Overview of Financial Position The Barnes Foundation

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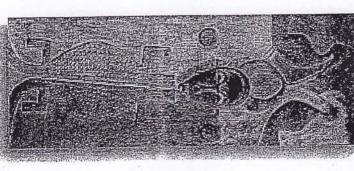
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Deloitte & Touche

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support, have driven The Foundation to the brink of insolvency. funding and extremely restrictive covenants imposed by the courts and included in the indenture. These restrictions, and the lack of substantial contributed Over the past decade, The Barnes Foundation has faced a continued lack of

various legal battles, and a neglect of general operations, required a depletion of the \$10 million endowment established in 1951. Prior to the institution of the first professional management team in 1999, there had never been a development effort on behalf of The Foundation. Additionally,

strategic initiatives that could be implemented outside of the court's approval condition of the organization and invest in the underlying infrastructure and A new management team took on the task in 1999 to identify a number of human resources. Many of these initiatives included a significant focus on These initiatives, numbering 24 in all, were established to stabilize the financial fundraising.



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Executive Summary

began in 2000, leading up to the tragic events of September 11th. implementation process was created by the economic downturn that initiatives, results have been mixed. A major, external setback to the Although management has implemented the majority of the strategic

Problem 4

continue to exist. management have been key factors in keeping The Foundation intact. However, in spite of management's best efforts, the financial difficulties In light of these major setbacks, the diligence and the tenacity of

decisive action be taken by the Board. It was Deloitte & Touche's role The Foundation now faces a financial crisis that requires immediate and three distinct scenarios the cumulative cash shortfall of The Foundation through 2004, under to assess the current financial position of the organization and quantify

Executive Summary

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The Barnes Foundation Deloitte & Touche was asked to work with management to analyze and begin in 2003, would give the Board time to develop and implement a month period called the "Bridge Financing Period." This period, to present specific alternatives to operate The Foundation during a 24

new, long range plan.

through 2004 in order to sustain operations during the Bridge Financing indicate that The Foundation will require between \$5.0 and \$6.5 million The results of our analysis, which are contained in this presentation,

new strategy. History suggests that these additional costs could double These estimates exclude any legal or program costs associated with a the bridge financing requirements.



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Project Overview

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The Barnes Foundation

Original Project Description

Foundation. The purpose of the review was to: current financial obligations and potential revenue sources of The Deloitte & Touche was engaged to provide assistance in defining the

- Provide The Barnes Foundation Board and the management team with a common understanding of the organization's current financial position
- Address progress against the strategic plan and re-prioritize the initiatives, as appropriate
- Determine what, if any consideration should be brought before Orphan's experienced Court or Township Court to relieve the operating distress currently



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Interim Report Focus

operating funds. interim report was requested by the Barnes Foundation Board of Based on the critical financial situation facing the organization, an The Foundation is in jeopardy of expending all available sources of The cash basis presentation was determined to be most appropriate since financial performance of the organization, measured on a cash basis. Trustees. This interim report focused solely on the historic and current

all cash reserves being expended by the conclusion of 2002. operating losses will continue. Consequently, the Board requested a more focused financial review by Deloitte & Touche Additionally, historical operating results suggest the trend of significant This Interim Financial Report identified for the Board the likelihood of



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Modified Project Description

quantification of cash required under three distinct operating scenarios through Having identified an immediate need for a significant infusion of operating funds to the organization, the Board asked Deloitte & Touche to focus solely on the

In developing this report, Deloitte & Touche performed the following procedures:

- Cash Analysis review of restricted and unrestricted funds that are expected to be available to support activities conducted under each scenario
- scenario History of Barnes Foundation Activities – review prior year operating history to gain an understanding of The Foundation's burn rate for each
- Scenario Quantification review of each scenario with Foundation management to develop reasonable estimates of revenue and expense that would be expected under each scenario

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Cash Position Analysis

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depleted. To understand the current, cumulative cash position of The highlight the estimated time in which operating funds are expected to be The historical analysis of The Foundation's financial performance for 2000 and balances Foundation, it is necessary to first review The Foundation's historical cash Deloitte & Touche has prepared an analysis of The Foundation's cash position to

Foundation. The results of the analysis include: 2001 was conducted to estimate the cash basis operating results of The

- The Foundation had a combined cash loss of approximately \$1,364,000,
- were not adequate to cover this loss, and Increased contributions and operating cost offsets from restricted grants
- operations beginning in 2001 Pension Reversion Funds were used as "bridge financing" to support

Historical Results

Operating Results by Year

(\$000s)	Actu	Actual 2000	Actu	Actual 2001
Beginning Cash	\$	1,360	↔	2,504
Pension Reversion Funds (1)		1,731		1
		3,091		2,504
Ending Cash Balance (2)		2,504	•	1,727
Estimated Operating Results (3)	\$	(587)	S	(777)
		r	1	
(1) One-time source of funds generated through overfunding of pension plan.	hrough over	funding of pension		
(2) 2001 Balance includes advances to Greenhouse Project and Pew monies deposit	reenhouse P	roject and Pew mo	nies deposited	ted in 2002.
(3) Includes net surplus or deficit from Restricted funds.	Restricted fu	nds.		



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The Barnes Foundation

Management's Forecasted Performance - 2002

efforts, The Foundation will operate at a deficit for 2002. The major variances Forecast on the following page: from the original budget are listed below and incorporated in the Management The current forecast of operations indicates that, despite management's best

- V Professional fees are expected to be \$238,000 over budget. Included in this Significant fundraising event that was expected to raise \$900,000 is no longer reforecast is a provision of \$150,000 for court-directed discovery expense related expected to occur. to legal disputes.
- Due to unforeseen market conditions, investment income has been reduced \$73,000, to \$20,000.
- significant grant extended from Mellon. Grants expire in 2002, however, the Collection assessment revenue has been adjusted upward to account for the \$1,000,000 baseline expenses need to continue.
- approval by the court for capital funds reimbursement. Greenhouse capital improvement is included as a contingent expense, pending

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Management's Budgeted and Reforecast - 2002

					2					Expenses							R			Revenue		
Excess expenses over revenue	Greenhouse Overage		Other	Gallery Shop Purchases	Collections Assessment	Repairs/Maintenance	Utilities	Insurance	Professional Fees	Salaries/Taxes/Security		Other	VDM Settlement	Collections Assessment	Development	Gallery Shop Sales	Admission/Audios	Education	Investment Income			
59		69								€9	55								69			
		4,057,672	533,117	215,000	616,810	121,767	174,300	185,458	299,000	1,912,220	4,057,672	105,500	200,000	675,250	1,801,005	440,000	507,560	234,895	93,462		Budget	Original
S		5								69	59								69		, <u>k</u>	21
(839,187)	100,000	4,441,868	424,263	160,000	1,023,530	100,962	171,300	200,000	537,000	1,824,813	3,702,681	80,700	200,000	960,261	1,286,005	412,000	525,895	217,820	20,000		Forecast (1)	107 Pavicad
es		69								69	65								69			
(839,187)	100,000	384,196	(108,854)	(55,000)	406,720	(20,805)	(3,000)	14,542	238,000	(87,407)	(354,991)	(24,800)	•	285,011	(515,000)	(28,000)	18,335	(17,075)	(73,462)		Change	

Note (1): 2002 Revised Forecast as presented to the Finance Committee on August 15, 2002.

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Reforecasted Adjustments - 2002

Foundation for 2002. However, certain adjustments to management's reforecast are required The purpose of Management's reforecasted analysis was to update the expected results of The The required changes to Management's reforecast are outlined below: liabilities likely to be incurred by year end, and ongoing funding needs for The Foundation. These adjustments include known expenses that can be reasonably measured, contingent

Estimates of Known Expenses (July 2002 – December 2002)

Strategic Plan Assessment

+\$120,000

D&O Insurance Increase

+\$100,000

Estimates of Contingent Liabilities (July 2002 - December 2002) Settlement Reserve + \$377,000 (Per 2001 audited Financial Statements, net of

existing \$63,0000 reserve. Note, this expense

may occur in 2003, not 2002.)

Total Estimated Adjustments

+ \$597,000



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2002 Reforecast: Unrestricted Operations

After inclusion of the reforecasted adjustment noted on the previous page, the expected cash shortfall for 2002 increases to approximately \$1.44 million

Expenses	Revenue
4,541,868 (839,187)	\$ 3,702,681
Total 2002 Expenses Subtotal	Total 2002 Revenue

	€9
377,000	220,000
Settlement Reserve	Known Expenses (July through December 2002)

,436,187)	
Total Cash Losses for 2002	1
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Losses	- The second
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Three-Year Operating Cash Flow Analysis

cash by December 2002. years 2000 through 2002. This summary suggests that The Foundation will run out of The following is a cash-based summary of The Foundation's operating results for the

	Unrestricted Funds	
(1) 2001 balance includes advances to Greenhouse Project and Pew monies deposited in 2002 Source: Information derived from audited trial balances and management-prepared 2002 revised results of operations.	Beginning Cash on Hand Pension Reversion (12/00) Estimated Cash Results Ending Cash on Hand Restricted Expenses Previously Funded Ending Cash Available to Fund Operations	Op
es to Greenhouse Project com audited trial balanc operations.	\$ 1,360 \$ 1,731	Operating Activities by Year Actual Actual 2000 20
and Pew monies d	2,504 (777 1,723	y Year Actual 2001
eposited in 2002 ent-prepared	\$ 1,727 (1,436) 2 \$ 291 (278) \$ 13	Projected 2002



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Projected Cash Balance

Bringing the cash analysis results forward, it appears that The Foundation burns results in a working capital deficit position beginning in January 2003. working capital at a rate of approximately \$214,000 per month (annually). This

Mon	Mon	Estin	Fund	Cash	-	4	1
Months Remaining	Monthly Burn Rate (2)	Estimated Cash for Operations	Funds Repayment to Restricted Grants	Cash as of July 31, 2002 (1)			
	₩			↔		F	
5	214,124	1,093,570	(278,400)	1,371,970	2002	Projected	

- \$230,124 greenhouse bill. (Both expected to be occur in August) Includes expected transfer of \$370,408 from restricted accounts for the Greenhouse, net of a
- 2 monthly burn rate is expected to equal \$214,124. remaining burn rate is (\$1,436,187 - \$365,567 = \$1,080,620). With five months remaining, the Estimated Yearly Cash Loss of \$1,436,187. \$365,567 loss through July 31, 2002. Thus, the

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Bridge Financing

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Operations Deficit Financing

significant effort by management to control cost and maximize revenue out of funds by December 2002. To have made it this far has required Based on the cash position analysis, the Barnes Foundation is expected to run opportunities. That effort has included working toward achievement of the initiatives outlined in the 2000 Strategic Plan.

repaid. stabilized in subsequent years. The Board and Management anticipated anticipated working capital short-fall in 2000 and 2001 until operations bridge financing for The Foundation. The intention was to fund the 2000, the Pension Reversion funds were designated by the Board to serve as Recognizing these initiatives would take time to generate results, in late borrowed funds would be adequate to cover operating deficits and would be



Pension Reversion Funds

of these Pension Reversion funds in jeopardy: During the past three years, the following has occurred, leaving the repayment

- Working capital deficits have continued, and are significant
- Operating restrictions and external market forces have negatively impacted the timing and effectiveness of the strategic initiatives
- Based on the current forecast, the Pension Reversion funds will be exhausted prior to the end of 2002

of Pension Reversion Funds. Current projections suggest that all remaining To date, the Board has approved the use of \$1.05 million of the \$1.73 million ongoing operations. to authorize the use of all remaining Pension Reversion Funds to support funds will be needed before the end of 2002. The Board of Directors will need



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Additional Bridge Financing

significant changes in strategy. All of the options under consideration To best assess the viability of these alternatives, the Board has asked will require substantial time before they can be fully implemented. financial perspective, the Board and Management are considering Recognizing the operations of The Foundation have not stabilized from a

occur through 2004 under three distinct operating scenarios. Deloitte & Touche to quantify the cumulative cash shortfall likely to Additional bridge financing must be identified immediately to support

existing operations through 2004 and to sustain The Foundation until a new strategic direction can be implemented.

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Scenario Definition

of quantifying cash shortfalls through 2004. These scenarios represent varying implemented. levels of access to the collection while a new strategic direction is identified and The Board has requested the review of three operating scenarios for the purpose

The scenarios selected were:

- As Is No material change to existing operations. Public visitation of the Gallery and all educational programs would continue
- education. The Gallery would be closed to public visitation No Public Visitation - No material change to education programs. Gallery access would be scaled down to allow visitation only when part of formal
- No Visitation Educational programs and all casual visits to the Gallery would of the collection be eliminated. The Foundation would exist for the sole purpose of conservation

The assumptions and the results of the analyses are on the following pages





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General Assumptions on Scenarios

All scenarios are based upon information provided by management

- "As-Is" based upon reforecast; "No Public Visitation" and "No Visitation" assumptions provided separately
- No analysis done by Deloitte & Touche concerning staffing levels
- No comparison or analysis external to Foundation operations

All scenarios have a "start date" of 2003 for changes in operations.

surrounding a new strategy Contributions for operations will be negatively impacted by publicity

outstanding litigation or implementation of any new strategies are included. No expenses for any litigation cost (or related professional fees) surrounding

All revenues and expenses are represented in base year 2002 dollars



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Revenue Assumptions

	Assu	imption		Scono, io
VDM funds expire in 2004	Ker-Feal is not an revenue producing facility	Development income reduced by 50% in 2003 and 75% in 2004	Grant monies to fund collections assessment ends in 2002	".'As-Is"
VDM funds expire in 2004	Ker-Feal is not an revenue producing facility	No contributions to operations	Grant monies to fund collections assessment ends in 2002	.5No.Public Visitation?
VDM funds expire in 2002	Ker-Feal is not an revenue producing facility	No contributions to operations	Grant monies to fund collections assessment ends in 2002	"No Visitation"



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Expense Assumptions

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\$75k audio tour lease expense is incurred for all years	D&O insurance estimate increased to \$300k	Collections assessment expenses continue, even though restricted funds are exhausted	Development department expenses are included, largely to solicit funding for new strategy	No change in staffing	No additional professional fees for Herman, etc. v. Barnes	のでは、100mmの
expense \$75k audio tour lease expense is incurred in 2002 and 2003 is incurred in 2002 and 2003	D&O insurance estimate increased to \$300k	Collections assessment expenses continue, even though restricted funds are exhausted	Development department expenses are included, largely to solicit funding for new strategy	Elimination of Visitor Services and some security personnel	No additional professional fees for Herman, etc. v. Barnes	
\$75k audio tour lease expense is incurred in 2002 and 2003	D&O insurance estimate increased to \$300k	Collections assessment expenses continue, even though restricted funds are exhausted	Development department expenses are included, largely to solicit funding for new strategy	Elimination of Visitor Services, Art & Horticulture Education, and some security	No additional professional fees for Herman, etc. v. Barnes	· · · · · · · · · · · · · · · · · · ·



Scenario Results

scenarios requested by the Board. Touche, with the assistance of Foundation management, for the three The following pages depict the estimates developed by Deloitte &

deficit, resulting in a reduction to operating cash. Any negative value shown in a single year should be considered a The scenarios are presented in revenue and expense statement format. Greenhouse Overage

D&T Adjustments (page 15)



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Education	Investment Income		

Revenu

2002 Revised

Forecast

2003

2004

"As Is" Scenario

investment Income	
Education	
Admission/Audios/Parking Lot	

217,820

525,895

525,895

217,820

20,000

412,000 321,501

217,820

20,000

412,000

643,003

20,000

VDM Settlement Collections Assessment Development

Gallery Shop Sales

,286,005 960,261 412,000 525,895

3,702,681 200,000 80,700

Expenses

Salaries/Taxes/Security

,824.813

Repairs/Maintenance

Gallery Shop Purchases Collections Assessment Utilities

Insurance (1) **Professional Fees**

2,099,418 80,700

200,000

50,000

69

80,700

1,627,916

1,824,813 387,000

1,824,813

387,000

300,000

171,300

100,962

1,023,530 100,962 171,300 300,000

4,391,868 424,263

4,441,868

4,391,868

424,263 160,000

,023,530

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160,000

160,000

424,263

171,300 200,000 537,000

100,962

(2,292,451)(2,763,952)

(1,436,187)

597,000 100,000

(1) D&O increase to \$300,000 included in Deloitte & Touche Adjustment for 2002

Excess expenses over revenue

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"No Public Visitation" Scenario

	Greenhouse Overage 100,000 D&T Adjustments (page 15) 597,000	\$ 4,441,868 \$ 3,635,929		ses 160,000	Repairs/Maintenance 100,962 97,630 Collections Assessment 1.023,530 1,023,530			ses Salaries/Taxes/Security \$ 1,824,813 \$ 1,337,570	\$ 3,702,681 \$ 491,020		VDM Settlement 200,000 200,000	Development 1,280,000 -	Gallery Shop Sales 412,000 -	Admission/Audios/Parking Lo 525,895	Education 217,820 217,820	Investment Income \$ 20,000 \$ 20,000	Forecast 2003
se		59						€9	69							69	
(3,219,909)		3,560,92	244,899		1,023,530	171,300	386,000	1,337,570	341,020	53,200	50,000	. 1			217,820	20,000	2004



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\$55000

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"No Visitation" Scenario

Deloit			loitte & Touche Adjustment for 2002	2002	uche Adjustment for	te & To	(1) D&O increase to \$300,000 included in Deloitte & Touche Adjustment for 2002	
	(2,639,174)	8	(2,714,174)	&	(1,436,187)	59	Excess expenses over revenue	
		Notes No. 15		av	100,000 597,000		Greenhouse Overage D&T Adjustments (page 15)	
	74,000	\$	149,000 2,804,874	~~~~~	424,263	69	Other	
	95,930 1,023,530		95,930 11,023,530		1,023,530		Repairs/Maintenance Collections Assessment	
	300,000		300,000 171,300		200,000		Insurance (1) Utilities	
	719,114	69	719,114	59	1,824,813	69	Salaries/Taxes/Security	
	90,700	64	90,700	64	3,702,681	69	Expenses	
	70,700	765 =	70,700		80,700		Other	4
	.,		•		960,261		Collections Assessment	
					412,000 1,286,005		Gallery Shop Sales Development	
			1 1		217,820 525,895	9	Education Admission/Audios/Parking Lo	
	20,000	69	20,000	69	20,000	69	Investment Income	
	2004		, 2003		2002 Revised Forecast	20)

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Cumulative Cash Needs - Three Scenarios

strategic alternative selected and the success of it's implementation. is required during the identified time period. This Bridge Financing may need to be converted to permanent funding, dependent upon the Under any of the three options, a significant level of Bridge Financing

"No Visitation" Scenario	"No Public Visitation" Scenario	"As Is" Scenario	
0	•	\$	
(2,714,174)	(3,144,909)	\$ (2,292,451)	2003
		€9	
(2,639,174)	(3,219,909)	\$ (2,763,952)	2004
		€9	
(5,353,348)	(6,364,818)	(5,056,403)	Total 2003 - 2004

until 2003 - thus, the excess of expenses over revenue for 2002 is the same under all three scenarios. Note: It is assumed that the "No Public Visitation" or "No Visitation" Scenarios would not commence



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Summary

Deloitte & Touche

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Foundation The Barnes

The results of the financial analysis highlight the following:

- relations, and a restrictive indenture), The Foundation continues to be hamstrung by external forces (legal proceedings, economy, public
- The management team has performed admirably through these constraints to prolong the operations of the Barnes Foundation,
- The Barnes Foundation continues to have significant losses from operations,

Fundraising efforts do not generate sufficient support to cover the expenses of ongoing operations,

- the end of 2002, Based on the revised forecast, all operating cash and Pension Reversion funds will be exhausted by
- sustain operations, The Board of Directors will need to authorize the use of all remaining Pension Reversion funds to
- V operating funds by year end, Additional bridge financing must be identified immediately. The Foundation will require additional
- Depending on the operating scenario selected, funding requirements for future periods will be approximately \$2.29 to \$3.22 million per year, and
- new strategy. Bridge financing estimates do not include provisions for legal costs associated with implementing a

Deloitte & Touche

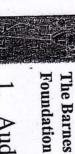


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Appendix: Information Relied Upon

- 1. Audited trial balances for 12/31/00 and 12/31/01
- Audited financial statements of the Barnes Foundation for 1999, 2000 and 2001
- ယ Management's representations of bank statements as of July 31, 2002
- Original and revised forecasted results, prepared by management, for
- 5. Interviews with senior staff and Board of Directors
- 6 Estimates by Counsel and Board of Directors re: legal expense and D&O insurance
- Management representation of restricted funding sources (see appendix)

Appendix: Restricted Grants

The Barnes	Foundation

Funding	Restriction on Funds	Grant Amount	Date (To Be) Received	Funding	Spent Through 6/02	Balance
Henry Luce Foundation	Col. Asses-American Collection	\$250,000	Feb-02	April 2001-April 2003	\$108,486	\$141,514
Kellogg	Education initiative - strategic collaboration & curriculum devel (includes @ \$74,000 to offset operations)	\$100,000	Feb-02	2/1/02 - 1/31/03	\$11,884	\$88,116
Mellon - 2nd Year	Collection assess - emphasis on conservation and archives (includes @ \$100,000 to offset operations)	\$300,000	Mar-02	3/22/02 - 3/21/03	\$115,540	\$184,460
	Salaries and expenses	\$50,000	Jun-02	6/1/02 - 5/31/03	\$21,486	\$28,514
PA DCED	Collection assessment	\$125,000	Apr-02	3/1/01 - 8/1/02	\$149,569	(\$24,569)
Pew	Collection assessment	\$90,000	Aug-02	8/1/02 - 7/31/03	S	\$90,000
Pew - Zhd Grain	Collection assessment	\$46,000	Sep-02	8/1/02 - 7/31/03	0\$	\$46,000
Few - Zild Glain	Collection assessment	\$46,000	Oct-02	8/1/02 - 7/31/03	0\$	\$46,000
Pew - Zha Glani	Collection assessment	\$46,000	Nov-02	8/1/02 - 7/31/03	0\$	\$46,000
Few - Zhd Giant	Collection assessment	\$46,000	Jan-03	8/1/02 - 7/31/03	\$0	\$46,000
Few - Zho Giani	Research 18th century redware	\$25,000	Nov-02	6/1/02 - 5/30/03	0\$	\$25,000
NEA (Nat) Elicovillent ich (10 7 112)	General opera	\$14,167	Nov-02	9/1/02 - 10/1/03	9,	\$14,167
CHAC (PA Humanilles & Miseum Comm)	General operal	\$150,000	Sep-02	9/1/02 - 10/1/03	0\$	\$150,000
Victor Court Ordered Settlement Payment		\$200,000	Jan-02	1/1/02 - 12/31/02	\$65,125	\$134,875
VOM COURT CHARTER Arts	Visual impairment education	\$3,400	Jun-02	6/1/02 - 12/31/02	0\$	\$3,400
TA COUNCIL OIL UND AND	Education	\$10,000	May-02	5/1/02-4/30/03	0\$	\$10,000
Philadelphia Foundation	Archives	\$27,227	only after being spent	5/1/02-3/31/03	0\$	\$27,227
		20			6472 000	£4 056 704
TOTALS		\$1,528,794			\$412,090	\$1,050,704