BENEFICENT TECHNOLOGY, INC.
& BENGINEERING, INC.
DBA THE BENETECH INITIATIVE
CONSOLDIATED FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT THEREON
DECEMBER 31, 2005

BENEFICENT TECHNOLOGY, INC. & BENGINEERING, INC. DBA THE BENETECH INITIATIVE TABLE OF CONTENTS

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INDEPENDENT AUDITORS' REPORT

Board of Directors The Benetech Initiative Palo Alto, California

We have audited the accompanying consolidated statement of financial position of Beneficent Technology, Inc. (a nonprofit organization) and Bengineering, Inc. (a for-profit organization) dba The Benetech Initiative ("the Organizations"), as of December 31, 2005, and the related consolidated statements of activities, functional expenses, and cash flows for the year then ended. These financial statements are the responsibility of the Organizations' 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 Organizations' 2004 financial statements and, in our report dated July 14, 2005, we expressed an unqualified opinion in 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 consolidated financial position of Beneficent Technology, Inc. and Bengineering, Inc. dba The Benetech Initiative as of December 31, 2005, and the changes in the Organizations' net assets and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

April 24, 2006

Shannon & Shyden

DBA THE BENETECH INITIATIVE

Consolidated Statement of Financial Position December 31, 2005 with Comparative Totals for 2004

A	<u>SSETS</u>	
_	2005	2004
Current Assets		
Cash and cash equivalents	\$ 1,661,676	\$ 208,077
Grants and accounts receivable	462,820	306,895
Prepaid expenses	18,589	17,623
Total Current Assets	2,143,085	532,595
Property & Equipment		
Office and other equipment	152,864	213,388
Furniture and fixtures	-	4,598
Leasehold improvements	2,350	
Total Property & Equipment	155,214	217,986
Less: accumulated depreciation	(136,189)	(204,603)
Property & Equipment, net	19,025	13,383
Other Assets		
Grant receivable	189,767	-
Deposits	41,552	44,091
Freedom Scientific Common Stock	120,000	120,000
Total Other Assets	351,319	164,091
Total Assets	\$ 2,513,429	\$ 710,069
<u>LIABILITIES</u>	AND NET ASSETS	
Current Liabilities		
Accounts payable	\$ 72,621	\$ 95,044
Accrued expenses	57,725	26,975
Accrued employee benefits	196,015	190,610
Deferred revenue	39,564	43,363
Total Current Liabilities	365,925	355,992
Total Liabilities	365,925	355,992
Net Assets		
Temporarily restricted	786,892	294,279
Unrestricted	1,360,612	59,798
Total Net Assets	2,147,504	354,077
Total Liabilities and Net Assets	\$ 2,513,429	\$ 710,069

DBA THE BENETECH INITIATIVE Consolidated Statement of Activities

For the Year Ended December 31, 2005 with

Comparative Totals for the Year Ended December 31, 2004

		2005		
Support, Revenues, and Reclassifications	Unrestricted	Temporarily Restricted	Total	2004 Total
Contributions received	\$ 1,880,497	\$ 1,709,421	3,589,918	\$ 1,563,059
Royalties	242,701	· · ·	242,701	279,912
Engineering consulting fees	83,537	-	83,537	95,032
Donated services/products	35,864	-	35,864	14,725
Bookaccess revenue	94,856	-	94,856	138,221
Bookshare revenue	150,909	-	150,909	107,534
e-AM Revenue	132,501	-	132,501	-
HRDAG revenue	51,990	-	51,990	112,939
Martus Revenue	66,101	-	66,101	-
Interest Income	8,780	-	8,780	1,401
Net assets released from restrictions:	,		•	
Satisfaction of purpose restrictions	1,216,808	(1,216,808)		
Total Support, Revenue, and Reclassifications	3,964,544	492,613	4,457,157	2,312,823
Expenses				
Program services:				
Bookshare.org	591,048	-	591,048	666,924
Bookaccess	82,484	-	82,484	120,192
e-AM	100,326	-	100,326	-
Martus	408,101	-	408,101	602,533
HRDAG	565,819	-	565,819	551,395
Landmine Detector	85,351	-	85,351	87,312
Route 66	51,856	-	51,856	12,180
Engineering services	79,222	-	79,222	95,977
New projects	21,015		21,015	63,696
Total Program Services	1,985,222	-	1,985,222	2,200,209
Support services:				
Fundraising	431,817		431,817	258,045
Management and general	246,691		246,691	197,025
Total Support Services	678,508		678,508	455,070
Total Expenses	2,663,730		2,663,730	2,655,279
Change in Net Assets	1,300,814	492,613	1,793,427	(342,456)
Net Assets, Beginning of Year	59,798	294,279	354,077	696,533
Net Assets, End of Year	\$ 1,360,612	\$ 786,892	\$ 2,147,504	\$ 354,077

BENEFICENT TECHNOLOGY, INC. & BENGINEERING, INC. DBA THE BENETECH INITIATIVE CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES For the Year Ended December 31, 2005 with Comparative Totals for the Year Ended December 31, 2004

						Pro	Program Services	ices						Support Services	ort Se	rvices			
								Landmine					New	Management			2005	50	2004
	Booksha	re.org	Bookshare.org Bookaccess		e-AM	MARTUS	HRDAG	Detector	1	Route 66	Eng	Engineering	Projects	& General	í	Fundraising	Total	T	Total
Bank Charges														3.	357		\$ 357	∽	882
Book Collection & Development	€9	7,913	\$ 20,671														28,584	•	55,563
Communications		8,959				\$ 1,543	\$ 2,226										12,728		13,717
Depreciation	•	3,148				764	2,553							3,7.	72 \$	774	11,011		14,713
Equipment & Supplies		8,064	651			783	399							7,829	59	1,459	19,185		15,827
Employee Benefits	Ġ	4,517	10,002	69	14,893	57,029	83,638	69	5,119 \$	11,319	8	15,410	\$ 4,450		90	86,113	407,090	3	95,951
Marketing	2	21,204				2,089							80		84	2,408	26,365		30,177
Meals and Entertainment		2,389			509	404	3,620		368					1,458	28	3,404	12,152		13,193
Miscellaneons			8,098				9,921		1,190			857		4	20		20,536		12,933
D&O Insurance														4,484	84		4,484		8,067
Outside Services	Ģ	64,635	6,848		30,505	110,904	132,196		020	347		765	126	5	91	222	502,869	4	11,556
Salaries and related expenses	27.	274,272	25,510		40,374	173,420	233,443		13,929	30,644		46,703	12,690		17	251,784	1,179,486	1,1	,192,714
Software Licenses																	1		10,975
Subscriptions & Dues	•	4,326				295						1,939		3,51	03	1,631	11,694		069'9
Travel	2	23,180	3,781		2,309	11,357	31,243		983			384		3,753	53	10,949	87,939	_	13,927
Training / Education																	•		16,197
Facility and other office expense	7	78,441	6,923		11,736	49,513	66,580	£	3,742	9,546		13,164	3,669	22,863	63	73,073	339,250	ğ.	342,197
Total Expenses	8 59	591,048	\$ 82,484 \$ 100,326 \$ 408,10	€9	100,326	\$ 408,101	\$ 565,819	€9	85,351 \$	51,856	∽	79,222	\$ 21,015	\$ 246,691		\$ 431,817	\$ 2,663,730	\$ 2,6	\$ 2,655,279

DBA THE BENETECH INITIATIVE

Consolidated Statement of Cash Flows

For the Year Ended December 31, 2005 with

Comparative Totals for the Year Ended December 31, 2004

	2005	2004
Cash Flows from Operating Activities:		
Change in Net Assets	\$ 1,793,427	\$ (342,456)
Adjustments to reconcile net change to cash		
provided (used) by operating activities		
Depreciation	11,011	14,713
Changes in:		
Grants & accounts receivable	(345,692)	154,093
Prepaid expenses	(966)	5,251
Deposits	2,539	(4,828)
Deferred revenue	(3,799)	18,416
Accounts payable	(22,423)	57,501
Accrued payroll & benefits	5,405	74,788
Accrued expenses	30,750	1,774
Net cash provided (used) by operating activities	1,470,252	(20,748)
Cash Flows from Investing Activities:		
Purchases of property & equipment	(16,653)	(9,041)
Net cash provided (used) by investing activities	(16,653)	(9,041)
Net increase (decrease) in cash	1,453,599	(29,789)
Cash and Cash Equivalents, Beginning of Year	208,077	237,866
Cash and Cash Equivalents, End of Year	\$ 1,661,676	\$ 208,077
Supplemental Cash Flow Disclosures Taxes paid	\$ 800	\$ 1,600

DBA THE BENETECH INITIATIVE

Notes to Consolidated Financial Statements December 31, 2005

Note 1: Summary of Significant Accounting Policies

Benetech's Business Activity

Beneficent Technology, Inc. (doing business as "Benetech") was incorporated as a nonprofit corporation to develop technology projects, products and services to benefit humanity worldwide. A merger of Beneficent, Inc. and Beneficent Technology, Inc. was accepted by the California Secretary of State as of January 14, 2004. In prior years Beneficent, Inc. financial information was included in the consolidated financial statements.

Beneficent Technology, Inc. has a for-profit subsidiary, Bengineering, Inc. which is involved in providing engineering consulting services. This consulting revenue is taxable income. Bengineering, Inc.'s assets, liabilities, revenues and expenses have been consolidated in the financial statements. Both organizations operated under the Benetech dba and brand name.

Basis of Accounting

The financial statements of the organizations have been prepared on the accrual basis of accounting. Beneficent Technology, Inc. and Bengineering, Inc. are related entities and have elected to present consolidated financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of Beneficent Technology, Inc. and its wholly owned corporation, Bengineering, Inc. (the Organizations). Management determined that combining Beneficent Technology, Inc. and Bengineering, Inc. provides a more meaningful presentation of the commonly-controlled and financially-dependent companies. All material intercompany transactions have been eliminated in combination.

Basis of Presentation

The Financial Statements are presented in accordance with Statement of Financial Accounting Standards (SFAS) No. 117, financial statements of nonprofit organizations. Under SFAS No. 117, the Organizations are required to report information regarding their financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets.

• Unrestricted net assets include those assets over which the Board of Directors has discretionary control in carrying out the operations

Notes to Consolidated Financial Statements December 31, 2005

of the organizations. The Organizations have elected to report as an increase in unrestricted net assets any restricted revenue received in the current period whose restrictions have been met in the current period.

- Temporarily restricted net assets include those assets subject to donor restrictions and for which the applicable restrictions were not met as of the end of the current reporting period. When a donor restriction expires--that is, when a stipulated time restriction ends or purpose restriction is accomplished--temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.
- Permanently restricted net assets include those assets subject to non-expiring donor restrictions, such as endowments, contributions or investments. The Organizations had no permanently restricted net assets as of December 31, 2005.

Comparative Financial Information

The financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2004, from which the summarized information was derived.

Use of Estimates

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

Revenue Recognition

The Organizations recognize revenue on the accrual basis of accounting. Revenue from royalties and interest is recorded when earned based upon the applicable agreements. Revenue from consulting services is recognized upon performance of the applicable services. Revenue from Bookshare.org is recognized over the life of the subscription. Unearned subscription revenue is recorded as a liability on the Statement of Financial Position.

Notes to Consolidated Financial Statements December 31, 2005

Contributions

Contributions are recognized in accordance with SFAS No. 116. Cash contributions are recognized when the donor makes a pledge to give; that is, in substance, an unconditional promise. Cash contributions are recorded as unrestricted, temporarily restricted or permanently restricted, depending on the nature of donor restrictions and on whether the restrictions are met in the current period. Restricted contributions are reported as an increase in unrestricted net assets if the restrictions have been met in the current period. If the restrictions have not been met by year end, the amount is reported as an increase in temporarily or permanently restricted net assets. When the restriction is met, the amount is shown as a reclassification of restricted net assets to unrestricted net assets.

Contributions In-Kind

Contributions of donated, non-cash assets are recognized in accordance with the provision of SFAS No. 116 and recorded at their fair values in the period received. Contributions of donated services that create or enhance non-financial assets or that require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation, are recorded at their fair values in the period received.

The Organizations received donated professional legal services and engineering services in the amount of \$24,488. The Organizations also received donated products in the amount of \$11,376. These services and products were recorded as both revenue and expense in the statement of activities. The Organizations also received a significant amount of donated services from unpaid volunteers who assisted in fund-raising and other programs of the Organizations. These amounts have not been recognized in the statement of activities because the criteria for recognition under SFAS No. 116 have not been satisfied.

Cash and Cash Equivalents

Cash and cash equivalents represent cash in demand accounts and highly liquid investments with original maturities of three months or less.

Note 2: Programs

The Organizations act as an incubator for, and operators of, technology-oriented nonprofit projects. The Organizations are involved in the following projects:

Notes to Consolidated Financial Statements December 31, 2005

BookAccess: As a subcontractor to Mississippi Consortium for International Development, BookAccess provided medical and engineering books to university libraries in northern Iraq. The project was completed in 2005.

Bookshare.org: Bookshare.org provides access to printed material to people with disabilities. It is an internet-based, library of books, periodicals, and newspapers for people with print and visual disabilities that meets the stringent copyright law exemption permitting reproduction of publications into specialized formats for the disabled. These publications can be accessed through synthetic voice, Braille or large print. Bookshare.org was launched in February 2002. Through the active participation of hundreds of volunteers, Bookshare.org provides disabled people with instant access to over 25,000 books and 100 daily newspapers.

Environmental Project Management Software: The e-Adaptive Management (e-AM) software program is designed to bring quality project management tools to the global conservation community. e-AM is a joint venture between Benetech and the Conservation Measures Partnership (CMP), a consortium of leading conservation organizations. e-AM provides an easy-to-use, interview-style interface that will walk a project team through each step of the process of designing, managing and monitoring their project according to the best practice standards established and tested by the world's major conservation organizations. In the future, project teams will be able to upload the results of their project to a database on the Internet, to enable the sharing of findings with other practitioners who are working on similar situations or grappling with similar challenges.

HRDAG: The HRDAG project uses science and technology to advance the cause of human rights. The project team develops database software, data collection strategies and statistical techniques to measure the magnitude and pattern of human rights violations in order to evaluate claims that violence was the result of state or institutional policies. This technology and analysis is used by truth commissions, international criminal tribunals and non-governmental human rights organizations as they write history and find people responsible for gross human rights abuses.

The Martus Project: The Martus Project provides technology tools to assist the human rights sector collect, safeguard, organize and disseminate information about human rights violations. The Martus software is freely downloadable, is available in seven languages (English, Russian, Spanish, French, Thai, Nepali and Arabic) and is now used in over fifty countries.

The Landmine Detector Project: This project will fill the marketability gap between exciting new technologies developed for military and airline use and the needs of humanitarian landmine removal efforts around the world. It should be

Notes to Consolidated Financial Statements December 31, 2005

noted that the organization and its staff are not working with explosive materials and it is not anticipated that this will change during 2006.

Route 66 Literacy (previously known as ALL-Link): This project is an innovative prototype Internet service providing best practices reading and writing instruction to beginning adolescent and adult readers, particularly those with significant disabilities. This software also has an integrated feature which helps any literate person become an effective literacy teacher. The goal of Route 66 is to provide access to literacy for young adults and adults who no longer have access to primary school literacy instruction.

Note 3: Stock Held for Investment

As part of the sale of Beneficent, Inc.'s assets relating to the marketing and sale of the Arkenstone reading machine enterprise in June 2000, the organization acquired 40,000 shares of common stock in Freedom Scientific, Inc., which were transferred to Beneficent Technology, Inc. with the merger. Stock in Freedom Scientific, Inc. is not traded on any major stock exchanges nor are there any established market makers for this stock. The value was determined by reference to the sales price among private investors.

Note 4: Related Party Transactions

The Organizations are related through common management and an individual who is an officer and director of both organizations. The Organizations share common facilities and share the use of certain employees. In addition, a member of the board donated legal services to the Organizations (See note 1).

The Organization also has a resource sharing agreement whereby property and equipment, office space, employees and other operating resources are shared by the related entities.

Note 5: Grants and Accounts Receivable

Grants and accounts receivable reflected in the financial statements are related to royalty receivables, rental income, Bookshare subscriptions, grants and engineering consulting fees. One grant agreement noted that the grantor would invest some of the grant funds, guaranteeing the principal amount of the grant while providing any investment returns as additional grant funds. No provision for doubtful accounts has been recorded, because all of the grants and accounts receivable have been collected as of the date of the report.

Notes to Consolidated Financial Statements December 31, 2005

Note 6: Property and Equipment

Property and equipment are stated at cost if purchased or estimated fair market value if donated. Depreciation is computed on the straight-line method over the estimated useful lives of the assets. Equipment purchases of under \$1,500 are expensed as incurred.

Note 7: Retirement Plan

The Organizations maintain a 401(k) defined contribution plan. Eligible employees can defer up to \$14,000. The Organizations match 50% of employee contributions up to a maximum of 2% of the employees' gross salary. Employer contributions for 2005 were \$25,479.

Note 8: Income taxes

Beneficent Technology, Inc. is a nonprofit corporation qualified under IRC code section 501(c)(3) and California R&T code section 23701(d). The organization is not classified as a private foundation under IRC code section 509(a). Qualified nonprofit corporations are generally exempt from income tax. Bengineering, Inc. is a for-profit subsidiary of Beneficent Technology, Inc. During the year ended December 31, 2005, Bengineering, Inc. did not have taxable income and therefore was only liable for the California minimum franchise tax of \$800.

Note 9: Lease Commitments

The Organizations are obligated under a facility lease that expires January 31, 2008 with an option to renew for an additional two years at 95% of fair market rent. Additionally, the Organizations sublease a portion of the facility on a month-to-month basis. Rental expense for the year was \$182,178 and rental income received was \$56,700. Therefore, net rental expense was \$125,478. Future minimum lease payments are shown below:

Year ended December 31, 2006	\$ 201,167
Year ended December 31, 2007	208,924
Year ended December 31, 2008	17,455
Total	\$ 427,546

Note 10: Contingencies

The Organizations have deposited funds in a number of accounts with traditional public financial institutions. The amounts on deposit in these accounts are over

Notes to Consolidated Financial Statements December 31, 2005

the federally insured limit and therefore are subject to some risk of loss if the financial institution were to become insolvent. No loss contingency has been accrued for this possibility due to the extremely low probability of such an occurrence. As of December 31, 2005, the uninsured balance was \$1,328,240.

Beneficent Technology, Inc. is involved in operating and maintaining a website to deliver a special format of electronic books online to disabled individuals using its Bookshare.org Program. Many of these books are under copyright, so that the program must be operated in a manner that complies with Section 121 of the U.S. Copyright Act, which entails delivering the materials in a special format for the blind and ensuring that the individuals served qualify as blind or print disabled. Management worked closely with other organizations for the blind and with the Association of American Publishers in developing the Bookshare.org system. In the process, considerable legal resources were devoted to ensuring compliance with the law, for which reason management is satisfied that there is little risk of any copyright infringement claims by copyright owners. Since establishment of the system, an increasing number of authors and publishers have volunteered the use of their books for the system, reducing the probability that any claims will occur.

Beneficent Technology, Inc. is involved in providing technology tools (software) to assist the international human rights sector in collecting, safeguarding, organizing and disseminating information about human rights violations. Because of a concern over potential litigation about the accuracy of information that may be collected and stored by third party users of these tools, the organization does not itself operate any of the collection or storage facilities used in this process. Furthermore, in order to minimize liability, the organization has a licensing arrangement intended to protect the organization as much as possible from such liability and litigation. Due to the low probability of actual legal liability and the inability to estimate any future potential liabilities, no loss reserve at year-end has been accrued.

Note 11: Temporarily Restricted Assets

The Organizations began the year with \$294,279 in temporarily restricted net assets. During the year, the Organizations received donations from unrelated entities in the amount of \$1,709,421. Guidelines for these donations restricted their use to specific purposes. During the year the Organization incurred expenses of \$1,216,808 to meet these purposes; accordingly, the remaining balance of \$786,892 is considered temporarily restricted until the Organizations meet the obligations of these grants. Temporarily restricted programs had the following balances at December 31, 2005:

Notes to Consolidated Financial Statements December 31, 2005

	<u>2005</u>
Bookshare	\$ 32,862
e-AM	125,000
Finance/Mgt	20,155
HRDAG	507,653
Landmine	67,190
Martus	3,666
Route 66	30,366
Total	<u>\$ 786,892</u>