Consolidating Financial Statements

December 31, 2016 and 2015

INDEPENDENT AUDITORS' REPORT

Board of Directors Children of Armenia Fund, Inc. and Subsidiary

We have audited the accompanying consolidating statements of financial position of Children of Armenia Fund, Inc. (a not-for-profit corporation) and Subsidiary as of December 31, 2016 and 2015 and the related consolidating statements of activities and cash flows for the years then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these consolidating financial statements in accordance with accounting principles generally accepted in the United States of America. This includes 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 consolidating financial statements based on our audits. We did not audit the financial statements of COAF Armenia, a foreign wholly-owned subsidiary, which statements reflect total assets of \$2,463,847 and \$767,722 as of December 31, 2016 and 2015, respectively, and total support and revenues of \$1,204,257 and \$1,214,412 for the respective years then ended. Those statements were audited by other auditors whose report thereon has been furnished to us and our opinion, insofar as it relates to the amounts included for COAF Armenia, is based solely on the reports of the other auditors.

We conducted our audits in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidating financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidating financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidating 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 consolidating 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 the overall presentation of the consolidating 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 audits and the reports of the other auditors, the consolidating financial statements referred to above present fairly, in all material respects, the consolidating financial position of Children of Armenia Fund, Inc. and Subsidiary as of December 31, 2016 and 2015 and the changes in their net assets and their cash flows for the years then ended in conformity with generally accepted accounting principles in the United States of America.

RJSacco & Company LLP

Princeton, NJ July 28, 2017

December 31, 2016 and 2015

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Consolidating Statements of Financial Position

December 31, 2016 and 2015

	2016							2015 (restated)								
		COAF		COAF						COAF		COAF				
		US		Armenia	Elimin	ations	Co	onsolidated		US		Armenia	Eliminati	ons	C	onsolidated
Assets	6 ,4,414,7					······································					***************************************					
Cash and cash equivalents	\$	448,080	\$	186,974	\$	_	\$	635,054	\$	1,498,965	\$	237,823	\$	_	\$	1,736,788
Unconditional promises to give									·	,,	•		•		*	2,700,700
Unrestricted		2,341,783		_		-		2,341,783		2,491,750		_		_		2,491,750
Other current assets		725		135,486		_		136,211		725		127,249		_		127,974
												127,219				127,571
Total current assets		2,790,588		322,460		_		3,113,048		3,991,440		365,072		_		4,356,512
Property and equipment - net				2,141,319		-		2,141,319		-		402,549		_		402,549
Long-term investments		1,684,928		-		-		1,684,928		1,489,105		-		-		1,489,105
Investment - gifts in kind		25,000		-		-		25,000		25,000		-		_		25,000
Intangible assets - net				68		~		68		-		101		-		101
Total other assets		1,709,928		68		-		1,709,996		1,514,105		101				1,514,206
Total assets	\$	4,500,516	\$	2,463,847	\$	_	\$	6,964,363	\$	5,505,545	\$	767,722	\$		\$	6,273,267
Liabilities and net assets																
	ф	122.050	Ф	10.001	Ф		Φ.	452.044		0.5.000	Φ.					
Accounts payable and accrued expenses	\$	132,070	\$	40,991	\$	-	\$	173,061	\$	95,990	\$	27,505	\$	-	\$	123,495
Grants received and deferred income				2,385,052		_		2,385,052		-		701,681				701,681
Total liabilities		132,070		2,426,043				2,558,113		95,990		729,186				925 177
Total habilities	*****	132,070		2,420,043				2,336,113		93,990		729,100				825,176
Net assets																
Unrestricted		4,368,446		37,804		_		4,406,250		5,409,555		38,536		_		5,448,091
		.,000,1.0		37,001				1,100,230	***************************************	3,407,333		30,330				3,440,071
Total net assets		4,368,446		37,804		_		4,406,250		5,409,555		38,536		_		5,448,091
		, ,						, ,				00,000				2,110,021
Total liabilities and net assets	\$	4,500,516	\$	2,463,847	\$		\$	6,964,363	\$	5,505,545	\$	767,722	\$	-	\$	6,273,267
Total liabilities and net assets	\$	4,500,516	\$	2,463,847	\$	-	\$	6,964,363		5,505,545	\$	767,722	\$		\$	6,273,267

Consolidating Statements of Activities

Years Ended December 31, 2016 and 2015

		2	016		2015 (restated)								
	COAF	COAF			COAF	COAF							
	US	Armenia	Eliminations	Consolidated	US	Armenia	Eliminations	Consolidated					
Changes in unrestricted net assets													
Support and revenue													
Contributions	\$ 231,314	\$ 1,204,257	\$ (1,158,760)	\$ 276,811	\$ 256,161	\$ 1,214,412	\$ (1,183,002)	\$ 287,571					
Fundraising benefits	3,186,625	-	-	3,186,625	3,461,958	-	-	3,461,958					
Direct costs of fundraising	(184,867)	-	-	(184,867)	(204,673)	-	-	(204,673)					
Interest income	6,719	-	-	6,719	30,286	-	-	30,286					
Unrealized gain (loss) on investments	125,228	_	_	125,228	(131,355)		-	(131,355)					
Total support and revenue	3,365,019	1,204,257	(1,158,760)	3,410,516	3,412,377	1,214,412	(1,183,002)	3,443,787					
Expenses													
Program services													
General	1,256,289	1,045,821	(1,158,760)	1,143,350	1,335,952	1,088,819	(1,183,002)	1,241,769					
Capital projects	1,504,179		-	1,504,179	454,804			454,804					
Total program services	2,760,468	1,045,821	(1,158,760)	2,647,529	1,790,756	1,088,819	(1,183,002)	1,696,573					
Supporting services													
Management and general	598,169	159,154	-	757,323	414,875	118,678	-	533,553					
Fundraising	297,491		_	297,491	340,063		_	340,063					
Total supporting services	895,660	159,154	-	1,054,814	754,938	118,678		873,616					
Bad debt	750,000			750,000	_		_						
Total expenses	4,406,128	1,204,975	(1,158,760)	4,452,343	2,545,694	1,207,497	(1,183,002)	2,570,189					
Increase in unrestricted net assets before foreign currency exchange loss	(1,041,109)	(718)	-	(1,041,827)	866,683	6,915	-	873,598					
Foreign currency exchange loss	-	(14)	_	(14)		(1,621)		(1,621)					
Increase in net assets	(1,041,109)	(732)	-	(1,041,841)	866,683	5,294	-	871,977					
Net assets - beginning of year	5,409,555	38,536		5,448,091	4,542,872	33,242	_	4,576,114					
Net assets - end of year	\$ 4,368,446	\$ 37,804	\$ -	\$ 4,406,250	\$ 5,409,555	\$ 38,536	\$ -	\$ 5,448,091					

NOTE: Eliminations reflect payments made to or on behalf of COAF Armenia from COAF US.

Consolidating Statements of Cash Flows

Years Ended December 31, 2016 and 2015

		20	16		2015 (restated)									
	COAF	COAF		-	COAF	COAF		,						
	US	Armenia	Eliminations	Consolidated	US	Armenia	Eliminations	Consolidated						
Cash flows from operating activities														
Increase in net assets	\$ (1,041,109)	\$ (718)	\$ -	\$ (1,041,827)	\$ 866,683	\$ 6,915	\$ -	\$ 873,598						
Adjustments to reconcile increase (decrease)														
in net assets to net cash														
(used in) provided by operating activities														
Depreciation and amortization	-	55,275	-	55,275	-	16,082	-	16,082						
Unrealized loss (gain) on investments	(125,228)	-	-	(125,228)	131,355	-		131,355						
Currency gain (loss)	-	. (7)	-	(7)	-	(8,591)	-	(8,591)						
(Increase) decrease in														
Unconditional promises to give	149,967	-	-	149,967	(525,648)	_	-	(525,648)						
Other current assets	-	34,691	-	34,691	-	(25,043)	-	(25,043)						
Increase (decrease) in														
Grants received and deferred income	-	(64,066)	-	(64,066)	-	326,045	-	326,045						
Accounts payable	36,080	13,599		49,679	(102,023)	(11,157)		(113,180)						
Net cash (used in) provided by														
operating activities	(980,290)	38,774	_	(941,516)	370,367	304,251		674,618						
Cash flows from investing activities	(
Securities received for contributions	(986,972)	-	-	(986,972)	(1,029,105)	-	- .	(1,029,105)						
Sale of securities	916,377	-	-	916,377	-	_	-	-						
Purchase of property and equipment		(89,623)		(89,623)	_	(232,880)	_	(232,880)						
Net cash provided by (used in) investing														
activities	(70,595)	(89,623)		(160,218)	(1,029,105)	(232,880)	_	(1,261,985)						
Net (decrease) increase in cash and cash equivalents	(1,050,885)	(50,849)		(1,101,734)	(658,738)	71,371		(597 267)						
The (decrease) mercase in easir and easir equivalents	(1,030,063)	(30,049)	-	(1,101,754)	(030,730)	71,371	-	(587,367)						
Cash and cash equivalents - beginning of year	1,498,965	237,823		1,736,788	2,157,703	166,452		2,324,155						
Cash and cash equivalents - end of year	\$ 448,080	\$ 186,974	\$	\$ 635,054	\$ 1,498,965	\$ 237,823	\$ -	\$ 1,736,788						

Notes to Consolidating Financial Statements

December 31, 2016 and 2015

Note 1 - Nature of activities and significant accounting policies

Nature of activities

Since its founding in 2000, Children of Armenia Fund, Inc. ("COAF") and Subsidiary (collectively, the "Fund") has worked to improve education, health care, community life and economic conditions for children in Armenia's impoverished rural villages. At their core, the Fund's programs create and sustain opportunities for growth and progress. Partnerships with the United Nations Development Programs (UNDP), United States Agency for International Development (USAID) the World Bank and the US Embassy in Armenia, along with other local and international organizations, have allowed the Fund to further leverage its resources and contribute to the development of one of the most economically disadvantaged regions of the world.

Over the course of several years, the Fund's regional cluster has grown from one to ten villages as the model has evolved and become more effective. Programs are broad and include strategic activity in the areas of Education, Health, Child and Family Services, Community Engagement, Economic Development and Infrastructure Rehabilitation. The Fund's approach to development is holistic and comprehensive, rooted in the belief that long-term results can only be achieved through programs that address the unique issues facing each and every community. Each challenge is addressed from the ground up, working closely with local communities every step of the way.

While the Fund's programs are currently concentrated in rural Armenia, its innovative approach of addressing rural poverty can be applied in any impoverished region of the world. The Fund aspires to form alliances with organizations operating in other regions and to share its methodology in order to eradicate poverty, paving the way for peaceful resolutions to many of the regional conflicts that exist today.

In addition to managing its operations from its headquarters in New York City, the Fund operates through a local entity, Children of Armenia Fund ("COAF Armenia") in order to carry out the implementation of its programs directly on the ground in Armenia.

Principles of consolidation

The accompanying consolidating financial statements include the accounts of COAF and COAF Armenia. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and cash equivalents

Cash equivalents are short-term, highly liquid investments that are both readily convertible to known amounts of cash and have original maturities of three months or less that present insignificant risk of changes in value because of changes in interest rates.

Notes to Consolidating Financial Statements - Continued

December 31, 2016 and 2015

Note 1 - Nature of activities and significant accounting policies - continued

Investments

Investments in marketable securities with readily determinable fair values are reported at their fair values in the consolidating statements of financial position. Gains and losses on investments are reflected in the consolidating statements of activities. Long-term investments consist of marketable securities not available for sale. Gifts in kind consists of gifts of collectible items and are reported at their donor designated values, which the organization believes is representative of fair values.

Unconditional promises to give and contributions

Contributions are recognized when a donor makes an unconditional promise to give to the Fund. Donor restricted contributions, if any, are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

The Fund uses the allowance method to reserve for uncollectible promises to give. Based on historical experience and analysis of specific promises made, management has determined that a reserve is not needed at December 31, 2016 and 2015. During 2016, management determined that a \$750,000 pledge receivable was not collectible and written off as a bad debt.

Property and equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives as follows

Buildings and improvements
Automobiles
Office equipment
20 years
10 years
3 - 5 years

Intangible assets

Intangible assets are recorded at cost and amortized using the straight-line method over the estimated useful life of the related asset of 5 years. Amortization expense included in the consolidating statements of activities for the years ended December 31, 2016 and 2015 was \$33 and \$36, respectively.

Contributed services

No amounts have been reflected in the consolidating financial statements for donated services or for the use of the Fund's headquarters in New York City. Many individuals volunteer their time and perform a variety of tasks that assist the Fund. These services do not meet the criteria for recognition as contributed services. In addition, management has determined that the incidental use of space is deemed to be immaterial.

Notes to Consolidating Financial Statements - Continued

December 31, 2016 and 2015

Note 1 - Nature of activities and significant accounting policies - continued

Revenue recognition

The Fund has three main sources of revenue. Contributions and pledges related to fundraising events are recorded as unconditional promises to give at the time they are made. General contributions and public support are recorded as they are received. Contributions may be recorded as unrestricted, temporarily restricted or permanently restricted depending on the existence and nature of any donor restrictions. In addition, revenue related to attendance at fundraising events is recorded as received.

Tax status

COAF is exempt from federal income taxes as an organization qualifying under Section 501(c) (3) of the Internal Revenue Code and has been designated as an organization which is not a private foundation. In accordance with ASB Topic 740, "Income Taxes", the Fund has evaluated all uncertain tax positions and deems that more likely than not all positions would be sustained should an examination occur by a taxing authority. The years 2012 through 2015 remain open to examination by the Internal Revenue Service.

COAF Armenia is subject to the laws of Armenia and has various information reporting requirements.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Reclassifications

The 2015 consolidating financial statements have been reclassified to conform to the 2016 presentation. Management believes that the current reporting system is more representative of actual operations and any differences with prior years' presentations is not significant.

Note 2 - Restriction on net assets

Net assets may be restricted, either permanently or temporarily, for future periods and programs. There were no restricted net assets in 2016 and 2015.

Note 3 - Concentrations

The Fund maintains its cash balances and investments in financial institutions located in the United States and Armenia. The cash and investment balances maintained in the United States, at times, may exceed federally insured limits. The Fund has not experienced any losses on these balances.

The majority of fundraising is derived from the annual gala.

Notes to Consolidating Financial Statements - Continued

December 31, 2016 and 2015

Note 4 - Unconditional promises to give

Unconditional promises to give are contributions that are receivable in less than one year and may include unrestricted and restricted promises to give designated for future programs. There were no restricted promises to give in 2016 or 2015. Approximately 55% and 70% of all promises to give were less than 30 days outstanding as of December 31, 2016 and 2015, respectively, and management believes that all promises to are collectible.

Note 5 - Investments

At December 31, 2016 and 2015, long-term investments consist of shares of common stock of Agenus, Inc., a publicly traded company and shares of a privately owned limited liability company. The value of Agenus, Inc. common stock was reported at fair market value as determined by the publicly traded price. The value of the limited liability company was reported based on management's estimate of its liquidity value based on the value of the underlying assets consisting of cash, Agenus, Inc. common stock and notes receivable.

A summary of changes in fair value of the Fund's investments for the years ended December 31, 2016 and 2015 follows

	ng-term estments
Balance - December 31, 2014	\$ 501,355
Purchase and contribution of investments Sale and transfer of investments	1,029,105
Unrealized gain	 (41,355)
Balance - December 31, 2015	1,489,105
Purchase and contribution of investments	986,971
Sale and transfer of investments	(916,376)
Unrealized gain	125,228
Balance - December 31, 2016	\$ 1,684,928

Notes to Consolidating Financial Statements - Continued

December 31, 2016 and 2015

Note 6 - Property and equipment

At December 31, 2016 and 2015, property and equipment consist of the following

	2016		2015
Building and improvements	\$ 2,013,894	\$	206,920
Automobiles	144,131		144,131
Office equipment	166,843		166,843
Accumulated foreign currency loss	(45,573)		(32,610)
	 2,279,295	-	485,284
Accumulated depreciation	 (137,908)		(82,735)
	\$ 2,141,387	\$	402,549

Depreciation expense included in the consolidating statements of activities for the years ended December 31, 2016 and 2015 was \$55,275 and \$16,082, respectively.

Note 7 - Fair value measurements

Fair value is an estimate of the exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (i.e., the exit price at the measurement date). Fair value measurements are not adjusted for transaction costs. The fair value hierarchy prioritizes inputs to valuation techniques used to measure fair value into three levels.

Unadjusted quoted prices in active markets for identical assets or liabilities are referred to as Level 1 inputs. Inputs other than quoted market prices that are observable, either directly or indirectly, and reasonably available are referred to as Level 2 inputs. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability and are developed based on market data obtained from sources independent of the Organization. Unobservable inputs reflect the assumptions developed by the Organization based on available information about what market participants would use in valuing the asset or liability and are referred to as Level 3.

An asset or liability's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Availability of observable inputs can vary and is affected by a variety of factors. Level 3 assets and liabilities involve greater judgment than Level 1 or Level 2 assets or liabilities. Investments in marketable equity securities at December 31, 2016 and 2015 are classified within Level 1 of the fair value hierarchy. Fair value is determined using quoted market values which approximate cost.

Notes to Consolidating Financial Statements - Continued

December 31, 2016 and 2015

Note 7 - Fair value measurements - continued

The Fund's receipt of gifts in kind is classified within Level 3 of the fair value hierarchy because the items trade infrequently (or not at all) and, therefore, have little or no readily available pricing. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available. For positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability and such adjustments are generally based on available market information. In the absence of such evidence, management's best estimate is used.

The value assigned to these investments and any unrealized gains or losses reported are based on available information and does not necessarily represent amounts that might be realized if a ready market existed and such differences could be material. The ultimate realization of such amounts depends on future events and circumstances and therefore, valuation estimates may differ from the value realized upon disposition of individual positions.

The fair value measurements and levels within the fair value hierarchy of those measurements for the assets reported at fair value on a recurring basis at December 31, 2015 and 2014 are as follows

<u>Description</u>	<u>Type</u>	<u>2016</u>	2015
Long-term investments Marketable securities Privately owned	Level 1	\$ 1,659,973	\$ 1,464,150
company Total long-term investments	Level 3	\$ 24,955 1,684,928	\$ 24,955 1,489,109
Gifts in kind	Level 3	\$ 25,000	\$ 25,000

The organization recognizes transfers of assets into and out of levels as of the date an event or change in circumstances causes the transfer. There were no transfers between levels in the years ended December 31, 2016 and 2015.

Long-term investments are reported at fair value on a recurring basis determined by reference to quoted market prices and other relevant information generated by market transactions.

Notes to Consolidating Financial Statements - Continued

December 31, 2016 and 2015

Note 8 - Functional allocation of expenses

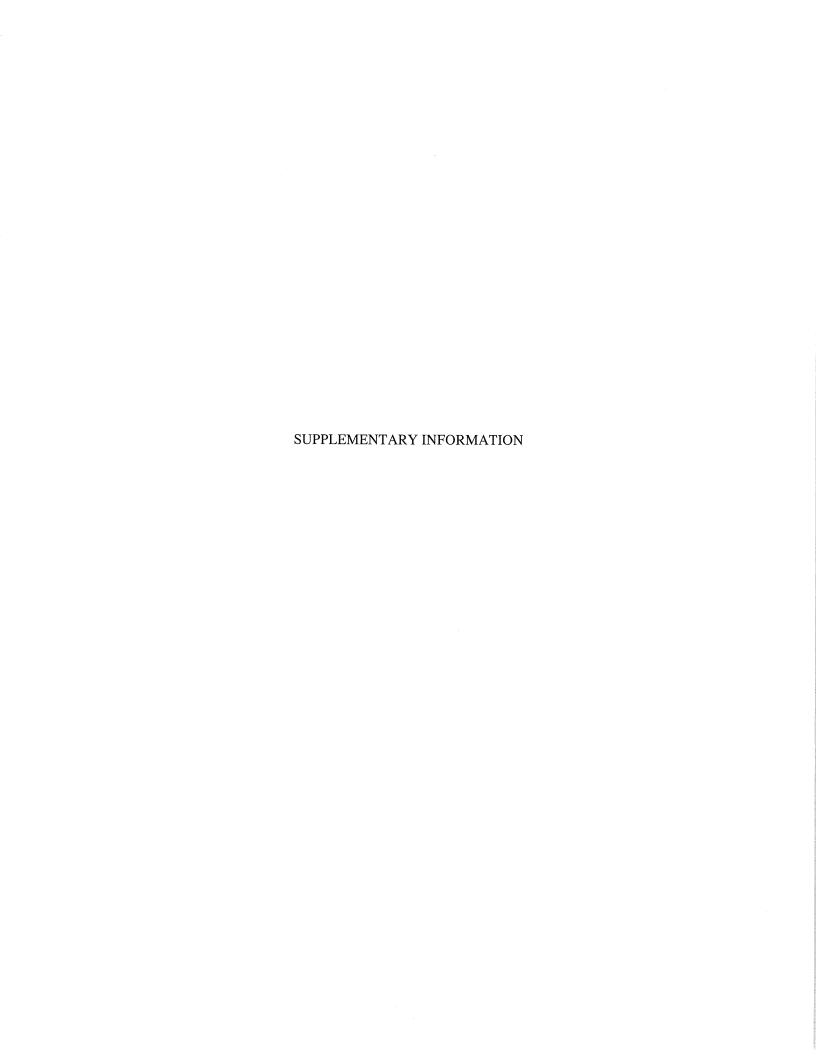
The cost of providing the various program and supporting services for COAF has been summarized on a functional basis in the consolidating statements of activities. Accordingly, certain costs have been allocated among the program and its supporting services.

Note 9 - Restatement

In presentation of these financial statements, management has restated certain comparative information in 2015 in order to make correction of errors with regard to grants and related receivables and payables for COAF Armenia as related to the construction of the SMART center. Management determined there was no contractual rights or obligations to these amounts, and accordingly the amounts have been reclassified resulting in a decrease in unrestricted net assets in the amount of \$1,384,538.

Note 10 - Subsequent events

Management has evaluated subsequent events through July 28, 2017, the date that the consolidating financial statements were available to be issued.





INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

Board of Directors Children of Armenia Fund, Inc. and Subsidiary

We have audited the consolidating financial statements of Children of Armenia Fund, Inc. and Subsidiary as of and for the years ended December 31, 2016 and 2015, and have issued our unqualified report thereon dated July 28, 2017. Our audits were performed for the purpose of forming an opinion on the consolidating financial statements taken as a whole. The Schedule of Functional Expenses - Children of Armenia Fund, Inc. is presented for purposes of additional analysis and is not required as part of the basic consolidating financial statements. Such information is the responsibility of management and was derived from and related directly to the underlying accounting and other records used to prepare the consolidating financial statements. Such information has been subjected to the auditing procedures applied in the audits of the consolidating financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidating financial statements or to the consolidating financial statements themselves, and other additional procures in accordance with generally accepted auditing standards in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidating financial statements taken as a whole.

RISacco & Company LLP

Princeton, NJ July 28, 2017

Schedule of Functional Expenses - Children of Armenia Fund, Inc.

Years Ended December 31, 2016 and 2015

		2016						2015									
				Supporting Services													
	Progr		Management		Total	_	Total Expenses		Program Services		nagement				Total		Total
	Servi	ices	and General	Fundraising	Supporting	E					d General	Fundra	ising	Supporting		Expenses	
Grants	\$ 1,1	61,260	\$ -	\$ -	\$ -	\$	1,161,260	\$	1,183,002	\$	-	\$	_	\$	-	\$	1,183,002
Direct programs	1,5	19,573	-	-	-		1,519,573		464,875		-		-		-		464,875
Bank and credit card fees		-	5,306	13,078	18,384		18,384		-		18,264		_		18,264		18,264
Consultants		500	273,106	46,622	319,728		320,228		34,000		181,915		60,577		242,492		276,492
Dues and subscriptions		-	431	-	431		431		-		2,090		-		2,090		2,090
Event costs		-	1,407	151,546	152,953		152,953				_	1	63,644		163,644		163,644
Insurance		-	2,830	-	2,830		2,830		-		2,830		-		2,830		2,830
Media and other program expenses		-	48,618	5,252	53,870		53,870		-		19,018		18,309		37,327		37,327
Office supplies		-	2,289	307	2,596		2,596		10,967		705				705		11,672
Other administrative expenses		235	48,629	2,240	50,869		51,104		-		36,804		2,334		39,138		39,138
Staffing		54,037	146,019	54,037	200,056		254,093		67,884		100,220		66,432		166,652		234,536
Postage		-	4,971	555	5,526		5,526		-		3,923		4,031		7,954		7,954
Printing		2,838	6,995	1,924	8,919		11,757		-		1,819		12,789		14,608		14,608
Professional fees		-	39,406	619	40,025		40,025		-		25,168		-		25,168		25,168
State annual fees		-	4,632	-	4,632		4,632		-		7,899		-		7,899		7,899
Travel		22,025	13,530	21,311	34,841		56,866		30,028		14,220		11,947		26,167		56,195
Total expenses	\$ 2,76	60,468	\$ 598,169	\$ 297,491	\$ 895,660	\$	3,656,128	\$	1.790.756	\$	414.875	\$ 3.	40.063	\$	754 938	\$	2 545 694