I. Application Cover Page

Applicant Name Ullman Jonathan
Last First MI

Name of Organization (if applicable) The Mob Museum

Mailing Address 300 Stewart Avenue

City Las Vegas State NV Zip Code 89101

Phone 702.229.5358 Email jullman@themobmuseum.org

Amount of Funds requested $61,740

Grant Category (check as many as apply)

- ☐ Event (fair, open house, presentation, lecture series, walking tour, etc.).
- ☐ Visual Project (rehabilitation or restoration of an Historic Landmark, Building, Structure, Object or property within an Historic District that has been designated on the Las Vegas Historic Property Register or the State or National Register of Historic Places, interpretive markers, banners, exhibits, etc.).
- ☒ Education (reference materials, develop lessons, games, stories, photo collections, period maps, etc.).
- ☐ Performance Art (plays, poetry and prose readings, musicals, story telling, etc.).
- ☒ Cultural/Historic (oral histories, collections, archives, preservation of ephemera and artifacts, etc.).
- ☐ Misc./Other.

JB Ullman 4/3/14
Signature of Applicant Date

II. Grant Description

How will the award funds be used?

The Mob Museum is requesting $61,740 to create a dynamic, interactive 40-minute audio tour that will be translated into Spanish and Mandarin—making it the first multilingual services offered by The Mob Museum. The addition of these services will dramatically impact the Museum's ability to reach a more diverse audience and enhance the overall educational experience of guests.

What is the historic significance of your project/activity to the city of Las Vegas?

Las Vegas' only Nationally Significant building on the National Register of Historic Places, The Mob Museum occupies the former Federal courthouse and U.S. Post Office in downtown Las Vegas. This project will have a dramatic impact on the Museum's ability to share its extraordinary building and artifacts with two demographics it currently cannot serve. It will also enhance the educational experience for guests, providing more interpretation and information on exhibits. Last, it will generate revenue, making it possible to expand this service in the future.

The Museum has proven to be widely popular in its first two years--welcoming over 450,000 guests, hailing from all 50 states and 34 countries. However, it currently offers no translation services of any form for guests who do not speak English, which limits the Museum's access. Offering services in Spanish and Mandarin present the greatest opportunity for the Museum. Spanish is by far the most requested foreign language among visitors. According to the 2009 American Community Survey, 22% of people living in Clark County speak Spanish in the home. Additionally, 21% of people who visited Las Vegas in 2013 came from Southern California (*Las Vegas Visitor Profile 2013*, Las Vegas Convention and Visitors Authority), an area that also has high percentages of Spanish speakers. Additionally, Las Vegas has become a popular destination for those from Mexico and Latin America.

Furthermore, the Museum believes expanding access to Mandarin-speaking guests aligns with key initiatives of the travel and tourism industry in Nevada as well as its neighbors in downtown Las Vegas. China has become a key Asian market that many local companies and organizations are focusing their efforts. The Las Vegas Convention and Visitors Authority estimate that Las Vegas welcomed 263,000 visitors from China in 2012, a number that has nearly doubled since 2009. This number is expected to increase significantly in the coming years with projects such as the Genting Group's $2Billion Asian-themed mega-resort on the north-end of the Las Vegas Strip slated to break ground in 2014. Similarly, downtown properties like the Downtown Grand are also leveraging the potential of this market. The Museum continues to expand its relationship with The Downtown Grand and strategize in areas that will be mutually advantageous to both institutions. In order to promote the Museum to Mandarin- speakers, the Museum has built an online landing page in Mandarin http://themobmuseum.org/hk-international/ and has begun experimentation with online banner ads, specifically targeted to Mandarin speakers.

In addition to expanding the Museum's multilingual services, the project will also meet the needs of guests who prefer more than a self-guided tour. Currently, the

Museum offers guided tours by staff on a limited basis. It also does not have the capacity to staff every area of the Museum. The audio tour will provide the additional value of interpretation and will give guests an opportunity to delve deeper into subject matters that are of interest to them.

By offering a high-quality, interactive audio tour in multiple languages, the Museum will further its mission, improve its accessibility to its remarkable building and exhibits, and grow its customer base.

What are the key activities and timeline of your plan?

The Mob Museum will partner with Acoustiguide, Inc., a company with over fifty years of experience innovating both the content and equipment for remarkable audio tours for major museums, historic and heritage sites, and cultural institutions around the globe. Acoustiguide, Inc. has produced upwards of 12,000 audio programs in over 45 languages in 22 countries. The Mob Museum wishes to create a world-class audio tour similar to those of Acoustiguide , Inc.'s other clients, including, but not limited to: Ford's Theatre, Art Institute of Chicago, Shakespeare's Globe Theatre, and The Tower of London.

The production and programming of the tour will require approximately six (6) months to complete.

KEY ACTIVITIES	SAMPLE SCHEDULE
Develop blueprint for content production.	May 1 – May 15
Research and compile materials and interviews for production.	May 15 – June 30
Create script for tour.	July 1 – July 31
Production walk-through of script.	August 1
Finalize script and send out for translations.	August 1 – August 15
Begin audio production in English.	August 15
Record translations.	August 15 – August 31
Finalize audio production.	September 1 – September 15
Digitize content and program units.	September 15 – September 30
Install equipment at Museum and soft-test audio tour.	October 1 – October 31
Create and print signage and collateral to promote audio tours.	October 1 – October 31
Begin offering audio tour to the public.	November 1

If your project is going to be phased, please describe each phase.

The project does not need to be phased. It can be completed within 6 months.

Describe the final product resulting from your project. Two copies of a book, photo album, video tape, audio recording, brochure, etc. that archives your project are required.

When this project is finished, the Museum will be able to offer a state-of-the-art, interactive forty minute audio tour that is available in English, Spanish, and Mandarin. The Museum will provide the Commission for the Las Vegas Centennial with two copies of the audio tour script and two CDs with the final production of the audio tour.

The Mob Museum is grateful for your consideration. This project will help the Museum meet the language needs of its guests while enhancing the overall educational experience. It will also serve as an additional source of income for the Museum—making it possible to expand services that will enable the Museum to share its resources with a broad swath of our global community.

III. Proposed Budget

Expense	Total Cost
Personnel	
Geoff Schumacher, Director of Content Development: Materials Research for Script Script Editing and Final Approval	$1,200
Supplies	
20 Opus Click Units includes: (1 charging cabinet, 1-year warranty, Opus Content Management System, Phone Installation Support and Training)	$7,590
Marketing Signage and Collateral (Translated into both Spanish and Mandarin)	$3,500
Services	
General Audience Tour Content Development	$17,400
Tour Production and Equipment Programming	$9,250
Translations:	
Spanish	$11,050
Mandarin	$11,750
TOTAL PROJECT COST	$61,740

IV. Additional Required Documents

Please attach the following information in order on additional sheets. If not applicable, please describe below.

1.) Your organization's mission statement
2.) Your organization's current budget
3.) Your organization's current projects
4.) Resumes of principal personnel or organization
5.) Your organization's long-range plan
6.) Your organization's proof of 501(c)3 filing status with tax ID number
7.) Your organizations' most recent audit report, along with comments on the findings and recommendations, including a plan for corrective action taken on prior findings. If corrective action is not necessary, a statement describing the reason that it is not necessary should accompany the audit report. *A single copy of the audit report is adequate and should be included with the original signed application.*
8.) If the project involves restoration of an historic building or structure, please attach documentation certifying the building is insured.
9.) If the project involves restoration of an historic building or structure, a copy of the deed and legal description is required.

Statement of non-applicability ______________________________

If my grant is funded, I hereby agree to all requirements stated above, and authorize the Commission for the Las Vegas Centennial and the City of Las Vegas, to utilize information about my application and activities for publicity and public relations purposes, including the use of photographs and images of the project. Parental/Guardian consent will be obtained for the use of any name and/or image of children in completed legacies.

Signature ______________________ Date 4/3/14

Signature of Supervisor (where required) ______________________ Date

THE MOB MUSEUM

National Museum of Organized Crime & Law Enforcement

MISSION STATEMENT

To advance the public understanding of organized crime's history and impact on American society.

Key tenets of this mission include:

- Operating as a financially independent and self-sustaining organization that contributes to the growth and vibrancy of downtown Las Vegas.
- Providing accurate storytelling that portrays the roots and evolution of organized crime in America, in an authentic and entertaining manner.
- Creating dynamic and interactive experiences that explore the criminal justice system's efforts and innovations in the fight against organized crime.
- Engaging diverse audiences in discourse about social conditions, individual choices and consequences, contemporary issues, and other topics that relate to organized crime.
- Preserving artifacts, objects, and digital records that serve as educational resources, connecting both the academic community and the general public to people and events of historical significance.
- Honoring the accomplishments of law enforcement by celebrating acts of perseverance and heroism in combatting organized crime.

THE MOB MUSEUM

National Museum of Organized Crime & Law Enforcement

300 Stewart Avenue Corporation
2014 Operating Budget

	Budget 2014
Revenue	
Admissions	$ 3,921,374
Group sales	$ 186,901
Special events	$ 491,500
Retail store - Rent	$ 192,288
Parking	$ 168,814
Food and beverage	$ 37,459
Membership	$ 85,222
Programming	$ 31,000
Donations	$ 30,000
Sponsorship	$ 102,000
Total Revenue	$ 5,246,558
Expenses	
Salaries and insurance	$ (2,282,625)
Advertising	$ (911,992)
Office supplies	$ (45,120)
Museum supplies	$ (84,189)
Audit fees	$ (17,000)
Legal fees	$ (16,000)
Consulting fees	$ (90,000)
Special events & programming	$ (68,180)
Administrative	$ (420,753)
Contracted services	$ (502,210)
Utilities	$ (141,150)
Repairs and maintenance	$ (88,750)
Business insurance	$ (60,276)
Employee related	$ (57,045)
Artifact expenses	$ (60,000)
Total Expenses	$ (4,845,290)
Net Operating Profit (Loss)	$ 401,268

THE MOB MUSEUM

National Museum of Organized Crime & Law Enforcement®

Upcoming Programs and Events

Saturday, April 26, 1 p.m.
The Main Event, Richard Davies—Author Talk & Book Signing

Tuesday, May 6, 2:30 p.m.
Ralph Lamb Exhibit Opening/ National Travel and Tourism Week Rally Event

Wednesday, May 21, 6:30 p.m.
Courtroom Conversations: "Casino cheating" featuring Jack Sheehan, George Joseph, Bill Zender, James Taylor

Saturday, June 8
Murder in Beverly Hills, Cathy Scott—Book Signing

Saturday, June 14
Nevada: 150 Years in the Silver State, Geoff Schumacher—Book Signing

Thursday, June 28, 7 p.m.
A Conversation with Sandra Lansky

Thursday, August 7
Hot Havana Nights Party

Saturday, August 9, 1 p.m.
Cigar City Mafia, Scott Dietche—Author Talk & Book Signing

Tuesday, September 23, 6:30 p.m.
Speaker Presentation: Mexican Drug Cartels featuring Chris Blatchford and Sylvia Longmire

Saturday, November 15
Kefauver Day

Friday, December 5
Repeal Day Party

Geoff Schumacher

5361 Georgia Peach Court
Las Vegas, NV 89130
(702) 280-0097
geoffschumacher@gmail.com

Experience

Director of Content Development

The Mob Museum, February 2014-present
I develop museum exhibits, public programs, educational initiatives and digital content. Acquire artifacts. Provide historical assistance to the news and entertainment media. Participate in public events such as lectures and panel discussions.

Publisher

Ames Tribune, April 2011-February 2014
Top executive for Stephens Media's newspaper group in Iowa. Besides the six-day Ames Tribune, I oversaw the three-day Boone News-Republican, five community weeklies, one monthly, five shoppers and two magazines. I was involved in every aspect of the operation, including budgets, sales, editorial, digital, circulation and marketing.

Director of Community Publications

Las Vegas Review-Journal, June 2003-March 2011
I oversaw the operations of an array of niche and community publications in Southern Nevada, including *Las Vegas CityLife*, *View* neighborhood sections, *El Tiempo*, *Pahrump Valley Times*, *Boulder City Review, Ely Times* and *Review-Journal* real estate and automotive sections. From 2006-2011, I wrote a weekly public affairs column for the *Review-Journal*'s editorial page.

Editor and Publisher

Las Vegas Mercury, November 2000-March 2005
I created this free newsweekly and launched it in January 2001. I oversaw the budget, managed staff, edited stories, designed pages and wrote a weekly column. The newspaper had a weekly press run of 70,000 distributed to more than 2,000 outlets.

Managing Editor

Las Vegas CityLife and *Las Vegas Business Press, December 1997-November 2000*
I managed editorial operations for a free newsweekly, which grew significantly in page count and readership during my three-year tenure. I also served as managing editor of the paid weekly *Las Vegas Business Press* and free monthly *Las Vegas Senior Press*.

City Editor

Las Vegas Sun
February 1991-December 1997
I managed all local and state news coverage for this 35,000-circulation daily newspaper, including oversight of 16 staff reporters. Also wrote occasional editorials and columns.

Reporter / Editorial Page Editor
Las Vegas Sun
May 1988-January 1991
I covered a range of beats as a reporter, including police, county and business, and later served as editorial page editor, writing editorials and handling letters to the editor.

Other Publishing

Author of:

• ***Sun, Sin & Suburbia: The History of Modern Las Vegas***
Published by Stephens Press, 2004 / 2012
This book documents the recent history of Las Vegas, especially its dramatic growth and development during the 1990s. The book garnered a positive review from the *Los Angeles Times*. A revised and expanded trade paperback edition was published in 2012.

• ***Howard Hughes: Power, Paranoia & Palace Intrigue***
Published by Stephens Press, 2008
An in-depth study of the famous businessman's Las Vegas years, when he invested more than $200 million in casinos and other real estate while living a strange and reclusive life in a small penthouse suite in a Strip hotel. Book has generated an international audience.

Editor of:

• ***Nevada: 150 Years in the Silver State***
Published by Stephens Press, 2014
The official book commemorating Nevada's 150th birthday. I recruited and managed more than 70 Nevada writers and a dozen photographers who contributed to the book.

I also have edited more than 20 other books for Stephens Press and other publishers and served as founding editor of the CityLife Books imprint.

Education

University of Nevada, Reno
Bachelor's degree, Journalism, May 1988
Editor of twice-weekly student newspaper, *Sagebrush*

Pahrump Valley High School
Pahrump, Nev., graduated 1984

Family

Married, two children (women ages 23 and 19).

THE MOB MUSEUM

National Museum of Organized Crime & Law Enforcement

The Mob Museum
2013 Strategic Plan and Budget

THE MOB MUSEUM
National Museum of Organized Crime & Law Enforcement

Strategic Plan and FY13 Budget Executive Summary

Submitted to City of Las Vegas - December 1, 2012

The Mob Museum represents one of the most important civic projects in recent Las Vegas history, widely viewed by citizens and elected officials as a focal point of the City's downtown revitalization efforts. Since its highly anticipated grand opening on February 14, 2012, The Mob Museum has enjoyed enormous success in delivering upon its mission of advancing the public understanding of organized crime's history and impact on American society. Highlights of the first operating year include:

- Over 175,000 visitors, with 96% "good" or "excellent" rating of experience.
- Domestic and international press coverage with estimated public relations value exceeding $41MM. Notable media outlets included NYTimes, CNN, Travel & Leisure, etc.
- First year operational expenditures within the local community in excess of $2.5MM.
- 60 permanent jobs maintained as a result of operations.
- Numerous "Best Of" awards and accolades from publications such as Nevada Magazine, Las Vegas Weekly, Seven Magazine, AAA, and TripAdvisor.
- Fulfilled all requirements to become the only project to receive historic tax credits in southern Nevada. On track to receive first major equity installment of $1.8MM in January 2013.
- Unique programming and special event opportunities, including a one-of-a-kind speaker series, numerous private facility rentals, and a free community day.
- Established relationships with UNLV and CSN, as well as CCSD educators and various law enforcement agencies to broaden educational reach.
- Tangible impact on neighboring businesses as demonstrated by expanded operating hours and cross promotional initiatives.

Throughout the first year of operations, the organization has refined business practices to improve efficiency and effectiveness in an effort to sustain momentum. In addition, The Mob Museum Board and Staff embarked on a strategic planning process in the spring of 2012. This process began with a review of performance data and development of foundational reference points, including the organizational core values and mission statement. Next was an analysis of strengths, weaknesses, opportunities, and threats. Distilling this information led to the identification of six organizational imperatives to align the strategic plan:

- To maximize and diversify existing revenue streams.
- To protect and strengthen the organization's people assets and operational integrity.
- To provide the highest quality and mission advancing guest experience.
- To become recognized as an indispensable member of the downtown community.
- To build organization reputation as a subject matter authority and best in class museum.
- To identify opportunities for step change increases in reach and revenue generation.

Upon defining organizational imperatives, each department within the organization established functional unit goals and work plans. Concurrently, the 2012 budget was modified to better reflect the evolving first year operations. The 2013 budget was developed through aggregation of the aforementioned data and an analysis of the developing downtown landscape. Both the strategic plan and related budgets continue to be refined by Board, Staff, and key consultants, with essential input from the city of Las Vegas.

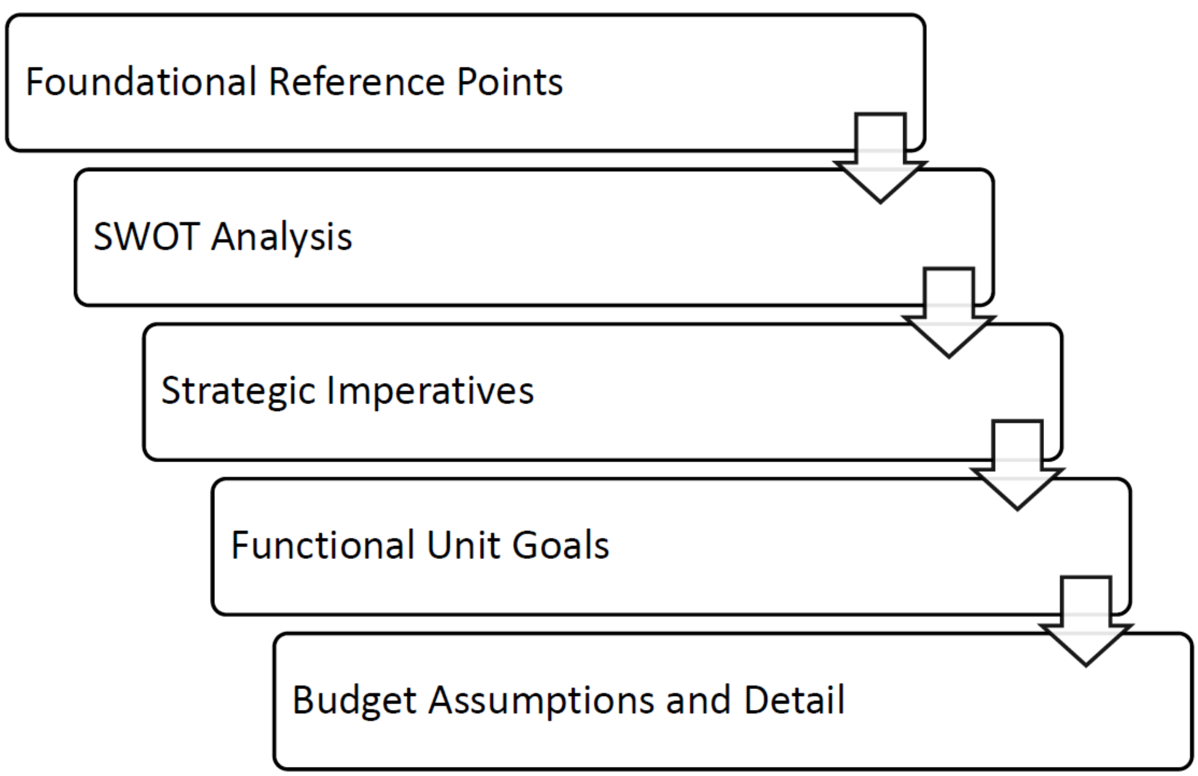
THE MOB MUSEUM

National Museum of Organized Crime & Law Enforcement

Strategic Planning – Context and Timeline

Feb 2012	Grand Opening
Mar 2012	Operational transition continues; key questions posed for future planning
Apr-May 2012	Board presented with governance recommendations; performance data gathering; foundational reference points established
June 2012	Board elections and final committee placement; Board approval of Mission and Core Values statements; SWOT analysis and discussion
July 2012	Board and Staff SWOT review; strategic imperatives established; FY12 budget recast
Aug 2012	Department goal setting; Content, Facility, and Marketing Committees meet and discuss goals; FY13 assumptions and budget draft
Sept 2012	Finance, Governance, and Executive Committees review plans and financials; Board approves 2013 budget

Strategic Planning – Flow and Activities



THE MOB MUSEUM

National Museum of Organized Crime & Law Enforcement

MISSION STATEMENT

To advance the public understanding of organized crime's history and impact on American society.

Key tenets of this mission include:

- Operating as a financially independent and self-sustaining organization that contributes to the growth and vibrancy of downtown Las Vegas.
- Providing accurate storytelling that portrays the roots and evolution of organized crime in America, in an authentic and entertaining manner.
- Creating dynamic and interactive experiences that explore the criminal justice system's efforts and innovations in the fight against organized crime.
- Engaging diverse audiences in discourse about social conditions, individual choices and consequences, contemporary issues, and other topics that relate to organized crime.
- Preserving artifacts, objects, and digital records that serve as educational resources, connecting both the academic community and the general public to people and events of historical significance.
- Honoring the accomplishments of law enforcement by celebrating acts of perseverance and heroism in combatting organized crime.

THE MOB MUSEUM
National Museum of Organized Crime & Law Enforcement

CORE VALUES of THE MOB MUSEUM

Bold Thinking

At our start was an extraordinary idea. We extend this legacy by envisioning significant contributions within the local business community and the larger world of arts, culture, and education. These aspirations manifest in ambitious goal setting and an imaginative approach to our day-to-day work. We encourage one another to be creative and we are unafraid to share novel, and at times audacious, ways of thinking.

People Driven

We care deeply about people - guests, co-workers, and other contributors and stakeholders. As a service organization, we recognize that a total guest orientation is essential for our success. Equally important, we understand that for team members to fully achieve they must feel valued and supported. With people at the center of all we do, we foster an environment that is founded on respect, inclusivity, kindness, and good humor.

Taking Responsibility

We constantly consider the ramifications of our actions, collectively and individually. We care as much about process as we do outcomes. Fair, ethical, and professional behavior is always required in our conduct and everyone is accountable for results. When confronted with challenges or conflicts, each of us is willing to take the first step and "own" our part.

Commitment to Community

Community building is a cornerstone of our organization's purpose. We understand that the impact of our actions and work are not confined to the four walls of the Museum. While our specific business interests may be top of mind, we believe that we are participating in something larger. We must always consider our social responsibilities on a global and local level, and as members of the downtown Las Vegas neighborhood.

Thrive

Thrive is about the journey. We recognize that we are a work in progress - even with accomplishments and success, we are determined to refine our craft. We believe in ongoing improvement, actively reflecting on our conduct and performance, and never settling for "good enough." As we live our values and continue to seek ways to grow, together we Thrive.

THE MOB MUSEUM
National Museum of Organized Crime & Law Enforcement

2013 Strategic Imperative Summary

1. To maximize and diversify existing revenue streams.
    - Pricing to value
    - Optimizing efficiency and capacity utilization
    - Breakthrough audience development
    - Providing fee-based enhancements
    - Identifying sponsorship and fundraising opportunities

2. To protect and strengthen the organization's people assets and operational integrity.
    - Performance assessment for whole organization, individual depts./employees
    - Gap analysis for core competencies
    - Employee retention, growth, and succession planning
    - Effective volunteer recruitment and management
    - Policy and procedure refinement and development
    - Ongoing Board development

3. To provide the highest quality and mission advancing guest experience.
    - Collection policy and goal setting
    - Exhibit refinements and maintenance
    - Programmatic enhancements for specific audiences
    - Planning for exhibition "refreshment"
    - Experience evaluation
    - Other guest amenities and improvements

4. To become recognized as an indispensable member of the downtown community.
    - City government relations
    - Establish and strengthen local business partnerships
    - Participation in community group initiatives

5. To build organization reputation as a subject matter authority and best in class museum.
    - AAM accreditation
    - Expansion of Advisory Board
    - Institutional and agency partnerships

6. To identify opportunities for step change increases in reach and revenue generation.
    - Capital improvements to building/property
    - Collaboration in activation of surrounding area
    - Major business development in and out of market

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 16 2008

300 STEWART AVENUE CORPORATION
C/O JOHN MOWBRAY
300 S 4TH ST STE 1400
LAS VEGAS, NV 89101

Employer Identification Number:
26-0541486
DLN:
17053203340018
Contact Person:
DIANE M GENTRY ID# 31361
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
April 13, 2007
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

300 STEWART AVENUE CORPORATION

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

Robert Choi

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

300 Stewart Avenue Corporation and Subsidiaries

Consolidated Financial Statements
(With Supplementary Information)
and Independent Auditor's Report

December 31, 2012

300 Stewart Avenue Corporation and Subsidiaries

Index

Independent Auditor's Report

To the Board of Directors
300 Stewart Avenue Corporation and Subsidiaries

We have audited the accompanying consolidated financial statements of 300 Stewart Avenue Corporation and Subsidiaries, which comprise the consolidated statement of financial position as of December 31, 2012, and the related consolidated statements of activities, functional expenses, changes in net assets and cash flows for the period April 13, 2007 (date of inception) through December 31, 2012, and the related notes to the consolidated financial statements.

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 accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of 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 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 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of 300 Stewart Avenue Corporation and Subsidiaries as of December 31, 2012, and the changes in their net assets and their cash flows for the period April 13, 2007 (date of inception) through December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information in the supplementary information is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, changes in net assets, and cash flows of the individual companies, and is not a required part of the consolidated 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 consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional 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 consolidated financial statements as a whole.

CohnReznick LLP

Baltimore, Maryland
November 22, 2013

300 Stewart Avenue Corporation and Subsidiaries

Consolidated Statement of Financial Position

December 31, 2012

Assets

Current assets	
Cash	$ 860,102
Accounts receivable	104,771
	964,873
Property and equipment	
Building and improvements	35,911,543
Furniture, fixtures and equipment	9,879,417
Tenant improvements	2,152,667
	47,943,627
Less accumulated depreciation	(2,314,969)
	45,628,658
Total assets	$ 46,593,531

Liabilities and Net Assets

Current liabilities	
Accounts payable	$ 109,137
Accrued expenses	203,869
Deferred revenue	18,181
Note payable	400,000
Development fee payable - current	1,500,000
	2,231,187
Long-term liabilities	
Development fee payable	4,742,245
Total liabilities	6,973,432
Net assets	
Unrestricted	
Controlling interest	42,525,629
Noncontrolling interest	(2,905,530)
	39,620,099
Total liabilities and net assets	$ 46,593,531

See notes to consolidated financial statements

300 Stewart Avenue Corporation and Subsidiaries

Consolidated Statement of Activities

April 13, 2007 (date of inception) through December 31, 2012

Unrestricted net assets	
Unrestricted revenues	
Contributions	$ 46,159,901
General admission	2,719,993
Private events	272,522
Rental income	146,066
Parking	106,590
Memberships	84,530
Total unrestricted revenues	49,489,602
Expenses	
Program services	4,161,672
Support services	
Management and general	5,247,894
Total expenses	9,409,566
Change in net assets before changes related to collection items not capitalized	40,080,036
Collection items purchased	479,937
Increase in unrestricted consolidated net assets	39,600,099
Decrease in unrestricted net assets attributable to noncontrolling interest	(2,925,530)
Increase in unrestricted net assets attributable to the Organization	$ 42,525,629

See notes to consolidated financial statements

300 Stewart Avenue Corporation and Subsidiaries

Consolidated Statement of Functional Expenses

April 13, 2007 (date of inception) through December 31, 2012

	Program Services			Supporting Services
	Exhibits	Education	Total	Management and General
Salaries	$ 113	$ 1,367,588	$ 1,367,701	$ 913,167
Advertising	-	675	675	1,092,599
Organization and startup	-	-	-	1,798,189
Depreciation	1,342,635	393,592	1,736,227	578,742
Professional fees	-	192,450	192,450	293,269
Operating	25,233	141,786	167,019	140,321
Office expense	522	3,064	3,586	137,684
Administrative	3,934	34,093	38,027	112,744
Private events	-	134,400	134,400	88,095
Repairs and maintenance	8,584	46,867	55,451	51,371
Utilities	14,886	75,368	90,254	30,086
Insurance	5,753	29,129	34,882	11,627
Lease expense	341,000	-	341,000	-
	$ 1,742,660	$ 2,419,012	$ 4,161,672	$ 5,247,894

See notes to consolidated financial statements

300 Stewart Avenue Corporation and Subsidiaries

Consolidated Statement of Changes in Net Assets

April 13, 2007 (date of inception) through December 31, 2012

	Unrestricted Net Assets		
	300 Stewart Avenue Corporation	Noncontrolling Interest	Total
Contributions	$ -	$ 20,000	$ 20,000
Increase (decrease) in net assets	42,525,629	(2,925,530)	39,600,099
Net assets, December 31, 2012	$ 42,525,629	$ (2,905,530)	$ 39,620,099

See notes to consolidated financial statements

300 Stewart Avenue Corporation and Subsidiaries

Consolidated Statement of Cash Flows

April 13, 2007 (date of inception) through December 31, 2012

Cash flows from operating activities	
Increase in consolidated net assets	$ 39,600,099
Adjustments to reconcile increase in consolidated net assets to net cash provided by operating activities	
Depreciation	2,314,969
Changes in assets and liabilities	
Increase in accounts receivable	(104,771)
Increase in accounts payable	109,137
Increase in accrued expenses	203,869
Increase in deferred revenue	18,181
Net cash provided by operating activities	42,141,484
Cash flows from investing activities	
Purchase of property and equipment	(41,701,382)
Net cash used in investing activities	(41,701,382)
Cash flows from financing activities	
Proceeds from note payable	400,000
Capital contributions - noncontrolling interest	20,000
Net cash provided by financing activities	420,000
Net increase in cash	860,102
Cash, beginning of year	-
Cash, end of year	$ 860,102
Supplemental disclosure of noncash investing activities	
Developer fee payable included in property and equipment	$ 6,242,245
Supplemental disclosure of cash flow information	
Cash paid during the year for interest	$ -

See notes to consolidated financial statements

Note 1 - Organization and Nature of Operations

300 Stewart Avenue Corporation and Subsidiaries (d.b.a. the Mob Museum) consists of 300 Stewart Avenue Corporation, a nonprofit organization, and three for-profit organizations, 300 Stewart Avenue Taxable, LLC, 300 Stewart Avenue Lessee, LLC and 300 Stewart Avenue QALICB, LLC (collectively, the Organization). A summary of the organizations comprising the consolidated financial statements is as follows:

300 Stewart Avenue Corporation

300 Stewart Avenue Corporation (the Corporation) was established as a nonprofit corporation under the laws of the state of Nevada on April 13, 2007. The Corporation is a museum dedicated to the history of organized crime and law enforcement and its impact on Las Vegas history and its unique imprint on the United States of America. The Museum consists of interactive and engaging exhibits, a gift shop, and office space used for Museum support services. The Corporation is supported primarily by general admission ticket sales revenue.

300 Stewart Avenue Taxable, LLC

300 Stewart Avenue Taxable, LLC (the Manager) was formed as a limited liability company under the laws of the state of Nevada on August 4, 2011 for the purpose of owning and managing two subsidiaries. The Manager is owned 100% by the Corporation.

300 Stewart Avenue Lessee, LLC

300 Stewart Avenue Lessee, LLC (the Tenant) was formed as a limited liability company under the laws of the state of Nevada on August 20, 2011 for the purpose of operating the Museum of Organized Crime and Law Enforcement (the Museum). The Tenant is responsible for all operating revenue earned and expenses incurred in connection with operating the Museum. On February 14, 2012, Museum operations commenced. On October 6, 2011, PNC Bank, N.A. was admitted to the Tenant as a 99.99% member with the Manager owning .01%.

300 Stewart Avenue QALICB, LLC

300 Stewart Avenue QALICB, LLC (the Owner) was formed as a limited liability company under the laws of the state of Nevada on August 5, 2011 for the purpose of owning rehabilitation improvements performed on the historic building, formerly a United States Post Office and Court House, located at 300 Stewart Avenue Las Vegas, Nevada (the Property). The Owner leases the Property from the City of Las

Vegas through the Ground Lease. The Property was rehabilitated into the Museum and is leased by the Owner to the Tenant under a master lease agreement. The Owner is owned 10% by the Tenant and 90% by the Manager.

The Property is a certified historic structure that is eligible for investment tax credits for qualifying rehabilitation expenditures pursuant to Section 47 of the Internal Revenue Code (IRC). The members of the Tenant qualify to receive these tax credits that are passed through by the lessor of the Property pursuant to Section 50(d) of the IRC. As of December 22, 2011, rehabilitation of the Property was substantially complete and placed in service. The Owner is required to comply with various rules and regulations and failure to comply with these or other requirements could result in the recapture of already taken tax credits.

Note 2 - Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation, its subsidiaries and the accounts of variable interest entities for which the Corporation or its subsidiaries is the primary beneficiary. The portion of those entities not wholly owned by the Organization is presented as noncontrolling interest in the accompanying consolidated financial statements. The Corporation consolidates the Manager and the Owner based on its ownership interest in each. All material intercompany transactions and balances have been eliminated in consolidation.

The Corporation has adopted accounting guidance which provides a framework for identifying Variable Interest Entities (VIEs) and determining when a company should include the assets, liabilities, noncontrolling interests and activities of a VIE in its consolidated financial statements. In general, a VIE is an entity or other legal structure used to conduct activities or hold assets that either (1) has an insufficient amount of equity to carry out its principal activities without additional subordinated financial support, (2) has a group of equity owners that are unable to make significant decisions about its activities, or (3) has a group of equity owners that do not have the obligation to absorb losses or the right to receive returns generated by its operations. Generally, a VIE must be consolidated if a party with an ownership, contractual, or other financial interest in a VIE (a variable interest holder) has the power to direct the VIE’s most significant activities and the obligation to absorb losses or right to receive benefits of the VIE that could be significant to the VIE. A variable interest holder that consolidates the VIE is called the primary beneficiary.

The Manager has a .01% equity investment in the Tenant. Under the accounting guidance for Consolidation of a VIE, the Organization considers the Tenant to be a VIE. The Manager has determined that it is the primary beneficiary of this variable interest entity because it acts as manager of the Tenant's Museum operations, thereby giving it the power to direct activities of the Tenant that most significantly impact its economic performance. The Manager also has exposure to the losses of the Tenant and the right to receive benefits from the Tenant that could potentially be significant to the entity as a result of its equity interest. As a result, management believes the Manager is the primary beneficiary of the Tenant; therefore, the Tenant has been consolidated by the Manager.

Basis of Accounting

The consolidated financial statements have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables and other liabilities.

Basis of Presentation

These consolidated financial statements present net assets, revenue, expenses, gains and losses based on the existence of donor-imposed restrictions. Accordingly, net assets and the changes therein are classified as follows:

- Unrestricted - net assets that are not subject to donor-imposed or legal restrictions.

- Unrestricted net assets, noncontrolling - represent the balance of ownership interests of PNC Bank, N.A., the historic investor.

- Temporarily Restricted - net assets whose use has been limited by donor imposed time and purpose restrictions.

- Permanently Restricted - net assets which have been restricted by donor or by law to be permanently maintained by the Organization.

As of December 31, 2012, the net assets of the Organization consisted only of unrestricted.

Revenue Recognition

Contributions received are recorded as increases in unrestricted, temporarily restricted, or permanently restricted net assets, depending on the existence and/or nature of any donor restrictions. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted contributions 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 and reported in the Statement of Activities as net assets released from restrictions.

Revenue from ticket sales is recognized at the point of sale. Discounts provided to customers at the point of sale are recognized as a reduction in sales as the tickets are sold. Revenue from tickets sales through the Museum website is deferred until the ticket is redeemed by the customer in order to gain access to the Museum.

Membership revenue is recognized when received. There is no refund or return policy and no additional payment is required or restrictions on use.

The gift shop lease agreement provides for contingent rentals based on the merchandise sales in excess of specified levels. Revenue is recognized monthly when contingencies are met.

Accounts Receivable and Bad Debt

Accounts receivable are charged to bad debt expense when they are determined to be uncollectible based upon a periodic review of the accounts by management. Accounting principles generally accepted in the United States of America require that the allowance method be used to recognize bad debts; however, the effect of using the direct write-off method is not materially different from the results that would have been obtained under the allowance method. As of December 31, 2012, $-0- of bad debt was recorded.

Property and Equipment

The Organization capitalizes all expenditures for property and equipment in excess of $5,000. Purchased property and equipment are carried at cost while donated property and equipment are carried at fair value at the date of donation. Expenditures for maintenance and repairs are charged against operations. Property and equipment are depreciated over the estimated useful lives of the related assets using the straight-line method of depreciation. Depreciation expense was $2,314,969 for the period April 13, 2007 (date of inception) through December 31, 2012.

Impairment of Long-Lived Assets

The Organization reviews its property and equipment for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If the fair value is less than the carrying amount of the asset, an impairment loss is recognized for the difference. No impairment loss has been recognized as of December 31, 2012.

Collections

Collection items consist of historic treasures that are held for educational and curatorial purposes. Each of the items is cataloged, preserved, and cared for, and activities verifying their existence and assessing their condition are performed continuously. Collection items acquired either through purchase or donation are not capitalized. Purchases of collection items are recorded as decreases in unrestricted net assets if purchased with unrestricted assets and as decreases in temporarily restricted or permanently restricted net assets if purchased with donor-restricted assets. Contributions of collection items are not recognized in the Statement of Activities. Collection items are protected, kept unencumbered, cared for, and preserved.

Functional Allocation of Expenses

The costs of providing various programs and other activities of the Organization have been summarized on a functional basis in the accompanying consolidated financial statements. Costs that can be identified with particular programs or support functions are charged directly to that program or function. Allocable costs have been allocated among the programs and supporting services benefited based on certain allocation estimates. Actual results could differ from those estimates.

Advertising

Advertising costs are charged to operations when incurred. For the period April 13, 2007 (date of inception) through December 31, 2012 advertising costs totaled $1,093,274.

Income Taxes

The Corporation is exempt from federal income taxes under Section 501(c)(3) of the IRC.

The accounting standards on accounting for uncertainty in income taxes address the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the consolidated financial statements. Under that guidance, the Corporation may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position. There were no unrecognized tax benefits identified or recorded as liabilities for the period as of December 31, 2012.

The Manager is a limited liability company that has elected to be treated as a taxable C-Corporation for federal income tax purposes. Income taxes are provided based on earnings reported for consolidated financial statement purposes adjusted for permanent differences between items of income or expense reported in the consolidated financial statements and those reported for tax purposes. As a corporation, deferred income taxes are recognized for the estimated future tax effects of temporary differences in the bases of assets and liabilities measured at the enacted tax rates. To date, the Manager has incurred net operating losses and, therefore, has a deferred tax asset which can be utilized to reduce future taxable income. However, the Manager believes the deferred tax asset will not be utilized in the near future and, therefore, has established a valuation allowance equal to the amount of the deferred tax asset for financial reporting purposes.

The Tenant and the Owner have elected to be treated as pass-through entities for income tax purposes and, as such, are not subject to income taxes. Rather, all items of taxable income, deductions and tax credits are passed through to and are reported by their owners on their respective income tax returns. The Tenant's and the Owner's federal tax status as pass-through entities is based on their legal status as limited liability companies. Accordingly, the Tenant and the Owner are not required to take any tax positions in order to qualify as pass-through entities. The Tenant and the Owner are required to file and do file tax returns with the Internal Revenue Service and other taxing authorities.

These consolidated financial statements do not reflect a provision for income taxes and the Organization has no other tax positions which must be considered for disclosure. Income tax returns filed by the Organization are subject to examination by the Internal Revenue Service for a period of three years. While no income tax returns are currently being examined by the Internal Revenue Service, tax years since 2010 remain open.

Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles 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 statement and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 3 - Description of Program and Supporting Services

Education

The Museum encourages an understanding of the roots and evolution of organized crime in America, as well as the criminal justice system's efforts and innovations in the fight against organized crime.

Exhibits

The Museum's exhibits preserve artifacts, objects, and digital records that serve as educational resources, connecting both the academic community and the general public to people and events of historical significance.

Management and General

Includes the functions necessary to maintain an equitable employment program; ensure an adequate working environment; provide coordination and articulation of the Organization's program strategy through the Office of the Executive Director; secure proper administrative functioning of the Board of Directors; maintain competent legal services for the program administration of the Organization; and manage the financial and budgetary responsibilities of the Organization.

Note 4 - Reserves

Operating Reserve

The Manager is required to establish an operating reserve account in the amount of $4,000,000 for use in funding operating and capital expenditures. The reserve shall be funded from available net cash flow distributions from the Owner. As of December 31, 2012, no funds have been deposited to the account.

Additional Reserve

The Manager is required to establish an additional reserve account in the amount of $2,118,444 for use in funding obligations of the Managing Member. The reserve shall be funded from available net cash flow distributions from the Owner. Funds may only be withdrawn upon consent of PNC Bank, N.A. As of December 31, 2012, no funds have been deposited to the account.

Note 5 - Note Payable

The Corporation was advanced funds in the amount of $400,000 from the City of Las Vegas for the purpose of funding the rehabilitation of the Museum. The advance is non-interest bearing and due on demand. As of December 31, 2012, the outstanding balance of the note was $400,000.

Note 6 - Gift Shop Lease

The Tenant entered into a lease agreement with Events Network, Inc. to lease the retail shop located in the Museum. The lease gives Events Network the exclusive right to sell souvenirs and other Museum related merchandise. The initial lease term began on February 14, 2012 and terminates on February 13, 2017, with an automatic renewal term for an additional 5 years. The lease provides for monthly contingent rent payments based on gross receipts from the sale of merchandise in excess of specified levels, as defined in the lease agreement. For the period April 13, 2007 (date of inception) through December 31, 2012, $146,066 of rental income was earned under the lease.

Note 7 - Ground Lease

The Owner was assigned, from an affiliate of the Manager, a ground lease agreement with the City of Las Vegas (the City) for purposes of leasing the Property. The lease term began on September 7, 2011 and will terminate on September 7, 2110. Rents shall be due annually in the amount of $1. For the period April 13, 2007 (date of inception) through December 31, 2012, $1 of rent was incurred under the lease.

Note 8 - Artifact Leases

The Corporation entered into lease agreements with owners of historic artifacts for the purpose of leasing the artifacts for display in the Museum exhibits. The initial lease terms range from December 1, 2009 through February 15, 2017. In consideration for entering into the leases the Corporation paid an initial installment of $208,000. The leases provide for monthly rent payments of $1,000 and an annual rent payment of $60,000. The leases contain options to extend for up to five additional years. For the period April 13, 2007 (date of inception) through December 31, 2012, artifact lease expense totaled $341,000.

The future minimum rent expense under the lease agreements is as follows:

December 31, 2013	$	88,000
2014		72,000
2015		62,000
2016		60,000
	$	282,000

Note 9 - Development Fee

The Owner entered into a development agreement with the City. The Owner shall pay the City a development fee in the total amount of $6,242,245 based on 20% of the total qualified rehabilitation expenditures incurred. Commencing on December 31, 2013 through December 31, 2016, the fee shall be paid in installments of $1,500,000 from net cash flow and capital proceeds. Fee remaining unpaid shall bear interest at an annual rate of 5% until paid. As of December 31, 2012, $6,242,245 of development fee remains outstanding.

Note 10 - Related Party Transactions

Capital Contributions Receivable

In accordance with the Tenant's operating agreement, PNC Bank, N.A. (PNC), the historic tax credit investor, is obligated to make capital contributions in the amount of $10,592,218. As of December 31, 2012, $20,000 has been received and the remaining amounts are due as follows:

Second installment	$	2,098,442
Third installment		2,118,444
Fourth installment		2,118,444
Fifth installment		2,118,444
Sixth installment		2,118,444
	$	10,572,218

The capital contributions required from PNC may be adjusted based on actual historic tax credits delivered. The capital contributions receivable from PNC will be contributed to the Tenant and passed through to the Owner.

Priority Return Distribution

Pursuant to the Tenant's operating agreement, PNC is to receive a cumulative, annual priority return distribution in an amount equal to 2% of the total capital contributions made by PNC through all sources. The priority return distribution is payable, by the Tenant, from net cash flow or capital proceeds. Any unpaid priority return distribution shall accrue interest at the designated prime rate (3.25% as of December 31, 2012). For the period April 13, 2007 (date of inception) through December 31, 2012, the estimated priority return distribution incurred was $500 and will be recognized as a capital distribution when paid.

Note 11 - Defined Contribution Plan

The Corporation sponsors a 401k plan covering all full-time employees at least 21 years of age on the first of the month following 30 days of service. The Corporation matches 100% of the first 1% of each participant's compensation and 50% of each percentage thereafter, up to a maximum of 6% (6% + participant contribution = 3.5% maximum match). Total expense for the year ended December 31, 2012, was approximately $78,000.

Note 12 - Concentration of Credit Risk

The Organization maintains its cash balances in several accounts in one bank. At times, these balances may exceed the federal insurance limits; however, the Organization has not experienced any losses with respect to its bank balances in excess of government provided insurance. Management believes that no significant concentration exists with respect to these cash balances as of December 31, 2012.

Note 13 - Commitments and Contingencies

The Owner's historic rehabilitation tax credits passed through to the Tenant are contingent on the Organization's ability to maintain compliance with the applicable sections of Section 47 and Section 50 of the IRC. Failure to maintain compliance or to correct noncompliance within a specific time period could result in recapture of previously taken tax credits plus interest.

Note 14 - Subsequent Events

Events that occur after the date of the consolidated statement of financial position but before the consolidated financial statements were available to be issued must be evaluated for recognition or disclosure. The effects of the subsequent events that provide evidence about conditions that existed at the date of the consolidated statement of financial position are recognized in the accompanying consolidated financial statements. Subsequent events which provide evidence about conditions that existed after the date of the consolidated statement of financial position require disclosure in the accompanying notes. Management evaluated the activity of the Organization through November 22, 2013 (the date the consolidated financial statements were available to be issued) and concluded that no subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the notes to the consolidated financial statements.

Supplementary Information

300 Stewart Avenue Corporation and Subsidiaries

Consolidating Statement of Financial Position

December 31, 2012

	300 Stewart Avenue Taxable, LLC	300 Stewart Avenue Lessee, LLC	300 Stewart Avenue QALICB, LLC	Consolidation Entries	300 Stewart Avenue Taxable, LLC and Subsidiaries	300 Stewart Avenue Corporation	Consolidation Entries	300 Stewart Avenue Corporation and Subsidiaries
Assets								
Current assets								
Cash	$ 2,000	$ 679,581	$ 6,501	$ -	$ 688,082	$ 172,020	$ -	$ 860,102
Accounts receivable	-	104,771	-	-	104,771	-	-	104,771
	2,000	784,352	6,501	-	792,853	172,020	-	964,873
Property and equipment								
Building and improvements	-	-	35,911,543	-	35,911,543	-	-	35,911,543
Furniture, fixtures and equipment	-	-	9,879,417	-	9,879,417	-	-	9,879,417
Tenant improvements	-	-	2,152,667	-	2,152,667	-	-	2,152,667
	-	-	47,943,627	-	47,943,627	-	-	47,943,627
Less accumulated depreciation	-	-	(2,314,969)	-	(2,314,969)	-	-	(2,314,969)
	-	-	45,628,658	-	45,628,658	-	-	45,628,658
Other assets								
Due from affiliate	-	281,806	-	(281,806)	-	3,084,706	(3,084,706)	-
Deferred rent	-	-	932,249	(932,249)	-	-	-	-
Master lease receivable	-	-	397,291	(397,291)	-	-	-	-
Investments	40,646,050	(271,688)	-	(40,374,362)	-	42,497,268	(42,497,268)	-
Collections	-	-	-	-	-	-	-	-
	40,646,050	10,118	1,329,540	(41,985,708)	-	45,581,974	(45,581,974)	-
Total assets	$ 40,648,050	$ 794,470	$ 46,964,699	$ (41,985,708)	$ 46,421,511	$ 45,753,994	$ (45,581,974)	$ 46,593,531
Liabilities and Net Assets								
Current liabilities								
Accounts payable	$ -	$ 109,137	$ -	$ -	$ 109,137	$ -	$ -	$ 109,137
Accrued expenses	-	-	-	-	-	203,869	-	203,869
Deferred revenue	-	18,181	-	-	18,181	-	-	18,181
Due to affiliate	2,000	2,243,335	1,121,177	(281,806)	3,084,706	-	(3,084,706)	-
Note payable	-	-	-	-	-	400,000	-	400,000
Development fee payable - current	-	-	1,500,000	-	1,500,000	-	-	1,500,000
	2,000	2,370,653	2,621,177	(281,806)	4,712,024	603,869	(3,084,706)	2,231,187
Long-term liabilities								
Deferred rent expense	-	932,249	-	(932,249)	-	-	-	-
Master lease payable	-	397,291	-	(397,291)	-	-	-	-
Development fee payable	-	-	4,742,245	-	4,742,245	-	-	4,742,245
Total liabilities	-	1,329,540	4,742,245	(1,329,540)	4,742,245	-	-	4,742,245
Net assets								
Unrestricted								
Controlling interest	40,646,050	(193)	39,601,277	(40,374,362)	39,872,772	45,150,125	(42,497,268)	42,525,629
Noncontrolling interest	-	(2,905,530)	-	-	(2,905,530)	-	-	(2,905,530)
	40,646,050	(2,905,723)	39,601,277	(40,374,362)	36,967,242	45,150,125	(42,497,268)	39,620,099
Total liabilities and net assets	$ 40,648,050	$ 794,470	$ 46,964,699	$ (41,985,708)	$ 46,421,511	$ 45,753,994	$ (45,581,974)	$ 46,593,531

300 Stewart Avenue Corporation and Subsidiaries

Consolidating Statement of Activities

April 13, 2007 (date of inception) through December 31, 2012

	300 Stewart Avenue Taxable, LLC	300 Stewart Avenue Lessee, LLC	300 Stewart Avenue QALICB, LLC	Consolidation Entries	Total	300 Stewart Avenue Corporation	Consolidation Entries	300 Stewart Avenue Corporation and Subsidiaries
Revenue								
Contributions	$ -	$ -	$ -	$ -	$ -	$ 46,159,901	$ -	$ 46,159,901
Admissions	-	2,719,993	-	-	2,719,993	-	-	2,719,993
Employee lease reimbursement	2,075,168	-	-	(2,075,168)	-	2,075,168	(2,075,168)	-
Events	-	272,522	-	-	272,522	-	-	272,522
Rental income	-	146,066	1,378,591	(1,378,591)	146,066	-	-	146,066
Parking	-	106,590	-	-	106,590	-	-	106,590
Membership	-	84,530	-	-	84,530	-	-	84,530
	2,075,168	3,329,701	1,378,591	(3,453,759)	3,329,701	48,235,069	(2,075,168)	49,489,602
Operating expenses								
Salaries	2,075,168	2,075,168	-	(2,075,168)	2,075,168	2,264,007	(2,075,168)	2,264,007
Advertising	-	1,093,274	-	-	1,093,274	-	-	1,093,274
Professional	-	391,789	93,930	-	485,719	-	-	485,719
Rent expense	-	1,378,591	-	(1,378,591)	-	341,000	-	341,000
Operating	-	269,123	-	-	269,123	-	-	269,123
Private events	-	222,495	-	-	222,495	-	-	222,495
Administrative	-	150,771	-	-	150,771	-	-	150,771
Miscellaneous	-	109,064	38,217	-	147,281	-	-	147,281
Utilities	-	120,340	-	-	120,340	-	-	120,340
Repairs and maintenance	-	106,822	-	-	106,822	-	-	106,822
Real estate taxes	-	-	49,067	-	49,067	-	-	49,067
Insurance	-	46,509	-	-	46,509	-	-	46,509
	2,075,168	5,963,946	181,214	(3,453,759)	4,766,569	2,605,007	(2,075,168)	5,296,408
Operating income (loss)	-	(2,634,245)	1,197,377	-	(1,436,868)	45,630,062	-	44,193,194
Other expenses								
Collections	-	-	-	-	-	479,937	-	479,937
Organization and start-up	-	-	1,798,189	-	1,798,189	-	-	1,798,189
Depreciation	-	-	2,314,969	-	2,314,969	-	-	2,314,969
Loss on investment	1,851,218	291,578	-	(2,142,796)	-	-	-	-
	1,851,218	291,578	4,113,158	(2,142,796)	4,113,158	479,937	-	4,593,095
Net income (loss)	$ (1,851,218)	$ (2,925,823)	$ (2,915,781)	$ 2,142,796	$ (5,550,026)	$ 45,150,125	$ -	$ 39,600,099