in determining their fair value.

Sleeping Children Around The World

Notes to Consolidated Financial Statements

For the year ended February 28, 2014

2. Summary of significant accounting policies *(Continued from previous page)*

Financial instruments

Financial instruments are recorded at fair value on initial recognition. The Organization's financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Organization has not elected to carry any such financial instruments at fair value.

All financial instruments are adjusted by transaction costs incurred on acquisition and financing costs, which are amortized using the straight-line method.

Financial assets are assessed for impairment on an annual basis at the end of the fiscal year if there are indicators of impairment. If there is an indicator of impairment, the Organization determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount the Organization expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future period, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial carrying value.

Financial assets consist of cash, accrued interest, accounts receivable and marketable securities. Financial liabilities consist of accounts payable and accruals.

Long-lived assets

Long-lived assets consist of the property and building and computer software. Long-lived assets are recorded at cost, less accumulated amortization. Amortization of the building and computer software is provided on straight line basis over the estimated useful life of 25 years and 5 years respectively from the date the asset is available for use. The property is not amortized. When a long-lived asset no longer has any long-term service potential to the Organization, the excess of its net carrying amount over any residual value is recognized as an expense in the consolidated statement of operations. Any write-down is not reversed.

Foreign currency translation

Monetary assets and liabilities are translated at currency exchange rates in effect at the balance sheet date. Revenue and expenses are translated at average rates prevailing during the period, except for amortization, which is translated at historical exchange rates. Translation gains and losses for the year are reflected in the consolidated statement of operations.

Use of estimates

The preparation of consolidated financial statements in conformity with Canadian ASNPO 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 consolidated financial statements, and the reported revenues and expenditures during the reporting period.

3. Interaccount transfers

During the year, the sum of \$150,000 (2013 - \$136,000) was transferred from the Legacy Account to the Operating Account to assist the Organization in fulfilling its mandate. The sum of \$3,000 (2013 - \$5,050) was transferred from the Legacy Account to the Bedkit Account to purchase bedkits. The sum of \$164,527 (2013 - \$159,477) was transferred from the Pinehurst Club to the Legacy Account.

Sleeping Children Around The World
Notes to Consolidated Financial Statements

For the year ended February 28, 2014

4. Property and building

	2014		2013	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Land	\$ 205,000	\$ -	\$ 205,000	\$ -
Building	<u>200,000</u>	<u>112,000</u>	<u>200,000</u>	<u>104,000</u>
	<u>\$ 405,000</u>	<u>\$ 112,000</u>	<u>\$ 405,000</u>	<u>\$ 104,000</u>
Net book value		<u>\$ 293,000</u>		<u>\$ 301,000</u>

Total amortization expensed during the year was \$8,000 (2013 - \$8,000).

5. Computer software

As at February 28, 2014, the computer software was under development, and accordingly no amortization has been recorded.

6. Bedkit funding distributions

For the fiscal year, the Organization funded 72,000 (2013 - 61,929) bedkits for twelve distributions in nine countries.

7. Financial instruments risk management

The Organization's investment activities expose it to a variety of financial risks. The Board seeks to minimize these risks by utilizing professional advisors and by monitoring the investment activities and diversifying the investment portfolio within the constraints of the investment guidelines and objectives. The investment portfolio is comprised of cash and cash equivalents, fixed income securities and Canadian equities.

Interest rate risk

Interest rate risk arises on interest bearing financial instruments held in the investment portfolio such as bonds. The Organization is exposed to the risk that the value of interest bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates.

Foreign currency risk

Foreign currency risk is the risk that a variation in the exchange rates between the Canadian dollar and foreign currencies will affect the Organization's operating and financial results. SCAW USA holds donations and transfers received in U.S. funds until disbursed and accordingly is exposed to currency risk when reported in Canadian dollars. As at February 28, 2014, SCAW USA held U.S. funds of \$16,322 (2013 - \$21,068).

Other price risk

Other price risk is the risk that the value of the financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether caused by factors specific to an individual investment, its issuer, or other factors affecting instruments traded in a market or market segment. All securities present a risk of loss of capital. The Organization moderates this risk through a careful selection of securities and other financial instruments within the parameters of its investment guidelines and strategy. The maximum risk resulting from financial instruments is equivalent to their fair value. The Organization's investments are susceptible to market price risk arising from uncertainties about future prices of the instruments.