

Report of Independent Accountants

Board of Directors
Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc.

We have audited the accompanying statements of net assets – modified cash basis of the Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. (the Foundation) as of December 31, 2004 and 2003, and the related statements of changes in net assets – modified cash basis and cash flows – modified cash basis for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 audits provide a reasonable basis for our opinion.

As described in Note 1, these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. as of December 31, 2004 and 2003, and the changes in its net assets, and its cash flows for the years then ended, on the basis of accounting described in Note 1.

Templeton & Company, LLP

West Palm Beach, Florida
April 6, 2005



THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

STATEMENTS OF NET ASSETS - MODIFIED CASH BASIS

December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
ASSETS		
Cash and cash equivalents	\$ 1,240,491	\$ 411,900
Investments	<u>138,577,345</u>	<u>128,398,736</u>
Total assets	<u>\$ 139,817,836</u>	<u>\$ 128,810,636</u>

LIABILITIES AND NET ASSETS

Liabilities	\$ -	\$ -
Net assets - temporarily restricted	<u>139,817,836</u>	<u>128,810,636</u>
Total liabilities and net assets	<u>\$ 139,817,836</u>	<u>\$ 128,810,636</u>

See accompanying notes to financial statements.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

**STATEMENTS OF CHANGES IN NET ASSETS -
MODIFIED CASH BASIS**

For the Years Ended December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Temporarily restricted net assets:		
Revenue, net of investment advisory fees:		
Net realized gain on sales of investments	\$ 275,331	\$ 1,051,451
Net unrealized appreciation on investments	15,155,341	18,503,343
Interest, dividends, and distributions	<u>1,734,832</u>	<u>1,316,062</u>
	<u>17,165,504</u>	<u>20,870,856</u>
Expenses:		
Scholarships and grants distributed	5,138,186	4,100,154
Management and general expenses	994,480	755,314
Federal excise and other taxes, net of refunds	<u>25,638</u>	<u>(29,303)</u>
	<u>6,158,304</u>	<u>4,826,165</u>
Increase in temporarily restricted net assets	11,007,200	16,044,691
Net assets, beginning of year	<u>128,810,636</u>	<u>112,765,945</u>
Net assets, end of year	<u><u>\$ 139,817,836</u></u>	<u><u>\$ 128,810,636</u></u>

See accompanying notes to financial statements.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

**STATEMENTS OF CASH FLOWS -
MODIFIED CASH BASIS**

For the Years Ended December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Cash flows from operating activities:		
Increase in net assets - modified cash basis	\$ 11,007,200	\$ 16,044,691
Adjustments to reconcile increase in net assets to net cash used in operating activities:		
Net realized gain on sales of investments	(275,331)	(1,051,451)
Net unrealized appreciation on investments	<u>(15,155,341)</u>	<u>(18,503,343)</u>
Net cash used in operating activities	<u>(4,423,472)</u>	<u>(3,510,103)</u>
Cash flows from investing activities:		
Purchases of investments	(12,873,837)	(10,269,843)
Proceeds from sales of investments	<u>18,125,900</u>	<u>13,207,456</u>
Net cash provided by investing activities	<u>5,252,063</u>	<u>2,937,613</u>
Increase (decrease) in cash and cash equivalents	828,591	(572,490)
Cash and cash equivalents, beginning of year	<u>411,900</u>	<u>984,390</u>
Cash and cash equivalents, end of year	<u>\$ 1,240,491</u>	<u>\$ 411,900</u>

See accompanying notes to financial statements.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS

Note 1 – Nature of Operations and Summary of Significant Accounting Policies

Organization and Purpose

The Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc. (the Foundation) provides educational scholarships and grants.

The Foundation received all of the assets of the Theodore R. and Vivian M. Johnson Scholarship Foundation, a private foundation trust (the Foundation Trust) on December 31, 2001 in a tax-free transfer and operates as its successor.

Donated assets of the Foundation are invested in accordance with donor intention, with income derived from such assets used for grant and operating purposes.

Basis of Accounting

The Foundation prepares its financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Revenue is recognized when collected and expenses are recorded when paid, rather than when due or the commitment or obligation is incurred.

Assets and liabilities generally arise from cash transactions, except for non-cash contributions of investments, which are recorded when received, at their fair value.

Classification of Net Assets

The Foundation records all income from its investments as temporarily restricted net assets. These amounts are subject to donor-imposed restrictions that permit the Foundation to use or expend the assets for grant or operating purposes. The donor restrictions expire when payments are made for grant or operating purposes.

Permanently restricted net assets contain donor-imposed restrictions that stipulate the resources be maintained permanently, unless needed to meet the Internal Revenue Service distribution requirements, but permit the Foundation to use or expend all of the income derived from the donated assets for grant or operating purposes. There were no permanently restricted net assets or donations during 2004 or 2003.

Cash and Cash Equivalents

The Foundation considers all highly liquid investments with original maturity terms of three months or less to be cash equivalents. The concentration of credit risk associated with cash and cash equivalents is considered low due to the credit quality of the financial institutions and the liquidity of these financial instruments. Cash and cash equivalents are carried at cost which approximates fair value.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 1 – Nature of Operations and Summary of Significant Accounting Policies, Continued

Investments

Equity securities with readily determinable fair values and all debt securities are carried at fair values based on quoted market prices. The values of certain investments are estimated by management of the investee in the absence of readily determinable fair values.

Investment gains or losses are recognized upon realization, or when their values are deemed to have been permanently impaired. The Foundation uses the specific identification method to determine its historical basis, which is based on the fair value at the beginning of the period in computing realized gain and losses. Unrealized gains and losses are recognized based on changes in fair values during the period for those securities held at the end of the period. Dividends, distributions, and interest are recognized as income when received and are restricted for grant and operating purposes.

Income Taxes

The Foundation is incorporated as a private foundation and is currently exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code; however, it is subject to an excise tax on its net investment income and is taxed on unrelated business income for both federal and state income tax.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Estimates also affect the amounts of revenue and expenses recognized during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the 2003 financial statements have been reclassified to conform to the 2004 presentation which presents the net unrealized appreciation on investments net of specific investment advisory fees (see Note 2).

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Investments

The cost, fair value, and unrealized gain or loss attributable to the Foundation's investments at December 31, 2004 and 2003 are presented below:

	<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Gain (Loss)</u>
December 31, 2004:			
United States equity	\$ 24,273,318	\$ 27,786,429	\$ 3,513,111
Non-United States equity	15,929,709	28,503,928	12,574,219
Alternative marketable equity entities	9,447,402	15,996,631	6,549,229
Private equity entities and venture capital	4,989,591	4,913,669	(75,922)
Fixed income	28,015,603	39,307,489	11,291,886
Inflation protection managers	<u>13,792,979</u>	<u>22,069,199</u>	<u>8,276,220</u>
	<u>\$ 96,448,602</u>	<u>\$ 138,577,345</u>	<u>\$ 42,128,743</u>
December 31, 2003:			
United States equity	\$ 31,942,899	\$ 32,812,270	\$ 869,371
Non-United States equity	12,607,226	20,800,864	8,193,638
Alternative marketable equity entities	8,197,483	13,583,534	5,386,051
Private equity entities and venture capital	3,329,136	2,532,690	(796,446)
Fixed income	30,771,721	40,682,402	9,910,681
Inflation protection managers	<u>14,576,869</u>	<u>17,986,976</u>	<u>3,410,107</u>
	<u>\$ 101,425,334</u>	<u>\$ 128,398,736</u>	<u>\$ 26,973,402</u>

Specific investment advisory fees of \$274,138 in 2004 and \$251,340 in 2003 are recorded as reductions to the net unrealized appreciation on investments in the accompanying statements of changes in net assets.

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 3 – Expenses

Expenses for the years ended December 31, 2004 and 2003 are presented as follows:

	<u>2004</u>	<u>2003</u>
Scholarships and grants distributed:		
Palm Beach Atlantic University	\$ 1,215,000	\$ 1,210,000
C.S.F.A. (for the benefit of UPS employees)	900,000	691,450
Native American Tribal Colleges	505,190	427,594
Gallaudet University	470,000	326,000
Florida School for the Deaf and Blind	470,000	343,000
Berklee College	450,000	278,278
Florida State University System	400,000	312,000
Gonzaga University	244,594	228,533
Landmark East	150,000	175,000
Other	<u>333,402</u>	<u>108,299</u>
	<u>5,138,186</u>	<u>4,100,154</u>
Management and general expenses:		
Investment manager fees and expenses	175,197	176,470
Professional fees	58,387	62,146
Salaries and benefits	442,790	211,656
Directors' fees	31,000	89,500
Office expenses	76,231	75,979
Scholarship administrative expenses	<u>210,875</u>	<u>139,563</u>
	<u>994,480</u>	<u>755,314</u>
Federal excise and other taxes:		
Federal excise tax	47,000	94,000
Refunds of federal excise tax	(31,300)	(134,943)
Other taxes	<u>9,938</u>	<u>11,640</u>
	<u>25,638</u>	<u>(29,303)</u>
	<u>\$ 6,158,304</u>	<u>\$ 4,826,165</u>

THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Commitments

The Foundation is obligated under a lease for certain office space located in West Palm Beach, Florida. Minimum future payments due in years subsequent to December 31, 2004, are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2005	\$ 23,798
2006	24,512
2007	<u>20,940</u>
Total	<u>\$ 69,250</u>

Rent expense for the years ended December 31, 2004 and 2003 totaled approximately \$35,407 and \$36,768, respectively.

At December 31, 2004, the Foundation has outstanding commitments to fund certain investments in future periods totaling \$10,774,019.

Note 5 – Defined Contribution Pension Plan and Deferred Compensation Plan

The Foundation has established a qualified cash or deferral compensation plan under section 401(k) of the Internal Revenue Code (“Plan”) for the benefit of qualified employees. Under the terms of the Plan, qualified employees may elect to defer a portion of their salary, subject to Internal Revenue Service limits. The Foundation makes a discretionary match as well as a discretionary contribution. The Foundation’s contributions for the years ended December 31, 2004 and 2003 totaled \$39,739 and \$14,969, respectively.

During 2003, the Foundation contributed \$25,000 to a non-qualified deferred compensation plan for the benefit of its President. There were no such contributions made by the Foundation during 2004.